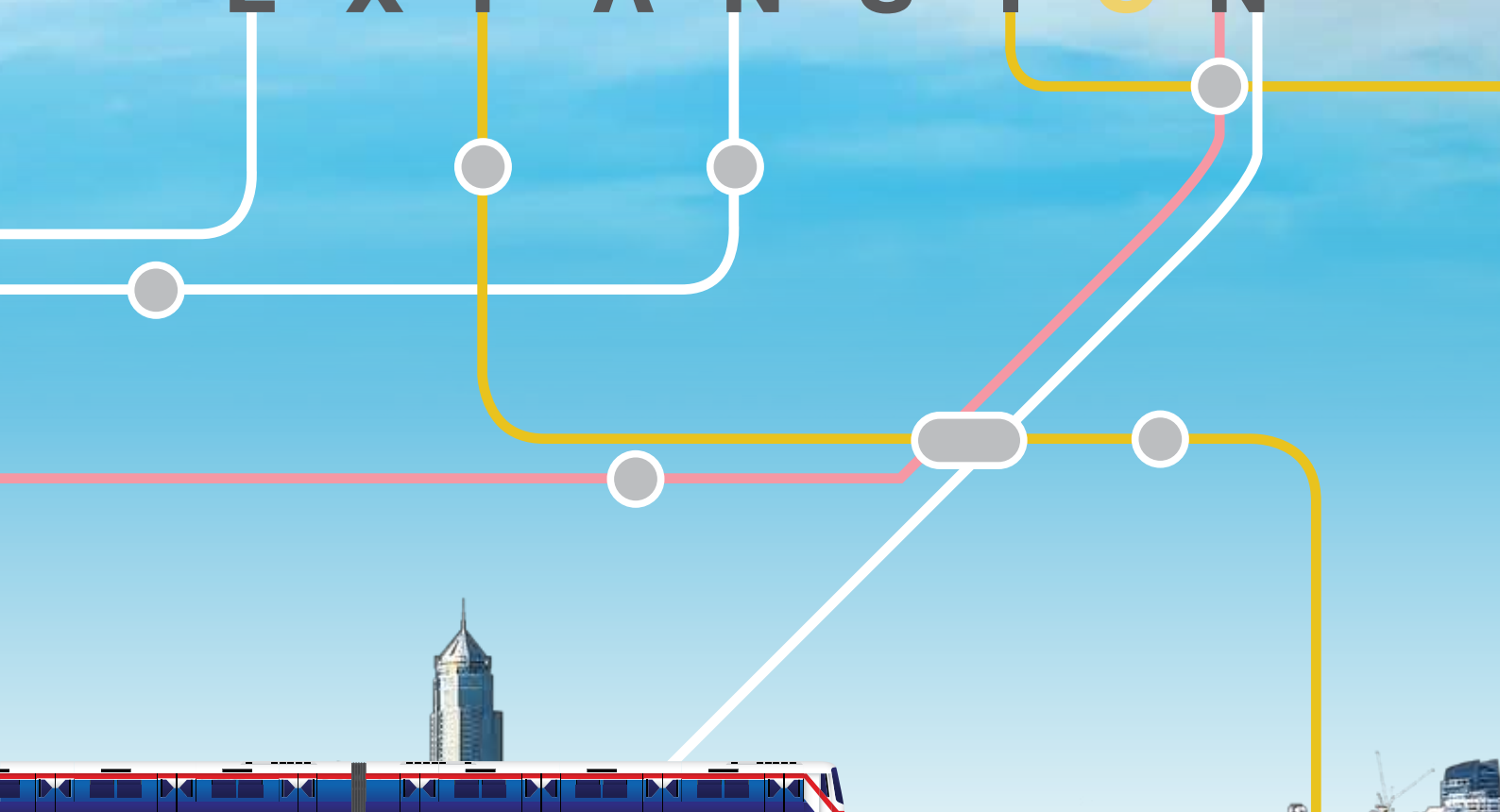


BTS GROUP HOLDINGS PCL
ANNUAL REPORT 2016/17



N E T W O R K
E X P A N S I O N





In Remembrance of His Majesty King Bhumibol Adulyadej

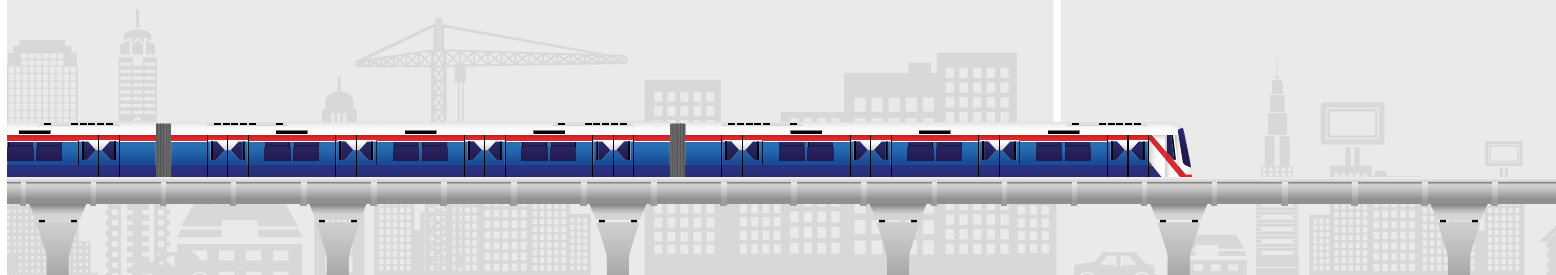


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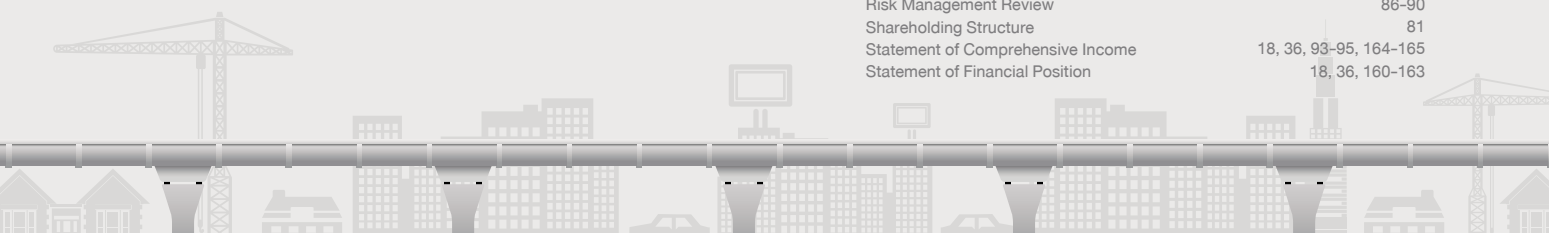
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A modern, sleek train with a white and grey color scheme is shown on an elevated track. The train features the BTS logo on its front and a Thai emblem. The background shows a cityscape with various buildings, including one with a 'YOGA' sign. The scene is captured from a low angle, emphasizing the train's presence in the urban environment.

1.0 INTRODUCTION

In this section, we state our Vision, Mission, Values and our Strategy and Long-Term Goal. We also provide a brief overview of our businesses and include key figures from our performance.

- 1.1 Our Ambition
- 1.2 BTS Group Overview
- 1.3 Key Figures

OUR AMBITION

VISION

To provide the community with a unique and comprehensive range of *City Solutions* that significantly contributes to an improved way of life.

MISSION

We aim to provide a sustainable and leading set of *City Solutions* to urban communities across Asia, supporting critical needs in our four principal business areas: Mass Transit, Media, Property and Services.

VALUES

DELIVERING CUSTOMER SATISFACTION

Our success is dependent on our ability to develop long-lasting customer relationships. This will be achieved by listening, understanding and anticipating our customers' needs and delivering products or services that satisfy those needs. We are easy to do business with and always strive to be responsive and professional.

CREATING SHAREHOLDER VALUE

We strive to deliver accretion of shareholder value through earnings growth and improvement in operational effectiveness. Specifically, we aim to deliver long-term shareholder returns to our investors that outperform returns from investment alternatives with a similar risk profile.

SUPPORTING SUSTAINABLE GROWTH

Our client base and shareholder value must be enhanced in a sustainable manner. We conduct our business upholding sustainable practices that reduce environmental impact of our activities compared to competing products and services.

DEVELOPING COMMUNITIES

We are an integral part of the communities which we operate in. We provide *City Solutions* that enhance our customers' sense of community. We contribute revenues and resources to work with local communities supporting education and children's welfare and we promote the health and well-being of BTS employees and their families.

STRATEGY AND LONG-TERM GOAL

BTS Group companies aim to be the leader in developing and operating **Rail Mass Transit** in Thailand, reinforce our position as the leading **Out-of-Home (OOH) Media** player in the country and selectively expand our network across the ASEAN region, cautiously grow our **Property** business and lead efforts towards a cashless society via integrated **e-Payment** solutions.

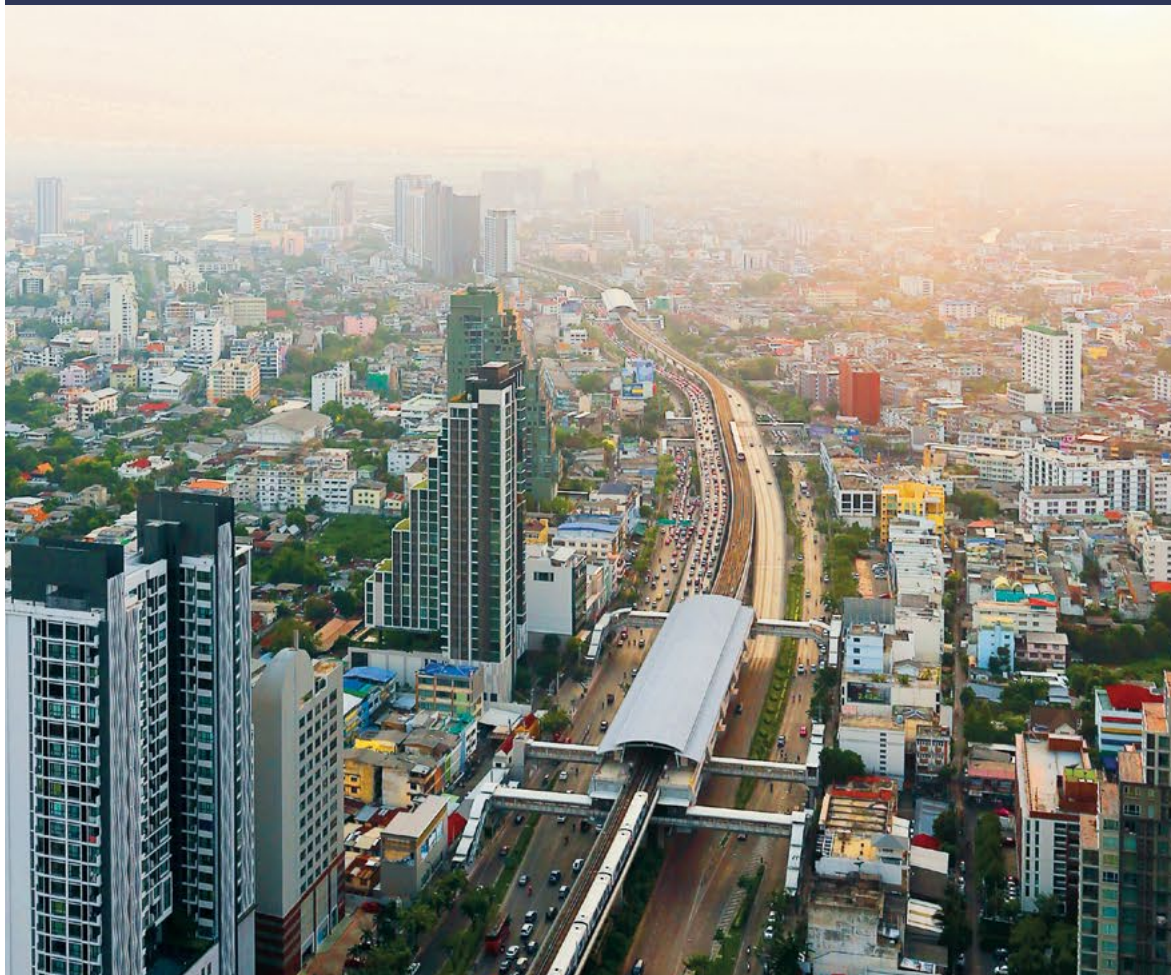
We based our strategies on five foundations:

1. Experiences in rail mass transit
2. Synergy across all four businesses with rail mass transit at our core
3. Financial strength
4. Innovation
5. Customer satisfaction

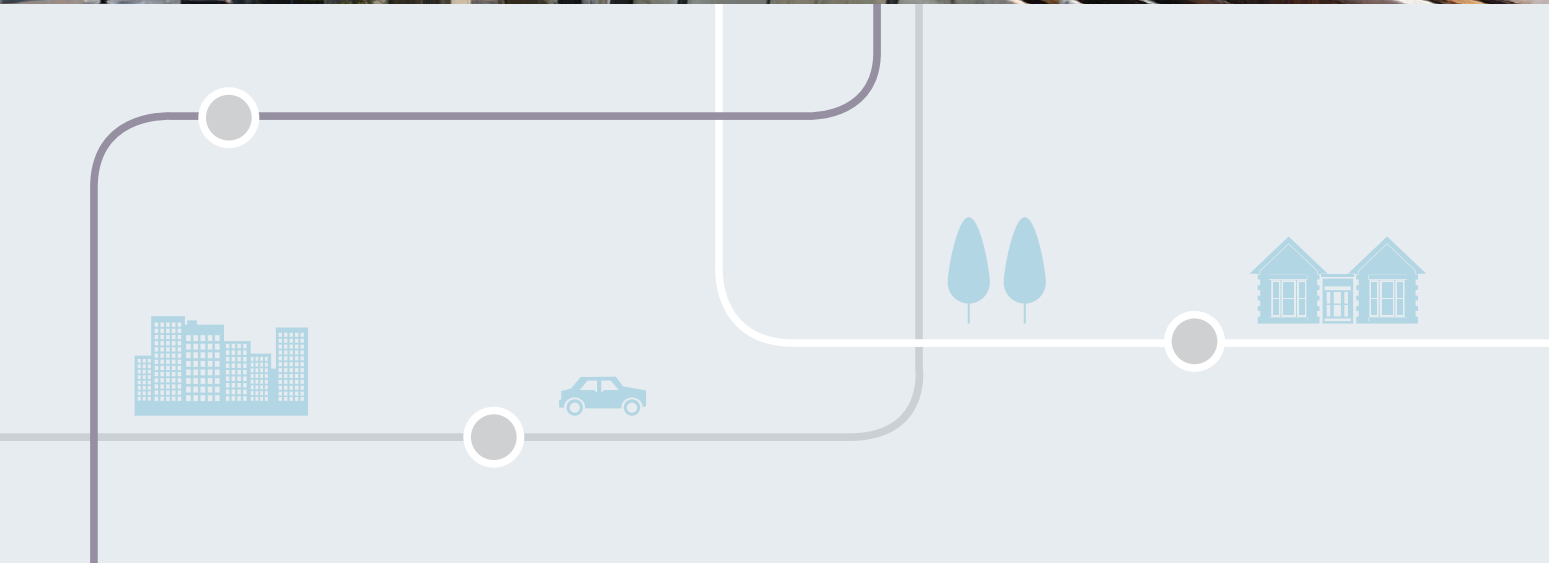
BTS Group will grow our four businesses in line with the urbanisation of Thailand and provide the community with a unique and comprehensive range of *City Solutions* that significantly contributes to an improved way of life.

MASS TRANSIT

LIBERATING COMMUNITIES



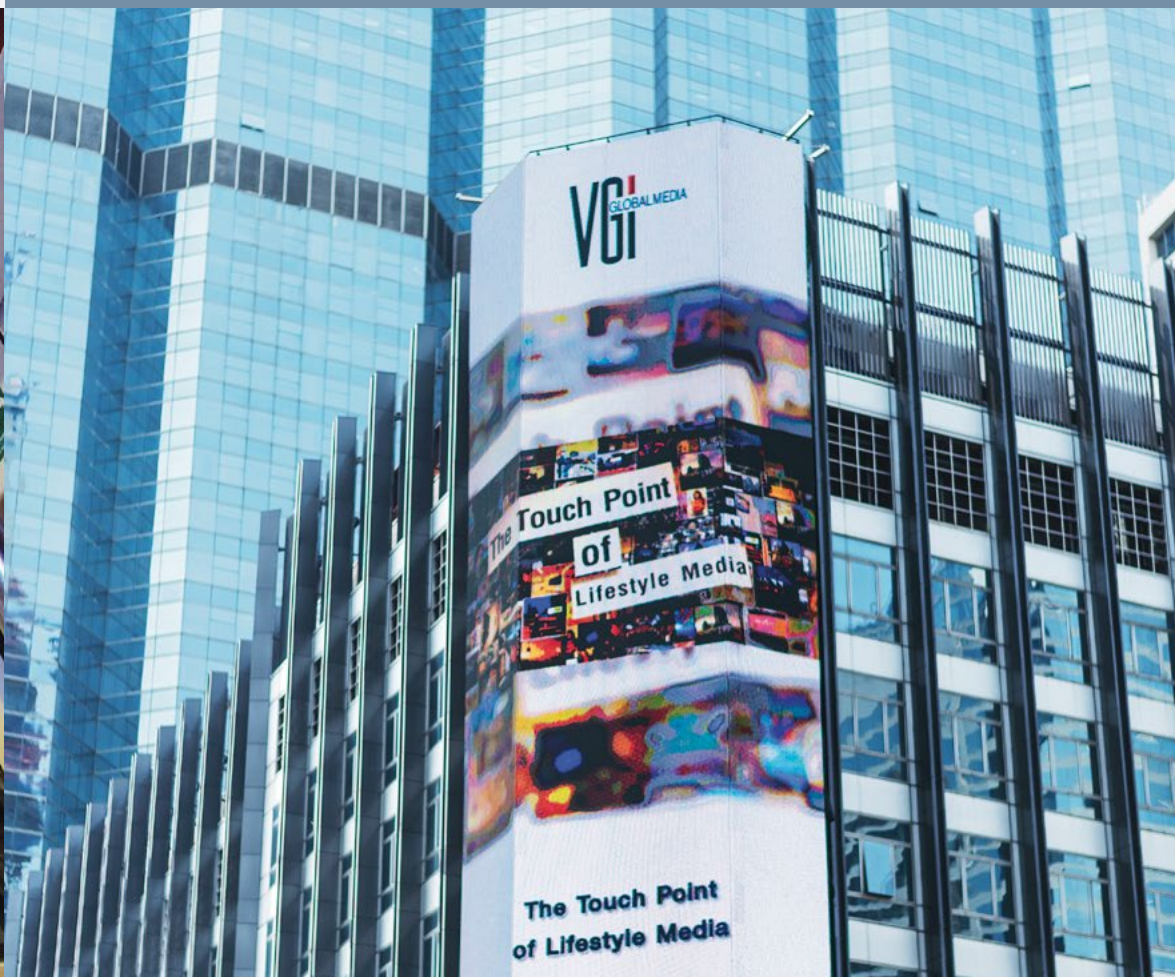
STRIDING INTO A NEW CHAPTER
SECURING 4 NEW LINES





MEDIA

TO BECOME DATA CENTRIC MEDIA HYPERMARKET



BEING A ONE-STOP SERVICE
FOR "OUT-OF-HOME" MEDIA

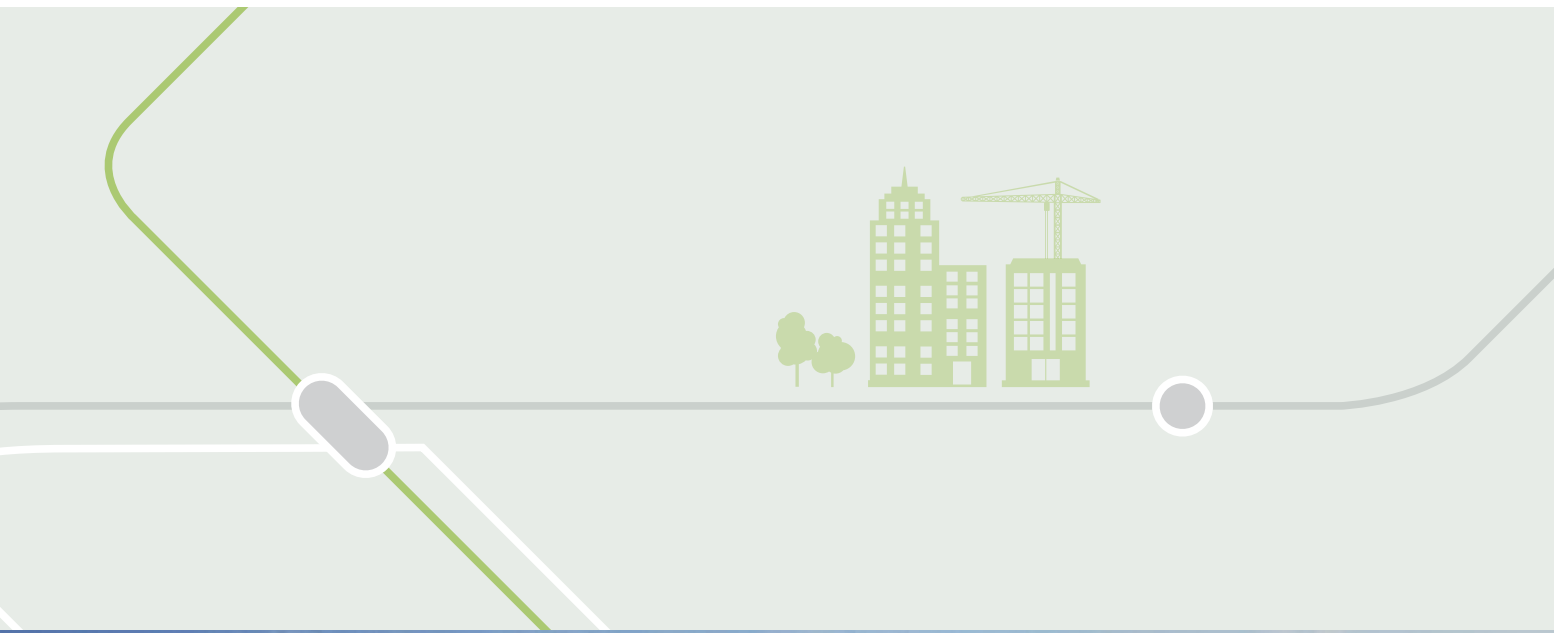


PROPERTY

PROVIDING A CONVENIENT AND LUXURIOUS LIFE



FIVE BTS-SIRI CONDOMINIUMS
LAUNCHED (THB 19.2BN VALUE)
DURING THE YEAR





SERVICES

ACCESS TO A MODERN CONSUMER LIFESTYLE



LEADING EFFORTS TOWARDS
A CASHLESS SOCIETY VIA
INTEGRATED E-PAYMENT SOLUTIONS

CORPORATE SOCIAL RESPONSIBILITY

NEXT STATION HAPPINESS

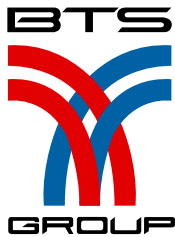


TRANSMITTING HAPPINESS
AND DELIVERING SUSTAINABILITY
THROUGH SHARING WITH SOCIETY





BTS GROUP OVERVIEW



BTS Group Holdings PCL (BTSG) is a leading provider of passenger services in Thailand. BTSG is listed on the Stock Exchange of Thailand and is amongst the 50 largest companies in Thailand with a market capitalisation of THB 102.0bn (USD 3.0bn) as of 31 May 2017. The Group's businesses can be divided into 4 main business units:

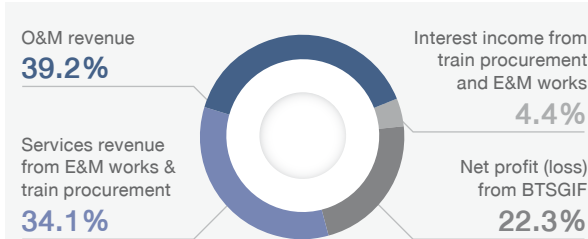
Mass Transit | Media | Property | Services

MASS TRANSIT



REVENUE (THB mn)
FY 2016/17:

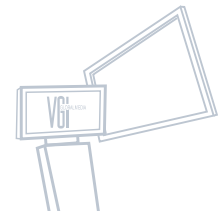
4,236.6



BTSG focuses primarily on the Mass Transit business which it operates via its majority-owned subsidiary, Bangkok Mass Transit System Public Co., Ltd. (BTSC). BTSC is the exclusive concessionaire band operator of the BTS SkyTrain Core Network as well as the exclusive operator of certain extensions to the Core Network and the Bus Rapid Transit system.

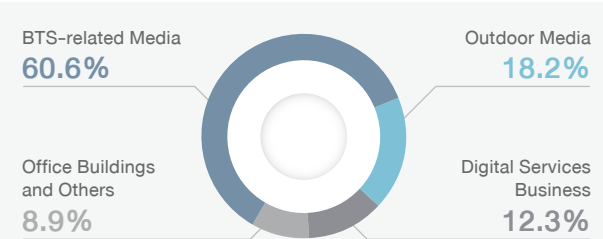
In April 2013, BTSC sold its rights to the future net farebox revenues under its concession agreement with the Bangkok Metropolitan Administration to BTS Rail Mass Transit Growth Infrastructure Fund (BTSGIF). In spite of this, it remains the exclusive concessionaire, the exclusive operator as well as the largest economic stakeholder in revenues of the Core Network via a holding of one-third of all units of BTSGIF held via BTSG. In FY 2016/17, an additional 97.5km of new rail mass transit lines were secured; Northern and Southern Green Line extensions as well as the Pink Line and the Yellow Line. This will increase approximately 3 times the current network coverage (36.3km). In the next 3 years when all these lines become operational, Mass Transit revenue is expected to increase significantly. For further details, please refer to Section 3.6.1: *Business and Industry Overview-Mass Transit*.

MEDIA



REVENUE (THB mn)
FY 2016/17:

3,009.6



BTSG also focuses on the Media business which it operates via its majority-owned subsidiary, VGI Global Media PCL (VGI). VGI is the leader in Out-of-Home Media in Thailand. It has an exclusive concession to manage advertising space on the core and most of the extension BTS stations. VGI has expanded to manage advertising space in key offices and commercial buildings in Bangkok as well as street furniture media. In addition, VGI has stepped into Outdoor Media segment through holdings in other outdoor advertising companies.

Following VGI's recent strategy "to become a Data Centric Media Hypermarket" (DCMH), VGI is currently establishing a well-diversified media portfolio by restructuring and focusing on two main businesses comprising "OOH Media" and "Digital Services Business". As a DCMH, VGI aims to offer increasingly expanding, data-enhanced, omni-channel media services that offer versatile, measurable and targeted advertising capabilities for VGI's customers. For further details, please refer to Section 3.6.2: *Business and Industry Overview-Media*.

Operating Revenue
(THB mn) **8,606.2**

Gross Operating Profit
(THB mn) **4,464.3**

Net Income
(THB mn) **2,235.7**



EMPLOYEES

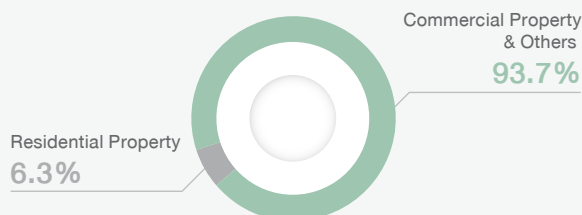
MASS TRANSIT	2,165
MEDIA	481
PROPERTY	464
SERVICES	999
BTS GROUP HOLDINGS	139
TOTAL EMPLOYEES	4,248

(As of 31 March 2017)

PROPERTY



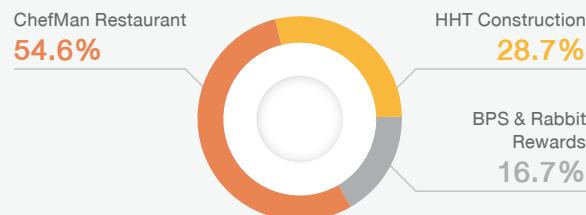
REVENUE (THB mn)
FY 2016/17: **617.1**



SERVICES



REVENUE (THB mn)
FY 2016/17: **742.9**



BTSG has over 40 years of experience in property development business which can be divided into 3 main categories:

- Residential Property business (housing and condominium portfolio)
- Commercial Property business (hotel, office and serviced apartment portfolio)
- Land bank

The book value of BTSG's existing property assets are worth more than THB 24.7bn as of 31 March 2017. Furthermore, the Company partnered with other property players under the strategic partnership approach to strengthen the property division. For further details, please refer to Section 3.6.3: *Business and Industry Overview-Property*.

The Services business division provides strategic support for the rest of the BTS Group as well as a potential source of future revenue growth. The Services revenue come from Construction Services, Services Businesses include Hotel Management Services, Software and System Development and the Restaurant business. For further details, please refer to Section 3.6.4: *Business and Industry Overview-Services*.

* Digital Services Business include Rabbit group. Rabbit Group comprises of subsidiaries of BSS & BSSH but excludes two companies which are Bangkok Payment Solutions Co., Ltd. (BPS) - under former subsidiary; BSSH and Rabbit Rewards Co., Ltd. (RR). VGI consolidated full-year results of Rabbit Group under common control basis into its Company, therefore, the VGI Group's financial statements were restated as if the combination had taken place since 1 April 2014.

KEY FIGURES

STATEMENT OF COMPREHENSIVE INCOME

Operating revenue ¹		Operating EBITDA ²		Recurring profit ³		Net profit after minority interest ⁴	
<i>(THB mn)</i>		<i>(THB mn)</i>		<i>(THB mn)</i>		<i>(THB mn)</i>	
8,606.2		2,928.3		2,564.4		2,003.5	
FY 2016/17	CHANGE	FY 2016/17	CHANGE	FY 2016/17	CHANGE	FY 2016/17	CHANGE
6,280.3	37.0%	2,692.8	8.7%	2,454.5	4.5%	4,133.9	(51.5%)
FY 2015/16		FY 2015/16		FY 2015/16		FY 2015/16	

PROFITABILITY AND RETURN

Gross operating profit margin		Operating EBITDA margin ⁵		Net recurring profit margin ⁶		Earnings per share	
<i>(%)</i>		<i>(%)</i>		<i>(%)</i>		<i>(THB)</i>	
51.9		34.0		20.1		0.169	
FY 2016/17	CHANGE	FY 2016/17	CHANGE	FY 2016/17	CHANGE	FY 2016/17	CHANGE
60.4	(14.1%)	42.9	(20.7%)	33.7	(40.4%)	0.349	(51.7%)
FY 2015/16		FY 2015/16		FY 2015/16		FY 2015/16	

CASH FLOW

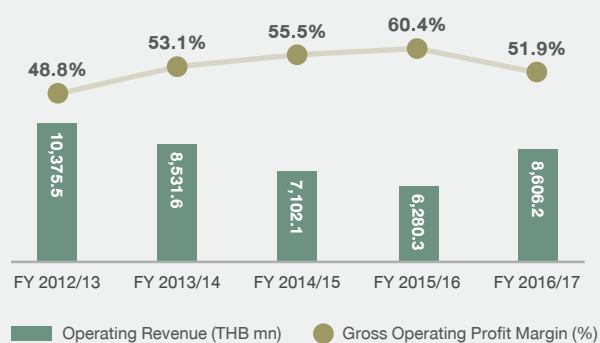
CFO ⁷		Capex ⁸		Total dividend ⁹		DSCR ¹⁰	
<i>(THB mn)</i>		<i>(THB mn)</i>		<i>(THB mn)</i>		<i>(times)</i>	
(4,322.8)		1,392.0		4,716.4		4.53x	
FY 2016/17	CHANGE	FY 2016/17	CHANGE	FY 2016/17	CHANGE	FY 2016/17	CHANGE
265.0	(N.A.)	1,633.8	(14.8%)	8,048.0	(41.4%)	9.30x	(51.3%)
FY 2015/16		FY 2015/16		FY 2015/16		FY 2015/16	

STATEMENT OF FINANCIAL POSITION

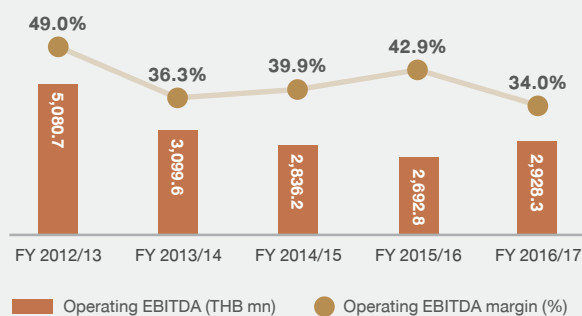
Cash and cash equivalents		Adjusted net debt ¹¹ / equity		Total assets		Total equity	
<i>(THB mn)</i>		<i>(times)</i>		<i>(THB mn)</i>		<i>(THB mn)</i>	
15,094.5		0.13x		93,651.3		45,182.1	
FY 2016/17	CHANGE	FY 2016/17	CHANGE	FY 2016/17	CHANGE	FY 2016/17	CHANGE
2,362.2	539.0%	(0.13x)	(N.A.)	65,259.4	43.5%	46,901.0	(3.7%)
FY 2015/16		FY 2015/16		FY 2015/16		FY 2015/16	



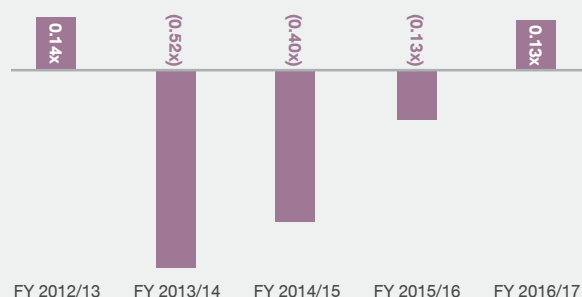
OPERATING REVENUE ¹ (THB mn) AND GROSS OPERATING PROFIT MARGIN (%)



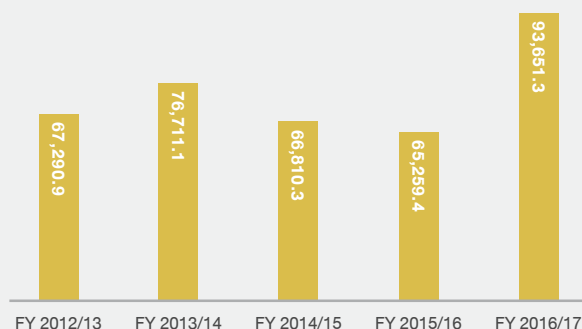
OPERATING EBITDA ² (THB mn) AND OPERATING EBITDA MARGIN ⁵ (%)



ADJUSTED NET DEBT TO EQUITY ¹¹ (x)



TOTAL ASSETS (THB mn)



1 Operating revenues includes revenue from 4 BUs and share of profit / (loss) from BTSGIF

2 Operating EBITDA = Operating earning before interest, taxes, depreciation and amortisation (excluding non-recurring items)

3 Recurring profit = Pre-tax recurring profit before minority interest

4 Net profit after minority interest = Net profit attributed to equity holders of the company (including non-recurring items)

5 Operating EBITDA margin = Operating EBITDA / Total operating revenue

6 Net recurring profit margin = Net recurring profit before minority interest (excluding non-recurring items) / Total recurring revenue

7 CFO = Net cashflow from operating activities after interest, tax and investment in E&M works and trains procurement of THB 4.4bn

8 Capex = Capital expenditures and investment in E&M works and trains procurement related to new Green Line Extensions

9 Subject to shareholders' approval, please see *Section 4.1 Capital Markets Review*

10 DSCR = Debt service coverage ratio (Operating EBITDA / Finance cost)

11 Adjusted net debt = interest bearing debt - cash and cash equivalent and liquid investment

MEDIA



across all of our **4 business units**,
we are poised to make pivotal
advances.

MASS TRANSIT



SERVICES



PROPERTY





2.0 HIGHLIGHTS FY 2016/17 & OUTLOOK

This section provides a key overview of events and the business target assessment of the past fiscal year as well as an overview of the year ahead. You will also find the Chairman's statement, Subcommittee's report and key financial highlights of the past 5 years.

-
- 2.1 Message from the Chairman
 - 2.2 Audit Committee Report
 - 2.3 Executive Committee Report
 - 2.4 Corporate Governance Committee Report
 - 2.5 Nomination and Remuneration Committee Report
 - 2.6 Important Events FY 2016/17
 - 2.7 Business Target Assessment FY 2016/17
 - 2.8 Business Outlook FY 2017/18
 - 2.9 Financial Highlights

MESSAGE FROM THE CHAIRMAN



DEAR STAKEHOLDERS,

Bangkok's mass transit system, both elevated and underground, will experience massive growth over the coming years. It is a part of the Government's stimulus measures to improve infrastructure, which is an essential part of the country's sustainable development. Our mass transit business is at the forefront of this challenging endeavour.

For our **Mass Transit** business, we have recently entered into contracts, for a total track length of 95.7 kilometres, which includes extensions on the Southern and Northern Green Lines (Bearing-Samutprakarn and Mo Chit-Khu Khot) and two monorail projects; the Pink Line (Khae Rai-Min Buri) and the Yellow Line (Lad Prao-Samrong), an approximately threefold increase from the existing 36.3 kilometres. Upon completion of the above routes, Bangkok residents will experience easier commuters from point to point as a result of a more connected mass transit network as well as stimulating business and growth along the mass transit route's proximities for retail, housing, service activities, etc.

In the fiscal year under review, audited financial statements recorded Group service revenues at THB 5.8bn, a 17% increase from THB 5.0bn from the previous year. Overall, our business units achieved improvements in operating revenues. The major earnings improvement was primarily contributed by the Media operating income from VGI Global Media PCL (VGI) to THB 3.0bn, an impressive growth of 30%. Revenues from installation and construction of services and train procurement services under concession agreement increased from THB 94.4mn to THB 1.7bn. The significant increase was due to the continued expansion of the above Green Line extensions.

The Pink and the Yellow monorail routes will be running under the government's public-private partnership (PPP) scheme. Total investment will amount to slightly over THB 100bn. We have been fortunate to invite two strategic partners: Sino-Thai Engineering and Construction PCL (STEC) and Ratchaburi Electricity Generating Holding PCL (RATCH), to form a joint venture under the name of BSR Joint Venture for the biddings of both routes. The strength, expertise and experience of all joint-venture partners have led to the success of our tender bid.

In our **Media** business, VGI has become the largest out-of-home media operator with more than 4,000 digital screens across the country in a variety of networks such as BTS sky trains, residential condominiums, office towers, local and international airports in Thailand. In order to adapt to the

fast moving pace of technology in reshaping consumers' behaviour, VGI has acquired, within the group, BSS Holdings Co., Ltd. (BSSH provides E-money online services such as personal loans, insurance, telemarketing, etc.) and BSS Co., Ltd. (BSS provides micro e-payment services through over 7mn Rabbit Cards for the SkyTrain mass transit system, retailers, and service providers). The collaboration will fully integrate and combine media offerings, both online and out-of-home, under a single entity. On the international front, VGI has participated in the joint-venture with partners in Malaysia through the establishment of Titanium Compass Sdn Bhd to provide advertising media management on the Sungai Buloh-Kajang Line (SBK Line) or Klang Valley MRT (KV MRT), Malaysia's Rapid Transit system, scheduled to be fully operational in July 2017.

In our **Property** business, we have launched 8 residential condominium projects (THB 30bn) under our joint venture with Sansiri, 5 of which were launched in this fiscal year (FY 2016/17) of THB 19bn. In the pipeline, around 17 additional residential projects will be launched by 2021. Most of the above residential developments are in close proximity to mass transit stations, offering reliable commutes to residents, thus enhancing demand from both local and overseas residents. With regard to the commercial property sector, our associate, U City PCL (U City), continues to develop and acquire income producing properties, both locally and overseas. On 9 September 2016, U City has acquired a long-term leasehold office building in a prime London location, which has a favourable investment environment. A majority of U City's business will continue to come from the hospitality industry. On 31 May 2017, U City successfully closed the transaction of acquiring a pan-European hotel portfolio across 9 countries, consisting of 24 hotels under various ownership models, several brands and a hotel management platform managing another 12 third party hotels. This transformative acquisition will increase U City's income generation base and provide a platform for future growth.

Our **Services** business comprises hotel management, food and restaurant services. Absolute Hotel Services Co., Ltd., our joint venture, is the 4th largest hotel management company in Thailand and one of the fastest growing hotel management firms with 9,350 keys under contract as of 31 March 2017. The services segment provides strategic support for other business units within the Group as well as a potential source of future revenue growth as an incubator for complementary and synergistic businesses. The original ChefMan Restaurant has gained recognition in the Chinese fine-dining market and expanded to 11 branches (as of 31 March 2017) with wide-ranging formats

from premium private dining (M Krub restaurant) to casual all-day dining, and oriental style buffet in major Bangkok retail centres. Processed food products are in the pipeline in this business segment.

We remain focused on conducting business with good corporate governance, and share our responsibilities in the environmental impact and social developments in sub-urban communities. Through our ongoing CSR program "Next Station Happiness", we continue to provide basic necessities, medical assistance and scholarships to youth in remote areas nationwide. Our commitment to implement sustainability and good corporate governance have been recognised with a 5-star corporate governance rating for five consecutive years and the "2016 Sustainability Report Award" in the "Recognition" category for two consecutive years. We have been certified as a member of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC). On the regional front, we were recognised as a member of the FTSE4Good Emerging Market Index series, whose constituent companies in emerging countries demonstrate strong economic, social, environmental standing and good corporate governance practices.

On behalf of the Board of Directors, I would like to take this opportunity to express our deep condolences and pay our respects to His Majesty, the late King Bhumibol Adulyadej. His life-time devotion to the country and achievements throughout his reign will be cherished and an inspiration to the nation. We are most grateful for his boundless and gracious kindness. I would also like to express our warm wishes to His Majesty King Maha Vajiralongkorn Bodindradebayavarangkun on his succession to the throne.

In this eventful year, I would like to extend my sincere appreciation to our shareholders, business partners, subsidiaries, financial institutions, and government agencies in supporting our objectives, principles and values of operating with integrity and responsibility in the best interests of our stakeholders. The dedication and professionalism of our directors, management and staff have played a key role in the success of our operations and I'm very grateful and proud of our collective achievements.



Mr. Keeree Kanjanapas
Chairman /
Chairman Of the Executive Committee /
Chairman Of the Corporate Governance Committee

AUDIT COMMITTEE REPORT



Professor Lt. Gen. Phisal Thepsithar
Chairman of the Audit Committee

TO THE SHAREHOLDERS AND THE BOARD OF DIRECTORS OF BTS GROUP HOLDINGS PUBLIC COMPANY LIMITED,

The Audit Committee of BTS Group Holdings Public Company Limited (“the Company”) consists of 4 Independent Directors, namely Lt. Gen. Phisal Thepsithar as the Chairman of the Audit Committee, Mr. Suchin Wanglee, Mr. Charoen Wattanasin and Mrs. Pichitra Mahaphon as the Members of the Audit Committee and Mr. Pipop Intaratut as the Secretary to the Audit Committee. The Audit Committee is appointed by resolution meeting of the Board of Directors. The Committee is overseeing the company’s compliance with the principles of good corporate governance as confidence to the investors, its shareholders and all other stakeholders.

In FY 2016/17, the Audit Committee conducted 8 meetings, by which each member has attended all of the Meetings, and reported the results of the meeting to the Board of Directors. The Audit Committee has performed the duties during the year FY 2016/17 were summarised as follow:

1. Reviewed the Company’s financial reports, including quarterly and annual financial statements with regards to their accuracy and adequacy of disclosure. The Audit Committee had meetings with the Company’s auditor and found no causes to believe that such financial reports were not accurate as mentioned by Generally Accepted Accounting Principles.
2. Reviewed and ensured the Company has an appropriate and efficient internal control and internal audit system by internal audit office is under Audit Committee perform to evaluate the appropriateness and effectiveness of the internal control system to ensure internal control system of the company has and appropriate and adequate internal control system in each of the Company’s activities to achieve the purpose and goals of the Company and to manage the Company’s business.
3. Considered, reviewed and evaluated the Company’s risk assessment process on a quarterly basis as well as gave advice, suggestion and support the performance of the board of directors and executive management in relation to risk management policy.

4. Reviewed the Company's operations to be in compliance with the law on securities and the Stock Exchange, the Stock Exchange's regulations, and the laws relating to the Company's business. Conducted meetings with the management and head of related department to ensure the company had good and efficient operations and management processes in accordance with the principle of good corporate governance.

5. Considered, selected and nominated independent persons to act as the Company's auditor by proposing to the Board of Directors to appoint the Company's auditor from EY Office Limited for the fiscal year ended March 31, 2017 to review and give opinion on the Company's financial statements any one of Mr. Narong Puntawong, Certified Public Accountant (Thailand) No. 3315, and/or Mr. Supachai Phanyawattano, Certified Public Accountant (Thailand) No.3930, and/or Miss Waraporn Prapasirikul, Certified Public Accountant (Thailand) No. 4579. The audit fee was not more than THB 4.05 million. Such appointment and fee were approved by the Board of Directors and the General Meeting of Shareholders of the Company, In addition, The Audit Committee members also participated in a private meeting with the company's auditor without any executive management to ensure that the auditors can independently performed their function appropriately.

6. Considered and reviewed the connected transactions or the transactions that may lead to conflicts of interest between the Company with related person or related companies whether these transactions were complied and practiced to trade of condition and business agreement. The Company's auditors were of the opinion that such transaction were significant and disclosed such transactions in the financial statements and notes to the financial statements. The Audit Committee agreed with the auditor that such transactions were reasonable.

7. During the period between 1 April 2016 and 31 March 2017, the Audit Committee had a total of 8 meetings. Each member of the Audit Committee attended the Audit Committee Meeting as follows:

Name	Title	Numbers of Attendances
Prof. Lt. Gen Phisal Thepsithar	Chairman of the Audit Committee	8/8
Mr. Suchin Wanglee	Audit Committee	8/8
Mr. Charoen Wattanasin	Audit Committee	8/8
Mrs. Pichitra Mahaphon	Audit Committee	8/8

8. Overall, the Audit Committees received full cooperation from the relevant units and persons in performing their duties and therefore, was able to perform its duties efficiently.

9. Prepared this Audit Committee Report and disclosed the Report signed by the Chairman of the Audit Committee in the Annual Report 2016/17.

10. All members of the Audit Committee attended training sessions, seminars and meetings regarding the roles and responsibilities of the Audit Committee that were arranged by state agencies, the private sector, professional councils or the Thai institute of Directors in order to enhance the knowledge and understanding of the Audit Committee to perform their duties more efficiently.

11. Overall, the Audit Committee is of the opinion that the performing duties under the Audit Committee charter, can be independently performed, in line with the principles of good corporate governance. In this regard with fully cooperation and support of all parties, the Audit Committee can be efficiently performing functions with a responsible and satisfactory.

EXECUTIVE COMMITTEE REPORT



Mr. Keeree Kanjanapas
Chairman of the Executive Committee

TO THE SHAREHOLDERS OF BTS GROUP HOLDINGS PUBLIC COMPANY LIMITED,

The Executive Committee of BTS Group Holdings Public Company Limited consists of seven directors namely Mr. Keeree Kanjanapas as the Chairman of the Executive Committee, and Dr. Anat Arbhahirama, Mr. Surapong Laoha-Unya, Mr. Kavin Kanjanapas, Mr. Rangsin Kritalug, Mr. Kong Chi Keung, and Mr. Chulchit Bunyaketu (who was appointed as the executive director pursuant to the resolution of the Board of Directors' Meeting No. 6/2016 held on May 27, 2016) as the executive directors. Ms. Taraket Thawornpanich is the Secretary to the Executive Committee. The Board of Directors has appointed the Executive Committee to support the Company's management and business operation to be in compliance with the vision, mission, goal, policies, and business direction of the Company, as well as performing any other tasks as assigned by the Board of Directors to support the

performance of the Board of Directors for the best interest of the Company and the shareholders.

In FY 2016/17, the Executive Committee held a total of 15 meetings which were in line with the specified rules of meeting. In accordance with the good corporate governance principle, the resolutions of the meeting were regularly reported to the Board of Directors for their acknowledgement. In this regard, the significant activities of the Executive Committee in FY 2016/17 can be summarised as follows:

1. Considered and determined the 2016/17 business policy, vision, mission, strategy, business plan, and goal for the Company's businesses and BTS Group's investment in Thailand and other countries in order to be in line and suitable with the current economics and competitive environment, and proposed the same to the Board of Directors for their consideration and approval.

2. Considered, refined, and studied the feasibility, provided opinions, and approved the execution of transactions and projects that were viewed as reasonable and in the best interests of the Company and the shareholders, and proposed the same to the Board of Directors for their consideration and approval and/or reported the same to the Board of Directors for acknowledgement (as the case may be), as well as reviewed and monitored the projects' performance in order to achieve the highest level of efficiency and effectiveness.
3. Monitored the performance of the Company's core businesses comprising of Mass Transit Business, Media Business, Property Business, and Services Business on a monthly basis, including taking into consideration the opinions of institutional investors and retail investors, and recommendations from analysts of securities companies through the information gathered by the Investor Relations Department.
4. Managed the overall risks of BTS Group by monitoring the risk assessment results conducted by Risk Management Working Group, as well as considered and controlled key risks and any factors that may have a material impact on BTS Group to be in an acceptable level, and proposed the same to the Board of Directors for their acknowledgement.
5. Considered, reviewed, and amended the Executive Committee's Charter, and proposed the same to the Board of Directors for their consideration and approval.
6. Considered and approved other transactions as assigned by the Board of Directors.
7. Evaluated the performance of the Executive Committee for the year 2016/17 and viewed that the Executive Committee was able to complete their duties as assigned and reported such evaluation result to the Board of Directors.
8. Prepared this Executive Committee Report and disclosed the same in the Annual Report 2016/17.

CORPORATE GOVERNANCE COMMITTEE REPORT



Mr. Keeree Kanjanapas
Chairman of the Corporate Governance
Committee

TO THE SHAREHOLDERS OF BTS GROUP HOLDINGS PUBLIC COMPANY LIMITED,

The Corporate Governance Committee of BTS Group Holdings Public Company Limited consists of 4 members, divided into one independent director and three executive directors, namely Mr. Keeree Kanjanapas as the Chairman of the Corporate Governance Committee, and Dr. Anat Arbhahirama, Mr. Rangsin Kritalug and Professor Charoen Wattanasin as the members of the Corporate Governance Committee. Ms. Taraket Thawornpanich is the Secretary to the Corporate Governance Committee. The Board of Directors has appointed the Corporate Governance Committee to support the Board of Directors' corporate governance functions as well as determining the policies and guidelines on good corporate governance, e.g., the Corporate Governance Policy, Business Ethics and Employees' Ethics, Corporate Social Responsibility (CSR) Policy, and Anti-Corruption and Bribery, etc. to be suitable with the Company's business operation and in accordance with the good corporate governance practices of both national and international standards.

In FY 2016/17, the Corporate Governance Committee held a total of two meetings, which were in line with the specified rules of meeting. In accordance with the good corporate governance principles, the resolutions of the meeting were regularly reported to the Board of Directors for their acknowledgement. In this regard, the significant activities of the Corporate Governance Committee in FY 2016/17 can be summarised as follows:

1. Reviewed the Corporate Governance Policy and the Code of Conduct of the Company, including improved and determined guidelines to be in line with the laws, the Principles of Good Corporate Governance of the Stock Exchange of Thailand and the Thai Institute of Directors (IOD), which covered five categories, i.e. Rights of Shareholders, Equitable Treatment of Shareholders, Role of Stakeholders, Disclosure and Transparency, and Board Responsibilities, and proposed the same to the Board of Directors for their consideration and approval, as well as monitoring the implementation of these policies.

2. Considered, reviewed, improved and determined measures and guidelines on the Enterprise Anti-Corruption by establishing the Anti-Corruption Measures comprising of (1) Policy and Guidelines on Anti-corruption, (2) Policy on Whistleblowing and Protection of Whistleblowers, and (3) Fraud Risk Management Procedure, and proposed the same to the Board of Directors for their consideration and approval. At present, the Company is one of 226 companies that was awarded a certification of membership of the Thailand's Private Sector Collective Action Coalition Against Corruption from the Thailand's Private Sector Collective Action Coalition Against Corruption Council, out of 824 companies that declared their intention in joining the Thailand's Private Sector Collective Action Coalition.

3. Reviewed and determined the policy and plan on Corporate Social Responsibility (CSR). The policy emphasises on operating the business for sustainable growth along with participating in social, community, and environmental development, with the focus on providing educational opportunities and aids to underprivileged children and poverty communities in the areas that are remote from transportation and difficult to access, in all regions of the country, including enhancing children's learning on energy saving, providing medical treatment for low-income people, and promoting good health to create strength and good quality of life in the community. In this regard, the Company has set up a CSR activity named "Next Station - Happiness by BTS Group", which is arranged every two months to provide happiness, goods and needs to those communities in the rural areas, and other CSR activities, i.e. "Sky Clinic", "Vegetarian Food Festival with Nuduan", "BTS Group supports the Thai Elephant Conservation Project", "The Developing Quality of Life for Underprivileged Student Project by the Office of Deputy Prime Minister", "Thai Farmers Rice Station", and "Next Station - Happiness by BTS Group Children's Camp" etc.

4. Considered, reviewed and provided opinions on the preparation of Sustainability Report 2016/17 to be in line with the sustainability development framework of the Global Reporting Initiative (GRI) Generation 4 to communicate BTS Group's policies and performances on Corporate Social Responsibility (CSR) through economic, social and environmental index.

5. Evaluated the performance of the Corporate Governance Committee for the year 2016/17 and viewed that the Corporate and Governance Committee was able to complete their duties as assigned and reported such evaluation result to the Board of Directors.

6. Prepared this Corporate Governance Committee's report and disclosed the same in the Annual Report 2016/17.

In light of the Company's determination and emphasis on the development of the Company's operation to be in accordance with the good corporate governance principles, the Company is ranked in the 5-star group or equivalent to "Excellent" for the fifth consecutive year from the assessment of the Corporate Governance Survey of Listed Companies conducted by the Thai Institute of Directors (IOD).

NOMINATION AND REMUNERATION COMMITTEE REPORT



Professor Lt. Gen. Phisal Thepsithar
Chairman of the Nomination and
Remuneration Committee

TO THE SHAREHOLDERS OF BTS GROUP HOLDINGS PUBLIC COMPANY LIMITED,

The Nomination and Remuneration Committee of BTS Group Holdings Public Company Limited consists of five directors, divided into three independent directors and two executive directors, namely Professor Lt. Gen. Phisal Thepsithar as the Chairman of the Nomination and Remuneration Committee, and Mr. Suchin Wanglee, Professor Charoen Wattanasin, Mr. Rangsin Kritalug, and Mr. Kong Chi Keung as the members of the Nomination and Remuneration Committee. Ms. Taraket Thawornpanich is the Secretary to the Nomination and Remuneration Committee. The Board of Directors has appointed the Nomination and Remuneration Committee to support the performance of the Board of Directors on the nomination of directors, determination of the remuneration of directors, the Chairman of the Executive Committee and the Chief Executive Officer, as well as preparing the director development plan in order to provide the directors the knowledge and understanding of the Company's business, the roles and duties of the directors and other significant

developments. All of which are to assure the shareholders that the persons who hold the directorship position possess the qualifications in accordance with the laws, and have the knowledge, capability, and efficiency to work for the utmost benefits of the Company and the shareholders.

In FY 2016/17, the Nomination and Remuneration Committee held a total of two meetings which were in line with the specified rules of meeting. In accordance with the good corporate governance principle, the resolutions of the meeting were regularly reported to the Board of Directors for their acknowledgement. In this regard, the significant activities of the Nomination and Remuneration Committee in FY 2016/17 can be summarised as follows:

1. Considered the qualifications of the directors who would retire by rotation at the Annual General Meeting of Shareholders by considering the qualifications according to the laws and other criteria of the Company, as well as knowledge, capability, experience, and skills that would be beneficial to the Company's operations, and nominated those persons to the Board of Directors in order to propose

the same to the Annual General Meeting of Shareholders to consider the re-election of such persons as directors of the Company for another term of office.

2. Provided the shareholders an opportunity to nominate candidates to be elected as directors of the Company for the 2017 Annual General Meeting of Shareholders in order to promote the practice of good corporate governance principles on the rights of shareholders. In this regard, the Company has amended the criteria in relation to the qualifications of shareholders to nominate candidates to be elected as directors in order to be in line with the practice prescribed by the Office of the Securities and Exchange Commission and in accordance with the laws. The qualifications of shareholders are determined as follows:

(1) Being the shareholder of the Company, individually or collectively, holding shares not less than five percent of the total voting rights of the Company; or

(2) Being the shareholder of the Company, individually or collectively, holding shares not less than three percent of the total voting rights of the Company; whereby the shareholders shall continuously hold such shares for at least six months from the date of acquisition to the date of nominating candidates to be elected as directors.

3. Considered and determined the remuneration of the directors by taking into the account the Company's operating results, the size of the business, and the responsibilities of the directors in comparison with other companies listed on the Stock Exchange of Thailand with a similar market capitalization and other listed companies within the same industry as the Company, as well as other details and proposed the same to the Board of Directors and the Annual General Meeting of Shareholders for their consideration and approval.

4. Evaluated the performance of the Chairman of the Executive Committee and the Chief Executive Officer for the year 2016/17, including determining the remuneration of the Chairman of the Executive Committee and the Chief Executive Officer by taking into the account the indicators as well as the performance evaluation result and key success, and comparing with other companies listed on the Stock Exchange of Thailand, and proposed the same to the Board of Directors for their consideration and approval.

5. Supervised and arranged a seminar for the directors of the Company, subsidiaries, and associated companies in order to provide knowledge and better understanding about the amendment of the Securities and Exchange Act B.E. 2535 (1992) (as amended) in respect of the unfair securities trading practices (Market Misconduct) and organised a new director orientation program for Mrs. Pichitra Mahaphon outlining the Company's history, group structure, organisation chart, types of business, group business policy, financial status and operating results, as well as the scope of duties and responsibilities of the Board of Directors and the subcommittees, including other significant policies of the Company in accordance with the Company's director development plan and guideline determined by the Nomination and Remuneration Committee.

6. Evaluated the performance of the Nomination and Remuneration Committee for the year 2016/17 and viewed that the Nomination and Remuneration Committee was able to complete their duties as assigned and reported such evaluation result to the Board of Directors.

7. Prepared this Nomination and Remuneration Committee Report and disclosed the same in the Annual Report 2016/17.

IMPORTANT EVENTS FY 2016/17

BTS GROUP

17 MAY 2016

BTS Group Holdings Public Co., Ltd. (BTS Group or The Company) and Bangkok Mass Transit System Public Co., Ltd. (BTSC) were awarded “A (tha) / Stable” from Fitch Ratings (FITCH) and “A / Stable” from TRIS Rating (TRIS). Both ratings agencies have assessed the Company and BTSC as having solid, stable cash flow and profitability in its mass transit and media operations. The ratings will add flexibility to the Company to tap debt financing sources at attractive rates.

10 NOVEMBER 2016

Following the BTS shareholders' approval at the 2016 Annual General Meeting on 22 July 2016, BTSC issued THB 22,000mn senior unsecured debentures rated “A (tha) / Stable” and “A / Stable” by FITCH and TRIS, respectively. The bonds have been issued in four tranches due in 2019, 2021, 2023, and 2026 with an average coupon rate of 3.31%. The proceeds are mainly used to purchase new rolling stocks and fund electrical and mechanical systems (E&M) for the Northern (Mo Chit to Khu Khot; 18.2km, 16 stations) and Southern (Bearing to Samutprakarn; 12.6km, 9 stations) Green Line extensions.

9 JANUARY 2017

The Board of Directors' Meeting approved the interim dividend payment from the operating results of the six-month period (April 2016-September 2016) and retained earnings at THB 0.165 per share or THB 1,953.1mn in total. Based on the share price on 6 January 2017 at THB 8.60 (one day before BOD date), this is equivalent to a dividend yield of 3.8% on an annualised basis.

29 MAY 2017*

The Board of Directors' Meeting approved the final dividend payment for FY 2016/17 of up to THB 2,763.3mn or THB 0.175 per share**, taking the total annual dividend paid to THB 4,716.4mn, subject to shareholders' approval. Based on the closing share price on 26 May 2017 at THB 8.30 (one day before BOD date), this is equivalent to a dividend yield of 4.0%.

* Important events after FY 2016/17

** Subject to shareholders' approval, the Board of Directors approved the final dividend of THB 0.175 per share or equivalent to the dividend payment in the amount of not exceeding THB 2,763.3mn (calculated based on the assumption that all remaining BTS-W3 Warrants and BTS-WB Warrants are fully exercised, the number of shares with the right to receive dividend will total 15,790.0mn shares). Dividend yield based on share price as of date prior to Board of Directors' meeting

MASS TRANSIT

23 MAY 2016

BTSC signed contracts with Siemens Consortium (Siemens) and CRRC Changchun Railway Vehicles Co., Ltd. (CRRC) to procure 46 new 4-car trains (184 carriages) (Thailand's largest single order of trains) for existing network, together with Southern and Northern Green Line extensions.

28 JUNE 2016

BTSC entered into an agreement with Krungthep Thanakom Co., Ltd. (KT), to supply and install the E&M system for the Southern and Northern Green Line extensions. Following this, on 30 June 2016, BTSC signed a contract with the contractors, Bombardier Transportation Signal (Thailand) Co., Ltd., ST Electronics (Thailand) Co., Ltd., and A.M.R. Asia Co., Ltd., to supply and install the E&M systems for the two extensions.

7 NOVEMBER 2016

BSR Joint Venture (BSR JV), a Joint Venture between the Company, Sino-Thai Engineering & Construction PCL (STEC) and Ratchaburi Electricity Generating Holding PCL (RATCH), submitted a tender offer for the Pink Line (Khae Rai to Min Buri; 34.5km, 30 stations) and Yellow Line (Lad Prao to Samrong; 30.4km, 23 stations). These projects are under the Public Private Partnership (PPP) framework.

31 MARCH 2017

BTSC secured and finalised the Operating & Maintenance (O&M) contract with KT. The contract covers 30.8km of Green Line Northern and Southern extensions from Bearing to Samutprakarn and from Mo Chit to Khu Khot. BTSC will operate and maintain the services of both extensions from 3 April 2017 - 2 May 2042.

16 JUNE 2017*

Concession contracts of the Pink Line (Khae Rai-Min Buri) and the Yellow Line (Lad Prao-Samrong), a total length of 64.9km were awarded to our joint ventures; Northern Bangkok Monorail Co., Ltd. and Eastern Bangkok Monorail Co., Ltd.



MEDIA

31 MAY 2016

VGI Global Media PCL (VGI) acquired an additional 375mn shares (or 12.46%) of Master Ad Public Company Limited (MACO). As a result, VGI held 1,126mn shares (37.42%) in MACO following its strategic plan to become a “Nationwide Integrated Media Platform” within 2 years. The transaction allowed VGI to consolidate MACO since 1 June 2016. As of 31 March 2017, VGI held 33.68% in MACO after MACO issued and offered newly issued ordinary shares in October 2016 to Ashmore OOH Media Limited (Ashmore OOH Media).

SEPTEMBER 2016

VGI entered into the Malaysian market through a 19% investment (with an option to invest up to 30%) in Titanium Compass Sdn Bhd (TCSB). On 28 September 2016, TCSB was successfully awarded a 10-year contract by the Mass Rapid Transit Corporation to manage advertising media across 31 stations of Sungai Buloh-Kajang Line (SBK Line) or Klang Valley MRT (KV MRT) with total length of 51 kilometres and 58 trains.

NOVEMBER 2016

VGI acquired 40% of ordinary shares of Demo Power (Thailand) Company Limited (Demo Power) with a total investment of THB 412.5mn. Demo Power is the largest demonstration service company in Asia, with a network covering more than 1,000 stores nationwide in Thailand and more than 10 years' experience in the demonstration/sampling business.

21 MARCH 2017

The Company sold 90% of the ordinary shares in Bangkok Smartcard System Co., Ltd. (BSS), which the Company held via BTSC, to VGI. In addition, the Company sold 90% and 10% of the ordinary shares in BSS Holdings Co., Ltd. to VGI and Bangkok Bank PCL, respectively. After the completion, BSSH and BSS still remain as subsidiaries of the Company.

PROPERTY

15 AUGUST 2016

The Executive Committee of the Company and Sansiri PCL (SIRI) approved to establish 8 new additional 50 : 50 joint venture companies, thereby bringing the total number of approved 50 : 50 joint venture companies to 21 to accommodate the development of new residential projects for sale under the Strategic Alliance Framework Agreement.

8 SEPTEMBER 2016

U City PCL (U City), a 35.6% associate of BTS Group, acquired an office building for GBP 74.3mn (THB 3,436mn) at 33 Gracechurch Street in London, UK with a remaining lease term of approximately 145 years and leasable area of approximately 9,701 sqm.

23 FEBRUARY 2017

U City signed an agreement to acquire a pan-European hotel portfolio, along with a hotel management company and associated brands, at the enterprise value of approximately EUR 330mn (THB 12,300mn) and the purchase price of approximately EUR 170mn (THB 6,336mn) in order to continue its strategic expansion into Europe and build a portfolio of income generating assets. The transaction, which is completed in May 2017, U City's hospitality business will expand considerably and diversify geographically across a further 9 European countries.

14 MARCH 2017

The Company sold 50% of ordinary shares in Keystone Estate Co., Ltd. (Keystone), which is held by its subsidiary Unicorn Enterprise Co., Ltd. (Unicorn) and set up a new joint venture company named Keystone Management Co., Ltd. (Keystone Management) in order to engage in the development and operation of an international school at Thana City. As a result, Unicorn's shareholding in Keystone decreased from 100% to 50% and Keystone changed its status from a subsidiary to a joint venture of the Company.

3 MAY 2017*

U City signed an agreement to invest in an additional office building on 6-14 Underwood Street, London, UK in the amount of approximately GBP 7.3mn (THB 328.6mn). The investment, which is completed in June 2017, is a complementary addition to its existing portfolio of recurring income properties and enlarges U City's footprint in London, following the acquisition of an office building at 33 Gracechurch Street in September 2016.

BUSINESS TARGET ASSESSMENT FY 2016/17

“ Our mass transit-related revenues continue to grow unrelentingly, though at a lower-than-expected rate, due to the mourning period and the subsequent cancellation of events as well as modest private consumption growth. The effects of the mourning period were also felt particularly in our Media business, which grew slightly below our expectations. Whereas our Property business was affected by the tepid economic environment and the impact of delays to the renovation of Thana City Golf & Sports Club. ”

MASS TRANSIT

	TARGET	RESULT
The lower-than-expected ridership growth mainly from a combination of cancellation of events due to the mourning period and modest private consumption.	5-6% Ridership Growth	2.4% Ridership Growth Below Target
Average fare per trip increased to THB 27.9 from the full year effect of the discounts given to stored value rabbit cards were discontinued in January 2016.	1% Average Fare Increase	1.3% Average Fare Increase Target Exceeded
O&M revenue growth was attributed to the contractually agreed fee increase for operating the Sukhumvit and Silom Green Line extensions.	3-4% O&M Revenue Growth	4.2% O&M Revenue Growth Target Exceeded

MEDIA

Slightly lower-than-expected Media revenue growth in comparison to the revised target was mainly from VGI's digital media revenue being affected by the 30-day moratorium on digital advertising.	50% Revenue Growth (initial)	29.8% Revenue Growth Below Target
Our initial target was revised during the year to reflect prolonged, modest private consumption growth.	30% Revenue Growth (revised)	

SERVICES

We exceeded our targeted number of Rabbit cards in circulation as there was greater awareness of and increased functionality and convenience in using the Rabbit card.	6.5mn Rabbit Cards	7.3mn Rabbit Cards Target Exceeded
We met our target of increasing the number of retail shops who accept Rabbit cards as a payment channel to 2,000 and increased the number of brand partners to 110.	2,000 Retail Shops	2,000 Retail Shops Target Met
We missed our target of Rabbit Rewards members from delays in regular marketing and promotions as a result of rebranding.	3mn Rabbit Rewards membership	2.7mn Rabbit Rewards membership Below Target

PROPERTY

Commercial Property revenue was below target chiefly from the impact of and delays to the renovation of Thana City Golf & Sports club.	THB 620mn Commercial Property Revenue	THB 578.5mn Commercial Property Revenue Below Target
Property sales revenue was below target primarily from subdued economic growth and tougher lending standards as banks decelerated loan growth. We targeted 6 new projects worth THB 23bn to be launched under the BTS-SIRI JV in FY 2016/17. Due to delays related to land clearance for one of the projects, we launched 5 condominium projects totaling THB 19.2bn, which included: The Line Asoke-Ratchada, The Base Rama 9, The Line Pradipat, The Line Sukhumvit 101 and Khun by Yoo Thonglor 12.	THB 60mn Residential Property Revenue	THB 38.6mn Residential Property Revenue Below Target

BUSINESS OUTLOOK FY 2017/18

“ In our Mass Transit business, we expect steady growth in revenue from the core network, an uptick in O&M revenue from operating one additional station and the contractually agreed increase in O&M fees and recognising services revenue from the facilitation of E&M works and new rolling stocks procurement for the Southern and Northern Green Line extensions. In our Media business, we expect THB 4,000mn in revenue in FY 2017/18, primarily from full-year recognition of last year’s acquisitions, but also from improvements in operating performance across all media segments. In the Property business, we expect to recognise a profit from the BTS-SIRI JV and target launching at least 4 new projects valued at THB 12,000mn. We also expect solid growth in Commercial Property revenue from improving operating performance of our hotels and Thana City Golf & Sports Club. ”

MASS TRANSIT

For our Mass Transit business, we expect to see 3-5% Core Network ridership growth for FY 2017/18 mainly based on the combination of organic growth and new real estate developments along mass transit routes and newly opened additional station (Samrong Station - E15) of Southern Green Line extension (Bearing to Samutprakarn) in April 2017. We also target to increase the effective fare by 1% during the course of the year.

While our Train O&M revenue is expected to grow significantly by 10-12% in the next fiscal year according to the contractually agreed fee increase of the existing 30-year O&M contract as well as the additional revenue from the newly opened station “Samrong Station (E15)” of the Southern Green Line extension.

Furthermore, we expect to recognise additional services revenue from providing and installing E&M systems as well as new rolling stocks procurement for the aforesaid Southern and Northern Green Line extensions of THB 6-9bn in FY 2017/18.

3-5%

Ridership Growth

1%

Effective Fare Increase

10-12%

Train O&M
Revenue Growth

THB 6-9bn

Services Revenue
of E&M Works & Rolling
Stocks Procurement

MEDIA & SERVICES

We target Media revenue to grow to THB 4,000mn in FY 2017/18, largely from (i) the full year consolidation of MACO (Outdoor Media), (ii) the full year revenue recognition of Rabbit Group* (Digital Services Media) as well as (iii) organic growth across all our media segments. Top-line growth by segment is targeted to reach THB 2,150mn from BTS-related Media, THB 950mn from Outdoor Media, THB 600mn from Rabbit Group and THB 300mn from Office Building & Other Media.

We also target a total of 9.2mn Rabbit cards in circulation. The growing dataset of Rabbit card users will now also enhance the value of Rabbit Group’s data analytics that will in turn, contribute to our Media business (VGI).

Please see more details of Rabbit Media in *section 3.6.2: Business and Industry Overview: Media*.

* Rabbit group (classified to be under Digital Services Media) comprises of subsidiaries of Bangkok Smartcard System PCL (BSS) & BSS Holdings Co., Ltd. (BSSH) but excludes two companies which are Bangkok Payment Solutions Co., Ltd. (BPS) – which used to be under BSS and Rabbit Rewards Co., Ltd. (RR).

THB

4,000mn

Targeted Media Revenue

9.2mn

Rabbit Cards

PROPERTY

We expect Commercial Property revenue at THB 650mn, primarily from improving operating performance of our hotel portfolio and Thana City Golf Course & Sports Club.

Under the BTS-SIRI JV, we plan to launch at least 4 additional condominium projects in FY 2017/18 with a total project value of approximately THB 12,000mn. We target a share of profit from BTS-SIRI JV of THB 200mn in FY 2017/18, mainly from unit transfers and gain on sale of land of The Line Jatujak-Mo Chit project.

THB

650mn

Targeted Commercial
Property Revenue

THB

200mn

Share of Net Profit
from BTS-SIRI JV

FINANCIAL HIGHLIGHTS

	FY 2016/17	FY 2015/16	FY 2014/15	FY 2013/14	FY 2012/13
INCOME STATEMENT (THB mn)					
Operating revenue ¹	8,606.2	6,280.3	7,102.1	8,531.6	10,375.5
Total revenue ²	9,618.3	10,068.9	9,489.8	24,891.9	11,607.7
Operating EBITDA ³	2,928.3	2,692.8	2,836.2	3,099.6	5,080.7
EBIT	3,539.9	5,801.6	4,476.7	17,952.6	4,423.1
Net income	2,235.7	4,390.8	3,340.2	13,536.5	1,927.2
Net income attributable to equity holders of the parent	2,003.5	4,133.9	2,944.0	12,597.6	1,718.6
BALANCE SHEET (THB mn)					
Total assets	93,651.3	65,259.4	66,810.3	76,711.1	67,290.9
Net debt	23,215.1	6,920.8	(5,556.1)	(2,013.4)	8,447.3
Adjusted net debt ⁴	6,050.8	(6,012.3)	(20,754.7)	(31,106.0)	7,253.5
Shareholders' equity	45,182.1	46,901.0	52,012.5	59,542.2	50,501.7
CASH FLOW (THB mn)					
Net cash from (used in) operating activities ⁵	(4,322.8)	265.0	(70.7)	1,133.4	4,659.3
Capital expenditures ⁶	(1,392.0)	(1,633.8)	(1,697.1)	(1,235.3)	(1,329.1)
PER SHARE DATA (THB / Share)⁷					
Earnings per share	0.169	0.349	0.248	1.078	0.172
Dividend per share ⁸	0.34	0.68	0.60	0.60	0.388
Book value per share	3.82	3.96	4.38	5.09	5.05
KEY RATIOS					
Operating EBITDA margin (%) ³	34.0%	42.9%	39.9%	36.3%	49.0%
EBIT margin (%)	36.8%	57.6%	47.2%	75.8%	38.1%
Net debt to equity (times)	0.51	0.15	(0.11)	(0.03)	0.17
Adjusted net debt ⁴ to equity (times)	0.13	(0.13)	(0.40)	(0.52)	0.14
Interest coverage ratio (times) ^{3, 9}	4.53	9.30	7.03	4.94	4.07
ROA (%)	2.8%	6.7%	5.0%	17.6%	2.9%
ROE (%)	4.9%	8.9%	6.4%	22.7%	3.8%
SHARE INFORMATION (as of 31 March)					
Par value (THB/share)	4.00	4.00	4.00	4.00	4.00
Share price (THB)	8.45	8.95	9.15	8.40	9.40
Outstanding shares (Shares mn)	11,935.0	11,929.3	11,919.3	11,914.2	11,106.6
Market capitalisation (THB mn)	100,850.4	106,767.7	109,061.1	100,079.5	104,402.4

¹ Operating revenue from the operational performances from 4 BUs and share of net profit (loss) from BTSGIF, EXCLUDES interest income, and non-recurring items

² Total revenues include share of income from investments in associates and joint venture as well as gross revenue under 'profit from discontinued operation'

³ Operating EBITDA from the operational performances from 4 BUs, share of net profit (loss) from BTSGIF, EXCLUDES interest income and non-recurring items

⁴ Adjusted net debt = interest bearing debt - cash and cash equivalent and liquid investment

⁵ Net cashflow from (used in) operating activities after interest, tax and investment in E&M works and trains procurement related to new Green Line Extensions

⁶ Capital expenditures exclude real estate development cost and E&M works and trains procurement related to new Green Line Extensions

⁷ Calculated based on weighted average number of shares at par value of THB 4 per share

⁸ Final dividend per share at THB 0.34 for FY 2016/17 is subjected to shareholders' approval on 25 July 2017

⁹ Operating EBITDA / Finance cost



3.0 THE COMPANY AND OUR INDUSTRY

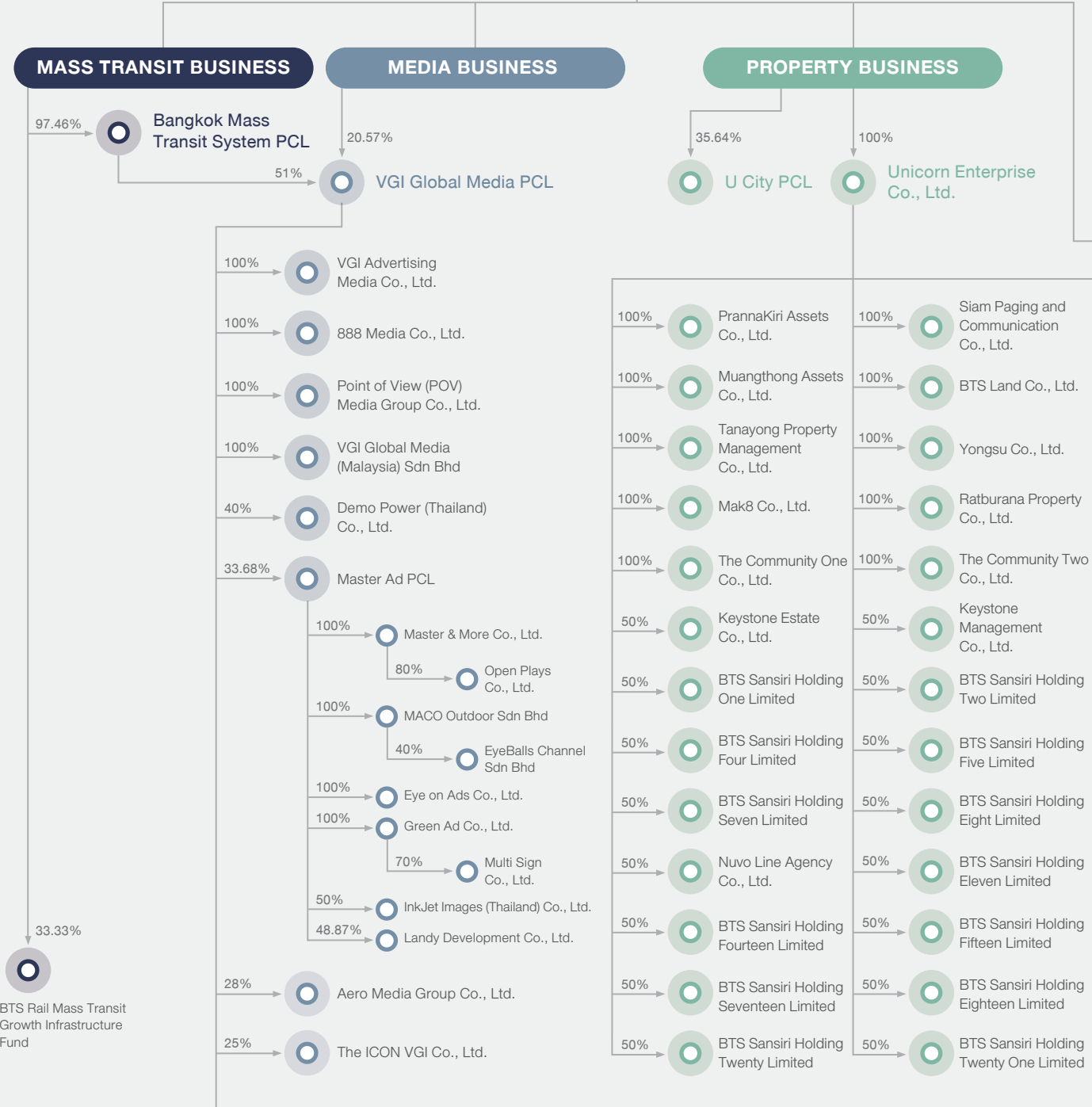
This section provides key information on our Company structure, history and leadership team. You will also find our Business & Industry Overview which includes highlights of each business, key historical milestones of the year as well as more information on the competitive landscape of our business units.

- 3.1 Corporate Structure and Information
- 3.2 Our History
- 3.3 Our Board of Directors
- 3.4 Our Management
- 3.5 Organisation Chart
- 3.6 Business and Industry Overview
 - 3.6.1 Mass Transit
 - 3.6.2 Media
 - 3.6.3 Property
 - 3.6.4 Services
- 3.7 Subsidiaries, Associated Companies and Jointly Controlled Entities Information

CORPORATE STRUCTURE AND INFORMATION

Business Organisation and Shareholdings Structure of BTS Group as of 31 March 2017

BTS GROUP HOLDINGS PCL



CORPORATE INFORMATION

BTS Group Holdings Public Company Limited

Year Established	1968
Equity First Trade Date	1 March 1991
Stock Code	BTS
Registered Capital	THB 63,715,644,348
Registered Paid-up Capital*	THB 47,739,817,248
No. of Listed Shares*	11,934,954,312 Shares
Par Value	THB 4.0 Per Share
No. of listed Warrants (BTS-W3)*	3,944,551,464 units (ESOP)
No. of unlisted Warrants (BTS-WB)*	6,308,481 units (ESOP)
No. of unlisted Warrants (BTS-WC)*	16,000,000 units (ESOP)

*As of 31 March 2017

COMPANY REGISTERED ADDRESS

14th-15th Floor, TST Tower, 21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900

Registration No. 0107536000421 Website: www.btsgroup.co.th

STOCK REGISTRAR

Thailand Securities Depository Co., Ltd.

The Stock Exchange of Thailand Building, 93 Rachadapisek Road, Din Daeng, Bangkok 10400

Tel: +66 (0) 2009 9000 Fax: +66 (0) 2009 9991

KEY CONTACT DETAILS

Corporate Head Office

Tel: +66 (0) 2273 8511-5, +66 (0) 2273 8611-5
Fax: +66 (0) 2273 8610, +66 (0) 2273 8616

Company Secretary

Email: CompanySecretary@btsgroup.co.th
Tel: +66 (0) 2273 8611-5 #1525, 1534
Fax: +66 (0) 2273 8610

Investor Relations

Email: ir@btsgroup.co.th
Tel: +66 (0) 2273 8623, +66 (0) 2273 8631
+66 (0) 2273 8637
Fax: +66 (0) 2273 8610

Corporate Communications

Email: corpcomm@btsgroup.co.th
Tel: +66 (0) 2617 7300 #1832
Fax: +66 (0) 2617 7135

Auditor

EY OFFICE LIMITED
33rd Floor, Lake Rajada Office Complex
193/136-137, Rajadapisek Road, Klongtoey, Bangkok 10110

Tel: +66 (0) 2264 0777
Fax: +66 (0) 2264 0789-90
Miss. Waraporn Prapasirikul, Certified Public Accountant (Thailand) No. 4579

Legal Advisor

The Capital Law Office Limited
18th Floor, Smooth Life Tower
44 North Sathorn Road, Silom, Bangrak, Bangkok 10500

Tel: +66 (0) 2633 9088
Fax: +66 (0) 2633 9089

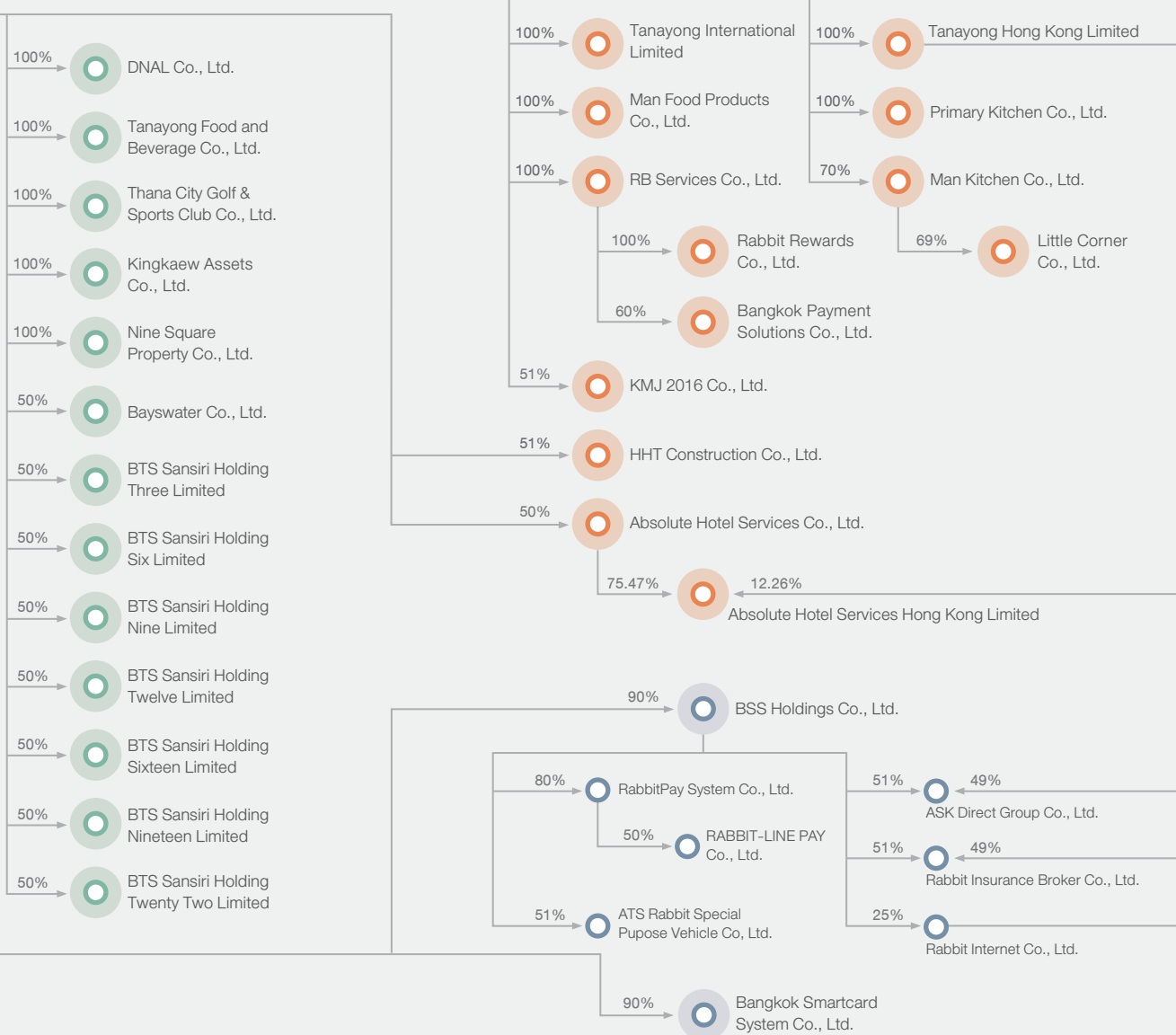
Linklaters (Thailand) Ltd
20th Floor, Capital Tower All Seasons Place
87/1 Wireless Road, Lumpini, Pathumwan, Bangkok 10330

Tel: +66 (0) 2305 8000
Fax: +66 (0) 2305 8010

Weerawong, Chinnavat & Peangpanor Ltd
22nd Floor, Mercury Tower, 540 Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330

Tel: +66 (0) 2264 8000
Fax: +66 (0) 2657 2222

SERVICES BUSINESS



OUR HISTORY

1968

March

Established as a limited company under the name Tanayong Company Limited (Tanayong) to operate in the field of Property Development.

1988

Launched its first Property Development project at 'Thana City', an integrated mixed-use 'satellite city' development located near Bangkok's Suvarnabhumi Airport.

1991

March

Tanayong was listed on the Stock Exchange of Thailand (SET) under the Property Development sub-index.

2006

Tanayong successfully exited from the business rehabilitation procedures and its shares resumed trading on the SET on 28 December 2006.

2006-2008

BTSC entered a court supervised business rehabilitation procedure, during which Tanayong's shareholding in BTSC got diluted to less than 1%. BTSC successfully exited business rehabilitation in 2008.

2009

May

Commencement of operations of the Silom Line extension (Saphan Taksin-Wongwian Yai) by BTSC under the Operation and Maintenance Services (O&M) Contract.

August

BTSC issued THB 12,000mn of senior unsecured debentures to domestic retail investors to refinance existing debt.

September

BTSC expanded into the Media business through the 100% acquisition of VGI.

1992

Tanayong established a wholly-owned subsidiary, Bangkok Transit System Corporation Ltd. (BTSC), to sign the concession contract with the Bangkok Metropolitan Administration (BMA) to design, build and operate Bangkok's first mass transit system.

1993

Tanayong registered for conversion into a public company under the name Tanayong Public Company Limited.

1997

Asian financial crisis hit the region. Tanayong and BTSC suffered under the weight of dollar-denominated debt as the Thai Baht depreciate against the US Dollar by more than 130% in less than 6 months.

1999

December

Commercial operation of the BTS SkyTrain commenced.

2010

May

The Company acquired 94.6% of BTSC, returning Mass Transit to be the primary business of the Company. The acquisition was financed 51.6% (THB 20,655.7mn) by cash and 48.4% (THB 19,378.8mn) by new equity issuance. The Company also changed its name to BTS Group Holdings Public Company Limited and was re-categorised under the Transportation sub-index of SET.

BTSC began operation and maintenance of Bangkok's inaugural Bus Rapid Transit (BRT) system under the Bus Operation Agreement Contract and Station Management Agreement.

June-August

The Company successfully completed a rights offering to existing shareholders and private placement in order to raise funds to repay the BTSC acquisition loan.

2011

January

The Company issued and offered THB 10,000mn of THB denominated, USD settled convertible bonds outside Thailand, the proceeds of which were used to fully repay the BTSC acquisition loan.

August

Commencement of operations of Sukhumvit line extension (Onnut-Bearing) by BTSC under the O&M Contract.

2012

May

BTSC signed a 30-year operating & maintenance (O&M) contract covering Green Line extensions (Saphan Taksin-Wongwian Yai-Bang Wa and On Nut-Bearing) under the purview of the Bangkok Metropolitan Administration (BMA) from 2012 to 2042. This O&M contract also covers the core network post concession expiration on 4 December 2029 to 2 May 2042.

October

VGI Global Media Public Company Limited, a subsidiary of the Company, was successfully listed on the Thai Stock Exchange under the ticker symbol "VGI".

2014

October

BTS Group and Sansiri Public Company Limited (SIRI) entered into the Strategic Alliance Framework Agreement to exclusively partner together on the development of residential projects for sale located within 500m of all rail mass transit stations.

2015

March

Announcement of the reorganisation of the corporate structure (effective 1 April 2015) by adding an Advisory Board, as well as new positions of Chief Executive Officer ("CEO") and Deputy Chief Executive Officer ("Deputy CEO") to its organisational structure. The Board of Directors passed the resolution to appoint Mr. Kavin Kanjanapas and Mr. Kong Chi Keung, both existing Executive Directors, to the CEO and Deputy CEO positions, respectively.

April

a disposal of all ordinary shares in two subsidiaries, "BTSA", the owner of Eastin Grand Hotel Sathorn Bangkok and land plots at Phaholyothin Road and "Kamkoong", the owner of land plots at Phayathai Road to U City Public Company Limited ("U City PCL") in exchange for 35.64% of the newly issued ordinary shares and warrants of U City PCL.

2013

January-February

BTSC and the BMA commenced trial operations of the Silom Line extension from Wongwian Yai (S8) to Pho Nimit (S9) and Talat Phlu (S10) in January and February 2013, respectively.

April

BTSC concluded the sale of the future Net Farebox Revenue from the Core BTS SkyTrain network to BTS Rail Mass Transit Growth Infrastructure Fund (BTSGIF). BTSC remains the operator and concessionaire of the Core BTS SkyTrain and the Group maintains a significant investment in the Core BTS SkyTrain network via a 33.3% holding of investment units of BTSGIF (the largest permitted holding under the Thai SEC regulations).

December

BTSC and the BMA commenced full operations of the Silom line extension from Wongwian Yai (S8) to Bang Wa (S12) on 5 December 2013.

2016

November

BTSC issued THB 22bn of senior unsecured debentures. The proceeds are mainly used to procure new trains and fund electrical and mechanical systems (E&M) for the Southern (Bearing-Samutprakarn) and Northern Green Line (Mo Chit-Khu Khot) extensions.

2017

March

BTSC finalised O&M contract with Krungthep Tanakom (KT); a wholly owned subsidiary of the BMA. The contract covers 30.8km of the Northern and Southern Green Line extensions.

June

Concession contracts of the Pink Line (Khae Rai to Min Buri) and the Yellow Line (Lad Prao-Samrong), a total length of 64.9km were awarded to our joint ventures; Northern Bangkok Monorail Co., Ltd. and Eastern Bangkok Monorail Co., Ltd.

OUR BOARD OF DIRECTORS

**Mr. Keeree Kanjanapas**

Chairman / Chairman of the Executive Committee / Chairman of the Corporate Governance Committee

**Dr. Paul Tong**

Director

**Dr. Anat Arbhabhirama**

Executive Director / Corporate Governance Committee Member

**Mr. Surapong Laoha-Unya**

Executive Director

**Mr. Kavin Kanjanapas**

Executive Director / Chief Executive Officer

**Mr. Rangsin Kritalug**

Executive Director / Chief Operating Officer / Nomination and Remuneration Committee Member / Corporate Governance Committee Member

**Mr. Kong Chi Keung**

Executive Director / Deputy Chief Executive Officer / Nomination and Remuneration Committee Member



Prof. Lt. Gen. Phisal Thepsithar
Independent Director / Chairman of the
Audit Committee / Chairman of the
Nomination and Remuneration
Committee



Mr. Suchin Wanglee
Independent Director / Audit Committee
Member / Nomination and Remuneration
Committee Member



Prof. Charoen Wattanasin
Independent Director / Audit Committee
Member / Nomination and Remuneration
Committee Member / Corporate
Governance Committee Member



Mr. Cheong Ying Chew, Henry
Independent Director



Mr. Chulchit Bunyaketu
Executive Director



Dr. Karoon Chandrangsu
Director



Mrs. Pichitra Mahaphon
Independent Director /
Audit Committee Member

OUR MANAGEMENT



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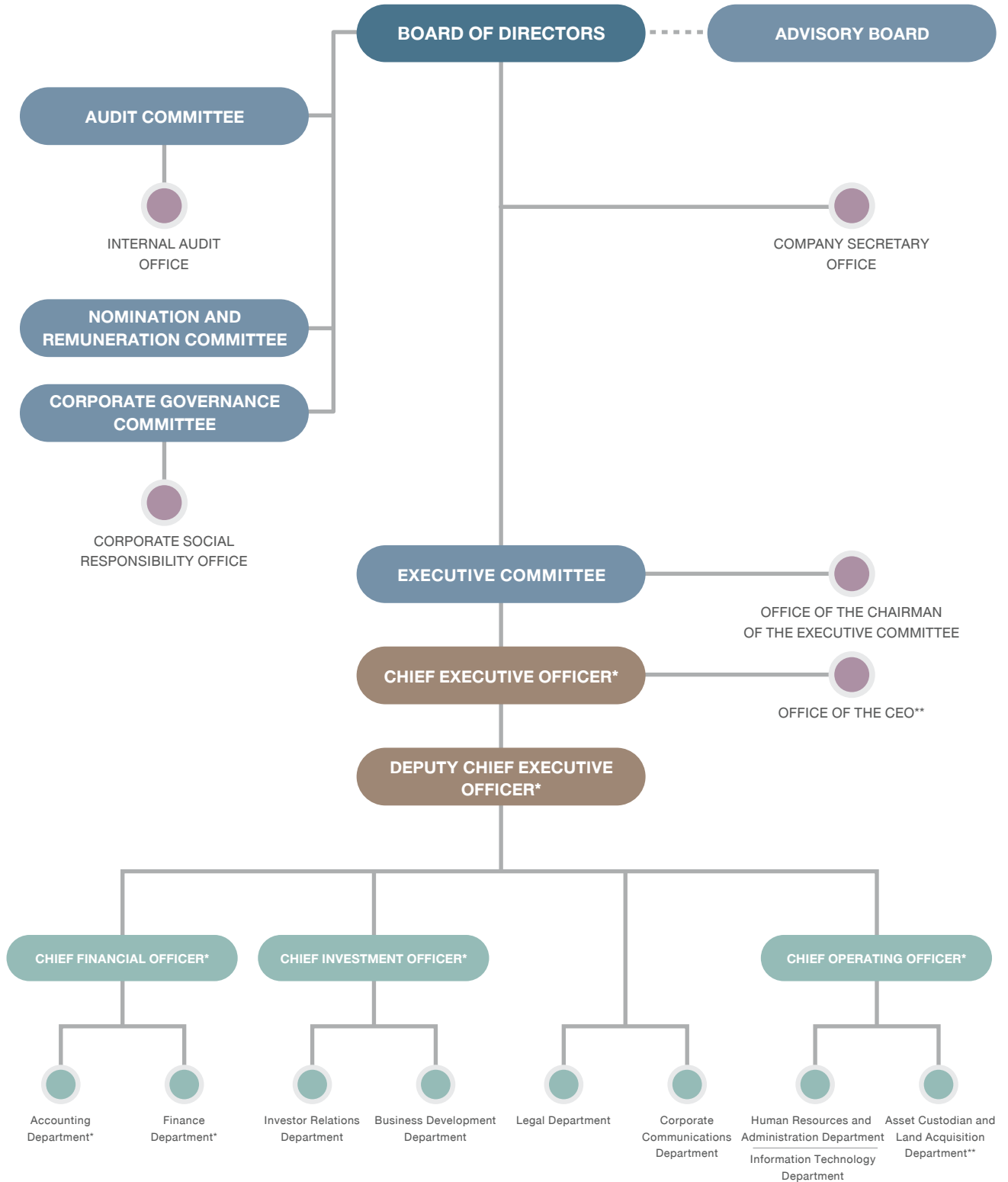
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11

- | | | |
|---|--|---|
| <p>1 Mr. Keeree Kanjanapas
Chairman /
Chairman of the Executive Committee /
Chairman of the Corporate Governance
Committee</p> | <p>5 Mr. Rangsin Kritalug
Executive Director /
Chief Operating Officer /
Nomination and Remuneration
Committee Member /
Corporate Governance Committee
Member</p> | <p>8 Mr. Surayut Thavikulwat
Chief Financial Officer</p> |
| <p>2 Dr. Anat Arbhabhirama
Executive Director /
Corporate Governance Committee
Member</p> | <p>6 Mr. Kong Chi Keung
Executive Director /
Deputy Chief Executive Officer /
Nomination and Remuneration
Committee Member</p> | <p>9 Mr. Daniel Ross
Chief Investment Officer /
Head of Investor Relations</p> |
| <p>3 Mr. Surapong Laoha-Unya
Executive Director</p> | <p>7 Mr. Chulchit Bunyaketu
Executive Director</p> | <p>10 Mrs. Duangkamol Chaichanakajorn
Accounting Director</p> |
| <p>4 Mr. Kavin Kanjanapas
Executive Director /
Chief Executive Officer</p> | | <p>11 Miss Chawadee Rungruang
Financial Controller</p> |

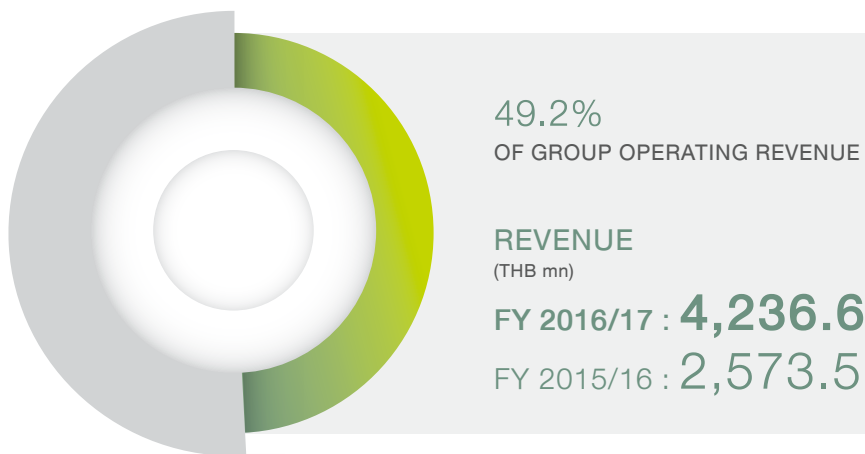
ORGANISATION CHART

As of 31 March 2017



* The definition of executives under the Notification of the Capital Market Supervisory Board means the manager or the next four executives following the manager, the persons holding equivalent position to the fourth executive and shall include the persons holding the position of manager or equivalent in accounting or financial departments.
 ** On 9 January 2017, the Company set up the Office of the CEO and the Assets Custodian and Land Acquisition Department in the organisation chart to enhance the management efficiency of the Company.

BUSINESS AND INDUSTRY OVERVIEW: MASS TRANSIT

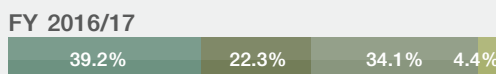
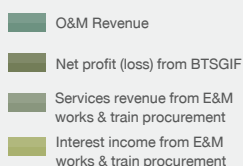


KEY PERFORMANCE HIGHLIGHTS MASS TRANSIT

Mass Transit Revenue
(% of Group Operating Revenue)



Mass Transit Revenue by Segment



(THB mn)	FY 2016/17	FY 2015/16	Change (%)
Operating revenue	4,236.6	2,573.5	64.6%
Gross operating profit	2,105.2	1,708.1	23.2%
Operating EBITDA	2,135.9	1,728.9	23.5%
Gross profit margin (%)	49.7%	66.4%	
Operating EBITDA margin (%)	50.4%	67.2%	

KEY DEVELOPMENTS IN FY 2016/17

- Green Line Core Network ridership increased 2.4% YoY to 238.0mn trips - Highest recorded
- Average fare increased 1.3% YoY to THB 27.9 per trip.
- Operating and maintenance (O&M) revenue increased 4.2% YoY to THB 1,661.0mn.
- Share of net profit from BTSGIF rose 11.5% YoY to THB 945.0mn as a result of improved performance in the Core Network
- BTSC and KT entered into a 30-year agreement on 31 March 2017 for provision of O&M services of the 30.8km Northern and Southern Green Line extensions. On 3 April 2017, BTS Samrong station, comprising a 1.8km stretch of the Southern Green Line extensions officially began operation.
- Our subsidiaries namely Northern Bangkok Monorail Co., Ltd and Eastern Bangkok Monorail Co., Ltd., between the Company, STEC and RATCH, subsequently signed contracts for the Pink and Yellow Lines with MRTA on 16 June 2017.



“ BTSC has secured considerable, long-term, future revenue with the signing of O&M contracts for 30.8km Southern and Northern Green Line extensions (from Bearing to Samutprakarn and from Mo Chit to Khu Khot) in March 2017. Also, in June 2017, our joint ventures have signed agreements for the Pink and Yellow Lines with the MRTA. We have thus secured 95.7km in additional lines to the 36.3km we operated at the end of the year ”

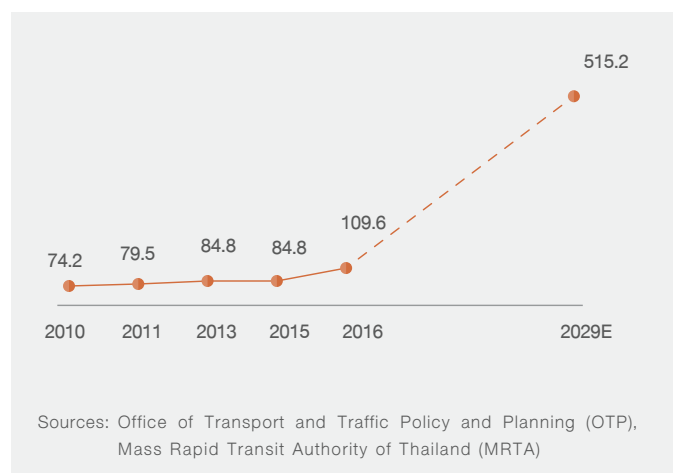
Surapong Laoha-Unya,
CEO of Mass Transit and Executive Director-BTSG

Bangkok Mass Transit System Public Company Limited (BTSC) reported another year of growth in FY 2016/17. Total annual ridership grew to 238.0mn trips on the Green Line Core Network-highest recorded since inception. This translates to a growth of 2.4% YoY. Average weekday ridership for FY 2016/17 stood at 735,081 trips, representing an increase of 2.1% YoY. Modest economic growth and the passing of His Majesty King Bhumibol-leading to subsequent cancellations of celebratory, entertainment and corporate events-had a deleterious effect on ridership growth. Average fare for FY 2016/17 increased by 1.3% YoY to THB 27.9 per trip, exceeding the Company’s target of 1.0% growth. O&M revenue rose 4.2% YoY to THB 1,661.0mn. The growth was mainly attributable to the contractually agreed increase in the operating fee of Green Line-Sukhumvit and Silom extension.

On 17 April 2013, BTSC sold the rights to future Net Farebox Revenues from the Core BTS SkyTrain Network to the BTS Rail Mass Transit Growth Infrastructure Fund (BTSGIF) with a combined track length of 23.5km under the Concession Agreement. The Concession Agreement expires on 4 December 2029. The transaction enabled the Company to secure funding for the upcoming expansion of the mass transit network, which is

forecasted to increase from 109.6km¹ currently to 515.2 km² by 2029. The Company expects to be a lead participant in this expansion and is now strongly positioned with the operational and financial wherewithal to do so. Following the creation of BTSGIF, BTSC remains the operator of the BTS SkyTrain. The Company continues to be a significant stakeholder in the Core BTS SkyTrain Network, holding the maximum permitted 33.3% of investment units of BTSGIF.

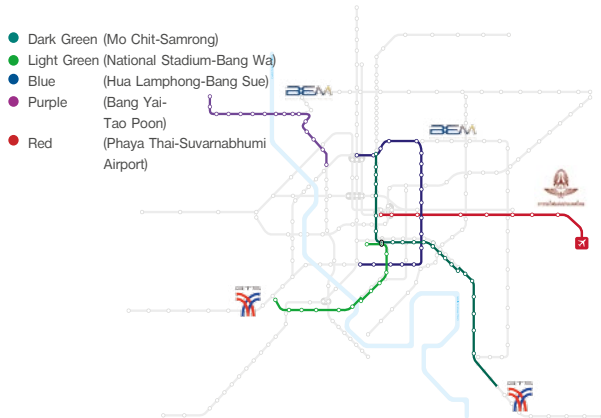
EXISTING AND FUTURE RAIL MASS TRANSIT NETWORK RAIL LENGTH (KM)



¹ A total of 109.6km comprises BTS current network of 38.1km (included Samrong station of 1.8km which began operation on 3 April 2017), MRT network of 43km and SRT network (Airport Rail Link) of 28.5km

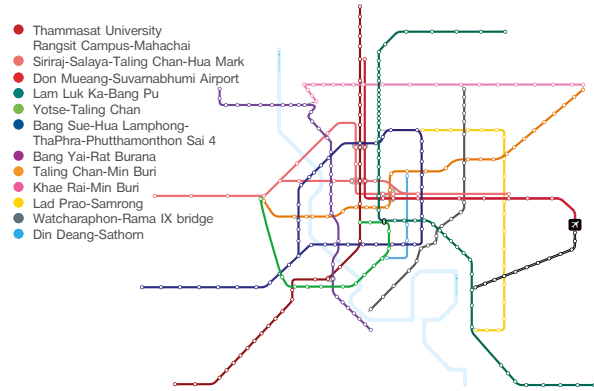
² Sources: Office of Transport and Traffic Policy and Planning (OTP), Mass Rapid Transit Authority of Thailand (MRTA)

EXISTING BANGKOK MASS TRANSIT NETWORK (109.6KM)



Sources: OTP and MRTA

BANGKOK RAIL MASS TRANSIT MASTER PLAN (M-MAP) (515.2KM)



Sources: OTP and MRTA

12 MASS RAPID TRANSIT PROJECTS UNDER THE GOVERNMENT'S POLICY

Project	Route	Distance (km)
Dark Red	Thammasat University Rangsit Campus-Mahachai	80.5
Dark Green	Lam Luk Ka-Bang Pu	67.1
Blue	Bang Sue-Hua Lamphong-Tha Phra-Phutthamonthon Sai 4	55.0
Light Red	Siriraj-Salaya-Taling Chan-Hua Mark	58.5
Airport Rail Link	Don Mueang-Suvarnabhumi Airport	50.3
Purple	Bang Yai-Rat Burana	42.8
Orange	Taling Chan-Min Buri	39.6
Pink	Khae Rai-Min Buri	34.5
Yellow	Lad Prao-Samrong	30.4
Grey	Watcharaphon-Rama IX bridge	26.0
Light Green	Yotse-Taling Chan	21.0
Light Blue	Din Deang-Sathorn	9.5
Total		515.2

Sources: OTP and MRTA

OPERATIONS PERFORMANCE IN FY 2016/17

BTSC continues to maintain high standards of safety and services throughout its operation. The key indicators for operations performance include service reliability, train reliability and ticket reliability. Service reliability measures the punctuality of passenger journey (Passenger Journey on Time: PJOT), with the target is set at not less than 99.5 percent per delay of 5 minutes or greater. The results achieved for FY 2016/17 were an average of 99.86 percent. Train reliability measures the distance travelled before a fault occurs. The target is set for not less than 35,000 car-kilometres per fault and BTSC recorded 89,076 car-kilometres per fault in FY 2016/17, an increase from last year and at a level well above target. Ticket reliability refers to the number of transactions before a fault occurs, which includes equipment failure as well as mishandling of tickets by passengers. The target is set at not less than 15,000 transactions before a failure, and ticket reliability in FY 2016/17 was recorded at 37,905 transactions per fault—a higher level than last year and considerably above target.

OPERATIONS PERFORMANCE AGAINST TARGET

Performance Indicators	Target	FY 2016/17	FY 2015/16
Service Reliability (Passenger Journey On Time)	Not less than 99.5 percent per delay of 5 minutes or greater	99.86%	99.84%
Train Reliability (car-kms.)	Not less than 35,000 car-km. per fault	89,076	71,949
Ticket Reliability (transactions)	Not less than 15,000 times before a failure	37,905	22,168

THAILAND MASS TRANSIT MARKET OVERVIEW

IMMATURE RAIL MASS TRANSIT NETWORK

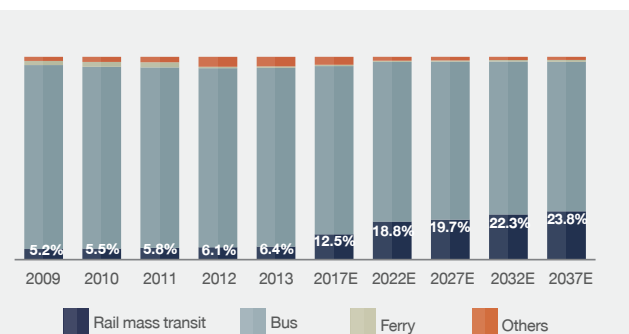
Since the inception of the BTS SkyTrain (the first rail mass transit system in Bangkok) in December 1999, rail mass transit usage in Bangkok has been gradually rising and in 2013, accounted for 6.4% (1.02mn trips per day) of the total mass transit usage in Bangkok (15.82mn trips per day)³.

According to the Office of Transport and Traffic Policy and Planning (OTP), modes of transport categorised under mass transit in Bangkok includes rail-based (including the BTS SkyTrain, MRT Line and Airport Rail Link), road-based (buses), water-based (ferry) and others (mini-vans, limited standard gauge over-ground rail). Bangkok's mass transit market share (measured in number of trips per day) in 2013 was composed of bus mass transit at 88.1%, rail mass transit at 6.4%, ferry at 0.7% and others at 4.7%. The OTP forecasts that rail mass transit market share will progressively take market share of bus mass transit as demand for rail mass transit in Bangkok increases and the network becomes more extensive in the next few years.

In 2016, the mass transit network in Bangkok expanded by 24.8km with the addition of the Purple line, which officially opened on 6 August 2016 and the opening of one station at Samrong or 1.8km of the BTS Southern Green Line extension on 3 April 2017. The Purple Line has a total route length of 23km and with 16 stations,

³ Source: OTP

BANGKOK MASS TRANSIT MARKET SHARE (FORECAST 2017-2037)



Source: Transport data and model integrated with multimodal transport and logistics (TDML II) of OTP

running from Klong Bang Pai station to Tao Poon station. The current rail mass transit network (consisting of BTS SkyTrain, MRT and Airport Rail Link) now stands at 109.6km, up from 84.8km in the previous year. As such, pervasion (defined as rail mass transit length per million population) in Bangkok increased to 10.2km per million people in 2016, but still lagging far behind those of regional peers (for more details, please refer to *Comparable Markets Overview*).

GOVERNMENT POLICY ON RAIL MASS TRANSIT NETWORK EXPANSION

Expansion of public transportation infrastructure has always been a top priority on the national agenda. The original version of the Mass Rapid Transit Master Plan in Bangkok Metropolitan Region (M-MAP), on which the current master plan is based, was approved by the Cabinet on 9 March 2010. The M-MAP was drafted to develop mass rapid transit systems in Bangkok Metropolitan Region (Bangkok and 5 adjacent provinces consisting of Nakhon Pathom, Pathumthani, Nonthaburi, Samutprakarn and Samut Sakhon) within a 20-year timespan (from 2010-2029). Subsequently, there have been modifications to the M-MAP under different governments, the current M-MAP sets forth 12 mass transit lines covering a total route length of 515.2km to be completed by 2029. Of those, 104.9km are currently under construction, including the Northern Green Line Extension (Mo Chit-Saphan Mai-Khu Khot, 18.2km) and the remaining length of the Southern Green Line Extension (Samrong-Samutprakarn, 10.8km), following the opening of Samrong station on 3 April 2017 or 1.8km out of the 12.6km in total. These are direct extensions to our Core Network.

On 31 March 2017, BTSC finalised the Operating & Maintenance (O&M) contract with Krungthep Thanakom Co., Ltd. (KT)-a company established by the BMA. The contract covers 30.8km of Northern (Mo Chit-Saphan Mai-Khu Khot) and Southern Green Line extensions (Bearing-Samutprakarn). BTSC will operate and maintain the services of both extensions which expires on 2 May 2042.

As of May 2017, the civil works for Northern Green Line extension was 33.7% complete and Southern Green Line extension was 100% complete (source: MRTA). On 23 May 2016, BTSC signed Thailand's largest single purchase agreement for trains thus far for 46; 4-carriage

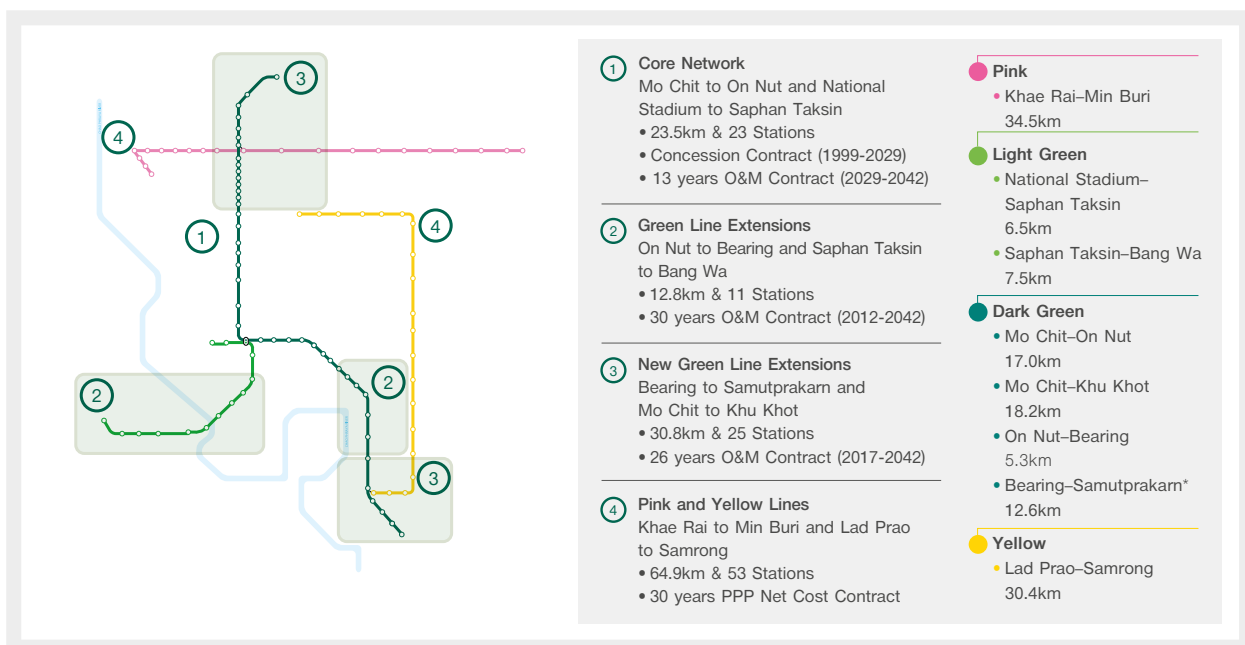
trains and related equipment for a total purchase value of approximately EUR 270mn (excluding VAT). The trains will address growing capacity requirements of the existing lines and the full launch of Northern and Southern Green Line extensions. The first batch of trains are expected to be delivered within March 2018, with the final delivery expected within March 2020.

The government has shown progress in expediting mass rapid transit network development and the public-private partnership (PPP) concession approval process. On 7 November 2016, BSR JV (a Joint Venture between 75% the Company, 15% Sino-Thai Engineering & Construction PCL (STEC) and 10% Ratchaburi Electricity Generating Holding PCL (RATCH), submitted their tender offer for the bidding of the Pink Line (Khae Rai to Min Buri; 34.5km, 30 stations) and the Yellow Line (Lad Prao to Samrong; 30.4km, 23 stations). On 14 December 2016, MRTA officially declared BSR JV as the best bid for both lines and began negotiations over contractual terms. By 30 May 2017, the Cabinet approved both lines, thereby successfully clearing the final regulatory hurdles. On 16 June 2017, contracts for both lines were

signed between MRTA and our subsidiaries (between the Company, STEC and RATCH, namely Northern Bangkok Monorail Co., Ltd. and Eastern Bangkok Monorail Co., Ltd.). Following this, we await the transfer of land to begin construction of both lines. We estimate that full operation for both lines to be in 2020.

The 'third envelope' proposed extensions for Pink and Yellow Lines that are out of scope of the Terms of Reference of the bidding process. On the Pink Line the proposed extension included 2 additional stations of an additional 2.8km from Si Rat station (PK10) which would bolster connectivity into Muang Thong Thani and the Impact Challenger Arena exhibition centre. On The Yellow Line the proposed extension included 2 additional stations of an additional 2.6km from Ratchada station (YL01) to a new terminal station to be connected with a walkway to Northern Green Line Phahon Yothin 24 station (N10). These extensions are expected to enhance connectivity between lines and feed additional ridership. However, these extensions will require further legal processes such as EIA and Cabinet approvals.

BTS NETWORK LINES—EXPANDING FROM 36.3KM (34 STATIONS) TO 132KM (112 STATIONS)



* The first station (E15, Samrong, 1.8km) of the Southern Green Line Extension from Bearing to Samutprakam began operation on 3 April 2017. Full operation of the Southern part is targeted in 2018.

NEW LINES WE ARE TARGETING

We are targeting an additional 82.9km to be signed under contract. These additional kilometres are a combination of new lines and extensions and under a variety of operating models.

WESTERN GREEN LINE

An additional 7km extension (Bang Wa-Taling Chan) to our existing Light Green Line is on the horizon. As this will be direct extension, we will be negotiating directly with the BMA on terms for O&M contracts to these direct extensions per the government's "one regulator, one operator" approach. The government is responsible for investing in the civil and E&M works, but may avail itself to a financing structure similar to our facilitating the provisioning of E&M works on behalf of the BMA.

GOLD LINE

The Gold Line (Krung Thon Buri-Klong San, 1.7km) that interchanges with Western Green Line extension at Krung Thon Buri station (S07) and connects to ICONSIAM mixed-use development. Planned with an Automated People Mover (APM) system, the Gold Line will be operated by KT, who will subsequently sub-contract the line to BTSC under an O&M contract. Construction of the Gold Line is slated to begin within 2017.

LIGHT RAIL TRANSIT (LRT)

The Light Rail Rapid Transit or LRT, is a light rail line (Bang Na-Suvarnabhumi, 18.3km) that interchanges with Sukhumvit Line extension Bang Na station (E13). Negotiations are expected to begin within 2017.

As a BMA project, past projects suggest that BMA will be responsible for civil and E&M works. BTS has offered land in front of Thana City without charge to the BMA for a train depot and station. As a result, BTSC benefits from a higher likelihood of being awarded an O&M contract and from the value uplift to existing developments and land bank at Thana City as well as greater connectivity to existing Commercial Property such as Thana City Golf & Sports Club.

GREY LINE (PHASE 1)

The Grey Line monorail is split into two phases owing to changes being made to the route and the necessary regulatory approval process required. Phase 1 (Watcharaphon-Thong Lor, 16.3km) interchanges with Core Network Sukhumvit Line Thonglor station (E6), future Pink Line Phra Si Mahathat Temple station and future Yellow Line Chalong Rat station. BMA is the authorising body for this line, with past experience suggesting that BMA will be responsible for civil and E&M works. As this is an entirely new line, a bidding process is expected for O&M services. We believe we are now in a stronger position to win this contract, after the signing of contracts for the Pink and Yellow Lines as a result of the increased number of linkages to this line.

ORANGE LINE (EASTERN & WESTERN)

Bidding for civil works construction of the Orange Line has been split into Eastern and Western. The route is a mixture of underground and above ground. 6 civil works construction contracts for Eastern have already been bid and awarded to CKST Joint Venture (CH Karnchang



PCL and Sino-Thai Engineering & Construction PCL), Italian-Thai Development PCL and Unique Engineering & Construction PCL. Construction of the Orange (Eastern) Line has begun since June 2017 (first stage) and is expected to be complete by 2023. We expect the bidding process for civil works of Orange (Western) Line to start in August 2017. We intend to participate in the bidding for the turnkey concession (E&M works and O&M services) for the entire line (39.6km), which is expected to be within the end of this year.

COMPARABLE MARKETS OVERVIEW

In 2016, the Bangkok Metropolitan Region had an official population of more than 10.8mn compared to 13.6mn in Tokyo, 7.4mn in Hong Kong and 5.6mn in Singapore. The urban mass transit pervasion for Bangkok increased from last year (7.9km) to 10.2km as there were the addition of the MRT Purple Line (23.0km), which officially opened on 6 August 2016 and the opening of one station at Samrong or 1.8km of the BTS Southern Green Line extension on 3 April 2017.

Compared to regional peers, Bangkok is lagging behind Tokyo, Hong Kong and Singapore, with pervasion of 42.0km, 35.0km and 35.6km per million population, respectively. Moreover, in 2013, the rail market share was 6% for Bangkok, 36% for Tokyo, 46% for Hong Kong and 40% for Singapore. It is clear that the development of Bangkok's mass transit system is urgently needed to cope with the rapid increase in population density and severe road traffic congestion.

RAIL MASS TRANSIT DEVELOPMENT IN THE REGION IN 2016

	Population (mn)	Rail Mass Transit Length (km)	Urban Mass Transit Pervasion*
Bangkok Metropolitan Region	10.8	109.6	10.2
Tokyo	13.6	573.8	42.0
Hong Kong	7.4	258.4	35.0
Singapore	5.6	199.6	35.6

Sources: Ministry of Interior, OTP, Tokyo Metropolitan Government, Tokyo Metro, Hong Kong's Census and Statistics Department, Hong Kong MTR Corporation, Singapore Land Transport Authority, SMRT Corporation Limited

Note:

* Pervasion is defined as rail mass transit length per mn population

OVERVIEW OF BANGKOK'S EXISTING MASS TRANSIT SYSTEM

BTS SKYTRAIN SYSTEM (BTS)

The BTS SkyTrain is Thailand's first elevated electric railway system and is constructed above some of central Bangkok's major public roadways. It is operated by BTSC and opened for service on 5 December 1999. As of 31 March 2017, there were a total of 52-4 car trains (208 carriages) The network, which includes the Core Network and its subsequent extensions, comprises 34 stations across 2 separate lines with a combined track length of 36.3km. The Sukhumvit Line, or the Dark Green Line, currently consists of 22 stations and runs northwards and eastwards from central Bangkok, connecting Mo Chit and Bearing. The Silom Line, or the Light Green Line, currently consists of 13 stations and runs southwards and westwards through one of Bangkok's central business districts, connecting National Stadium and Bang Wa. Both lines intersect at Siam station, which is the system's single shared interchange station. On 3 April 2017, the opening of one station at Samrong or 1.8km of the Southern Green Line extension (totaling of 35 stations and 38.1km). In FY 2016/17, BTS SkyTrain carried a total of 238.0mn passengers on the Core Mass Transit Network. Ridership has grown at 9.1% CAGR since inception.

METROPOLITAN RAPID TRANSIT SYSTEM (MRT)

The MRT began as Bangkok's first underground mass transit railway system in Thailand and commenced operation on 3 July 2004. It was operated by Bangkok Expressway and Metro PCL (BEM). It now comprises of two lines totaling 43.0km in length: the MRT Chaloem Ratchamongkhon Line (Blue Line), which runs 20.0km through 18 stations from Hua Lamphong to Bang Sue and MRT Chalong Ratchadham Line (Purple Line), which runs 23.0km through 16 stations from Bang Yai to Tao Poon. The current system is connected to the BTS SkyTrain at three stations: Sala Daeng, Asok and Mo Chit stations. In 2016, the MRT carried a total of 99.9mn passengers on the system⁴.

⁴ Source: BEM (data from January to December)

SUVARNABHUMI AIRPORT RAIL LINK (SARL)

The SARL is a rapid transit line that connects Suvarnabhumi Airport to Phaya Thai station in central Bangkok. The line is 28.5km through 8 stations long. It is owned and operated by State Railway of Thailand (SRT). The SARL commenced its operations on 23 August 2010. The SART station is connected to the BTS Phaya Thai station.

STATE RAILWAY OF THAILAND (SRT)

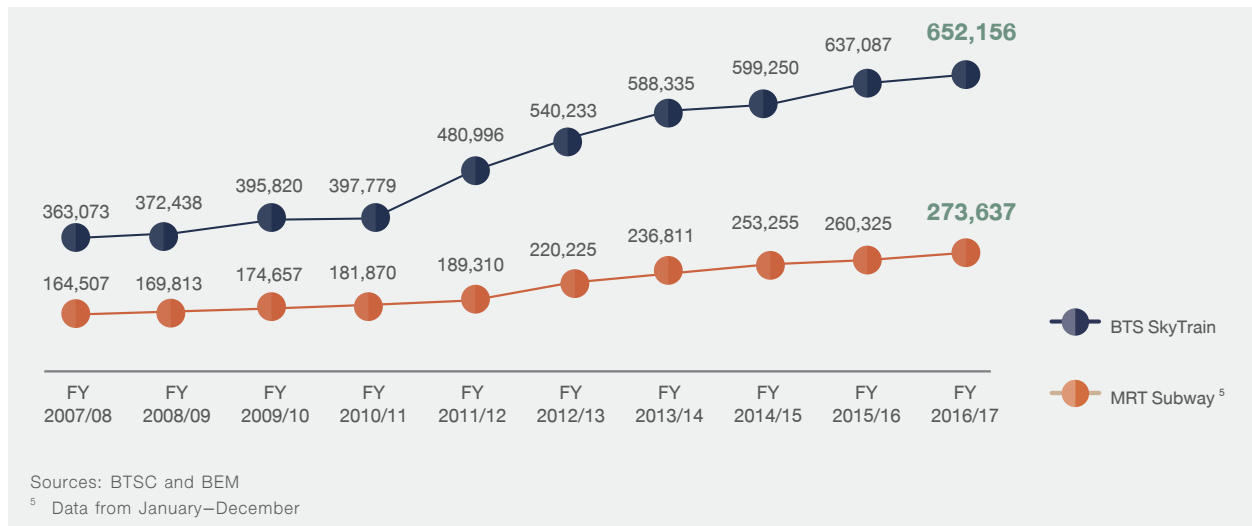
The SRT Line is part of the Light Red Line under the authority of SRT that runs between Bang Sue to Taling Chan and covers a total route length of 15.3km with 4 stations. This line commenced trial operations from 8 September to 30 November 2012 by diesel rail cars and began providing temporary services on 5 December 2012. The line will commence full operations between Bang Sue and Rangsit station in 2020.

BANGKOK RAPID TRANSIT (BRT)

The BRT is a project pioneered by the BMA to link the various Bangkok mass transit systems and provide an integrated public service for the city and its suburbs. It operates a bus service that is faster and more reliable than conventional buses, using a special lane reserved for the BRT on existing roads. The BRT has 12 stations, covering 15.0km, running from Chong Nonsi to Talad Pu. The BRT Sathorn station is connected to the BTS Chong Nonsi station.

Whilst the expansion of the network will be of primary benefit to the public, ridership growth of the BTS, MRT, ARL, SRT and BRT can all expect to receive mutual benefit as each line acts as feeders to each other. However, as the Core Network of the BTS SkyTrain sits at the centre of the network expansion and covers the key commercial and residential routes, this should remain the ultimate destination for the majority of mass transit passengers.

AVERAGE DAILY RIDERSHIP (PASSENGERS/DAY) OF BTS SKYTRAIN (CORE NETWORK) AND MRT SUBWAY



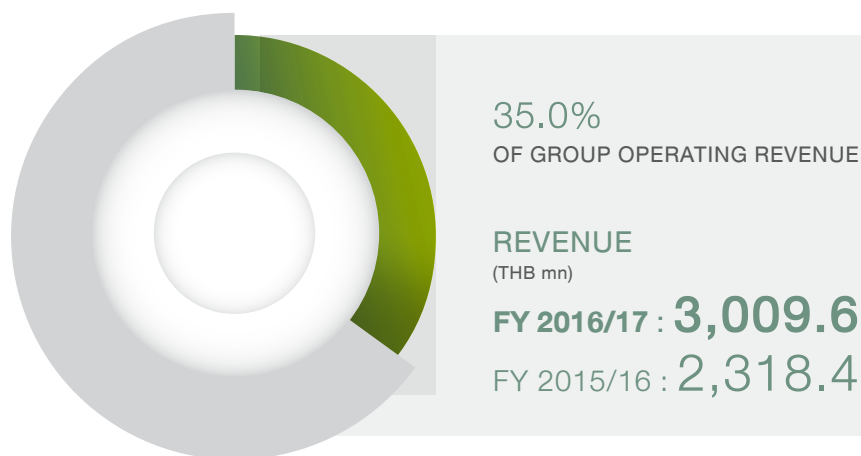
RIDERSHIP OF KEY MASS TRANSIT SYSTEMS IN BANGKOK (MN TRIPS)

	FY 2002/03	FY 2003/04	FY 2004/05	FY 2005/06	FY 2006/07	FY 2007/08	FY 2008/09	FY 2009/10	FY 2010/11	FY 2011/12	FY 2012/13	FY 2013/14	FY 2014/15	FY 2015/16	FY 2016/17
BTS SkyTrain (Core Network)	96.5	105.1	118.5	131.9	138.6	132.9	135.9	144.5	145.2	176.0	197.2	214.7	218.7	232.5	238.0
Growth	21.8%	8.9%	12.7%	11.3%	5.1%	-4.1%	2.3%	6.3%	0.5%	21.3%	12.0%	8.9%	1.9%	6.3%	2.4%
MRT Subway ⁵	-	-	26.8	57.2	57.8	60.0	62.2	63.7	64.9	69.1	80.6	86.4	92.4	95.0	99.9
Growth			113.1%	1.0%	3.9%	3.5%	2.6%	1.8%	6.4%	16.6%	7.2%	6.9%	2.8%	5.1%	

Sources: BTSC and BEM

⁵ Data from January–December

BUSINESS AND INDUSTRY OVERVIEW: MEDIA



KEY PERFORMANCE HIGHLIGHTS MEDIA

Media Revenue (% of Group Operating Revenue)

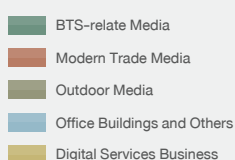
FY 2016/17

35.0%

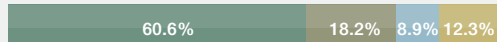
FY 2015/16

36.9%

Media Revenue by Segment



FY 2016/17



FY 2015/16



(THB mn)	FY 2016/17	FY 2015/16	Change (%)
Operating revenue	3,009.6	2,318.4	29.8%
Gross operating profit	1,966.8	1,607.5	22.4%
Operating EBITDA	1,406.6	1,395.8	0.8%
Gross profit margin (%)	65.3%	69.3%	
Operating EBITDA margin (%)	46.7%	60.2%	

KEY DEVELOPMENTS IN FY 2016/17

- VGI acquired an additional 375 million shares (or 12.5%) of Master Ad Public Company Limited (MACO), resulting in a total holding of 33.7%¹.
- Completed the acquisition of an additional 10.0% in Aero Media Group Company Limited (Aero Media) with a total investment of THB 80mn, thereby increasing VGI's holding in Aero Media to 28.0%².
- Entered into the Malaysian market through a 19.0% investment with an option to invest up to 30.0% in Titanium Compass Sdn Bhd (TCSB). TCSB has successfully been awarded a 10-year contract by the Mass Rapid Transit Corporation to manage advertising media across 31 stations of Sungai Buloh-Kajang Line (SBK Line) or Klang Valley MRT (KV MRT) with total length of 51 kilometres and 58 trains.
- VGI acquired 40.0% of ordinary shares of Demo Power (Thailand) Company Limited with a total investment of THB 413mn.
- Completed an acquisition transaction of 90.0% of Bangkok Smartcard System Company Limited (BSS) and BSS Holdings Company Limited (BSSH) on 21 March 2017.
- The number of Rabbit cards issued increased 38% YoY to 7.3 million cards.

¹ In October 2016, MACO issued and offered newly issued ordinary shares to Ashmore OOH Media Limited resulting in the reduction of VGI's shareholding from 37.4% to 33.7% in MACO as of 31 March 2017.

² On 31 October 2016, Aero Media issued 6,080 additional new shares to its partner resulting in the reduction of VGI's shareholding from 30.0% to 28.0% in Aero Media as of 31 March 2017.



“ We have acquired new or additional stakes in several media companies and delivered revenue growth of 29.8% YoY. This is in spite of the weak overall media adspend environment, which fell 11.2% YoY and the effect of the advertising moratorium during the 30-day mourning period. We have achieved our target of becoming a Nationwide Integrated Media Player and now pursue our objective of establishing ourselves as a Data Centric Media Hypermarket. ”

Kavin Kanjanapas,
Chairman of the Executive Committee-VGI
and Chief Executive Officer-BTSG

FY 2016/17 was shaped by significant investments, namely the acquisition of Master Ad Public Company Limited (MACO), Aero Media Group Company Limited (Aero Media) and Demo Power (Thailand) Company Limited (Demo Power). MACO is the second largest outdoor media player in Thailand with a media inventory exceeding 2,000 billboards nationwide. Aero Media is the second largest aviation media player providing media services across 13 airports in Thailand (including prime airports Suvarnabhumi and Don Muang airport), as well as partnering with low cost carriers AirAsia and Lion Air. Demo Power is the largest trial and demonstration (activation) services company in Asia.

The transactions have enabled VGI to attain its strategic goal of expanding from being a predominantly Bangkok-centric media company to a nationwide media player. This was achieved ahead of VGI's initial 2-year target, requiring THB 914mn in investment. Today, VGI Group is the largest Out-of-Home (OOH) media company in Thailand, with a diversified media portfolio ranging from Transit, Office, Outdoor, Aviation and Activation.

On 21 March 2017 and following shareholder approval on 7 November 2016, the Company completed the acquisition of Bangkok Smartcard System Company Limited (BSS) and BSS Holdings Company Limited (BSSH), collectively known as “Rabbit Group”, for THB 1,956mn. The acquisition adds another pillar of opportunity by shifting VGI's services as a traditional media company towards a “**Data Centric Media Hypermarket**”. Rabbit Group will deepen VGI's

services by leveraging its digital capabilities to provide targeted and measurable advertising through data analytics of consumer behaviours and patterns.

Rabbit Group, established since 2012, is a lifestyle solutions company. Providing a range of services including an offline card-based payment channel for brick and mortar retailers (such as McDonald's) and on the BTS Skytrain system through the “Rabbit Card”; an integrated offline-online e-wallet through the “Rabbit LinePay” application; “Rabbit AEON” micro-loans; an online content portal known as “Rabbit Daily”; and an online insurance brokerage and price comparison website under “Rabbit Finance”. In 2017, Rabbit Group in partnership with VGI, recently launched “Rabbit Media” to conduct data analytics of user behaviour and profiles from a growing database of users of Rabbit's various services. These in turn, will provide VGI with offline-to-online (O2O) media solutions that enable more targeted advertising and improved measurability of media campaign effectiveness.

Rabbit media is well positioned to capture synergies from the existing OOH media platform across the group, which has inventory or media sales capacity of THB 6,000mn, an extensive database (with 2.7mn registered members) and a digital platform. One such example is the “Station Sponsorship package”. Through data analytics of commuters' behaviour, Rabbit Media is able to reach commuters on a daily basis. By strategically selecting VGI's media inventory, VGI is able to build



on brand awareness. Then by utilising several online mobile channels, VGI is able to engage such commuters throughout their entire journey. We have also been successful in funneling call-to-actions at various conversion points, whether at brick-and-mortars retailers or via e-commerce. The impact of O2O campaigns has demonstrated the ability to not only yield better results, but also measure and improve advertisers' and customers' return on investment, as well as improving the utilisation rate across the group's media inventories. Rabbit Media will have similar initiatives with MACO and Aero Media in the near future.

VGI's continual vision is to become an integrated cross-media platform, delivering targeted advertisements to the consumers and provide greater value to brands.

MEDIA INDUSTRY

THAI MEDIA INDUSTRY IN FY 2016/17

The Bank of Thailand reported GDP growth of 3.2% in 2016, an increase from the previous year (GDP growth of 2.8% in 2015). Government expenditure continued to be an important driver, followed by the encouraging recovery in exports and private consumption, growing 0.5% and 3.1% YoY³ respectively. The end of 3 years of export contraction and reflation of commodity prices are encouraging signs of broader growth cylinders.

Nevertheless, advertising expenditures reported a double digit decline by 11.2% YoY to THB 106,702mn in FY 2016/17, mainly due to the one-month moratorium on digital advertising and postponement of activities during the mourning period subsequent to the passing of His Majesty King Bhumibol Adulyadej. Traditional media (Newspaper, Magazine and Radio) was hardest hit, with

³ The Bank of Thailand

⁴ The Nielsen Company (Thailand) Co., Ltd. (Nielsen)



a decrease of 21.2% YoY to THB 17,071mn, followed by the TV sector (TV, Digital TV and Cable TV), which declined by 14.9% YoY to THB 70,051mn⁴.

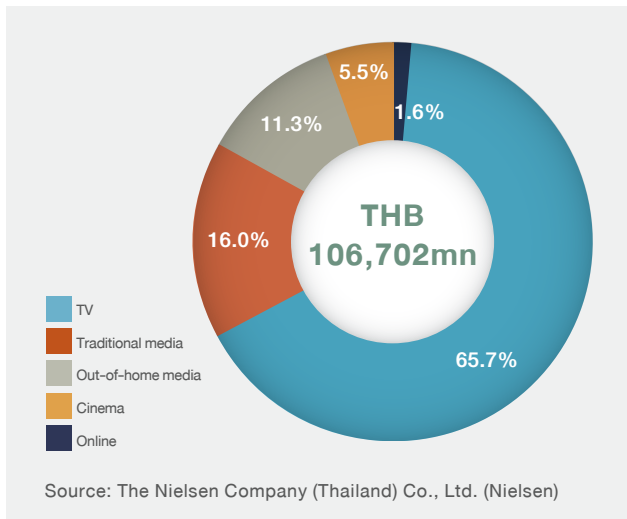
In FY 2016/17, Out-of-Home media, which includes Transit, Outdoor and In-store media (collectively, "OOH") and Online media—segments which VGI focuses on—recorded THB 12,052mn and THB 1,687mn in advertising expenditure, an increase of 25.5% and 35.9%⁴, respectively. VGI outperformed the overall industry, benefiting from a shift in people's behaviour to spend more time outside and the rapidly growing influence of Online media, albeit from a low base.

Overall media spending is heavily asymmetrical, where upcountry has long been an underserved geographical segment. With 80.0% of the households and 75.0% of the country's household income derived from areas beyond Bangkok and its vicinities, only 30.0% of OOH media spend has been allocated to this market⁵. As advertisers start to realise the growth potential of this segment, OOH media spending growth should continue to outperform.

VGI's media portfolio covers all forms of OOH advertising such as Transit, Outdoor, Office Building, Aviation and Activation, altogether amounting to THB 6,000mn in media capacity nationwide. This business unit is expected to continue to grow substantially on the back of mass transit line expansion both domestically and internationally, new office building supply, digitisation of billboards and the increasing popularity of low cost airlines. OOH media complements VGI's nascent Digital Services business, which offers targeted and measurable advertising. This places VGI in a good position to offer optimal solutions to its customers as well as capturing market share in OOH and Online media in the future.

⁵ Department of Provincial Administration, National Statistical Office (Ministry of Information and Communication Technology), the Bank of Thailand and Company Research

MEDIA INDUSTRY MARKET SHARE IN THAILAND IN FY 2016/17



KEY TRENDS: OUT-OF-HOME AND DIGITAL/ ONLINE MEDIA

OUT-OF-HOME MEDIA

In recent years, there has been a shift in the media landscape brought by the change in people's lifestyles. People are becoming more mobile and spending more time outside of their homes. Most of this time is spent commuting in their cars, on the street, in rail mass transit, buses, office buildings and shopping malls. In Bangkok, the commuting patterns have shifted towards an increased usage of rail mass transit, as it is more reliable and less time-consuming than road-based travel.

Currently, the key rail mass transit systems in Thailand are BTS SkyTrain (BTS) and Metropolitan Rapid Transit (MRT). Such a shift in the commuting trend has been reflected by the solid growth in rail mass transit ridership in the past years; total ridership jumped from 134mn passengers in FY 2004/05 to 350mn passengers in FY 2016/17, or a compound annual growth rate (CAGR) of 8.3%⁶. Apart from rail mass transit, airports also witnessed considerable growth in passenger numbers over the same period. Many individuals have spent more time traveling, as low cost airlines are a convenient and an affordable alternative. In Thailand, passenger numbers have increased more than 11.0%⁷ annually during the past 12 years. Consequently, OOH advertising is directly positioned to benefit from this growth and structural shift.



The change in lifestyles is reflected in the accelerated migration from Traditional media to OOH media. To capture this ever changing lifestyle of consumers, advertisers have increased their advertising spending on OOH media in the past years. OOH media has grown continuously at a higher rate each year compared to other media segments such as TV, Traditional media and Cinema. Whilst analogue TV and Traditional media still had the highest market share at 59.1% of Thailand's advertising spending, the trend is expected to move towards OOH media over time. This is apparent from the faster growth in advertising spending in OOH media during the past 5 years. Between FY 2011/12 to FY 2016/17, OOH media spending had a CAGR of 6.7%, outperforming Traditional media, Cinema and analogue TV, which had CAGR of -8.3%, -4.2% and -6.0%, respectively. OOH media segment gained the most market share, which grew from 6.3% in FY 2005/06 to 11.3% in FY 2016/17, or a 5.0% increase. By comparison, analogue TV and Traditional media's market share declined from 92.1% in FY 2005/06 to 59.1% in FY 2016/17 (equivalent to a 33.0% decrease).

DIGITAL AND ONLINE MEDIA

Digital and online marketing has become one of the key channels for advertising driven by the acceleration of internet access and the increasing popularity of mobile phones (or smartphones). Advertisers can use these channels to reach a wider audience, whether in city centres or elsewhere.

⁶ Bangkok Mass Transit System PCL and Bangkok Expressway and Metro PCL

⁷ Airport of Thailand PCL and Department of Airport, Thailand



The digital landscape continues to grow rapidly. With the majority of consumers having internet access in some form and each consumer spending more time on the internet on average, this creates ever increasing growth opportunities for digital businesses. Currently, internet penetration in Thailand is 67% of the total population, where the average time a consumer spends on the internet via mobile phones is around 250 minutes per day. Time spent online via PCs or tablets is more than 500 minutes per day, a significant increase from 300 minutes per day in the past few years⁸.

Advertisers have recognised this shift and have adjusted their budget allocation accordingly. Figures released by the Digital Advertising Association, Thailand (DATT), indicates that Thai digital advertisement spending has grown from THB 2,006mn in 2011 to THB 9,477mn in 2016, representing a CAGR of 36.4%. Moreover, the market share of digital advertisement spending out of total advertisement spending has increased significantly from 1.9% to 8.8%, or a 6.9%⁹ increase. Recent developments in Digital media is posing a major threat to Traditional media, particularly for Newspapers as is evident from the decline of 37.6% in advertisement spending from THB 15,038mn in FY 2010/11 to THB 9,385mn in FY 2016/17¹⁰.

The growth of Digital and Online media is supported by its flexibility and scalability for advertisers to deliver messages to a target audience. Through its flexibility, advertisers can easily and more quickly deploy marketing campaigns, which reach a broader scope of audience compared to static media. Hence, Digital and Online media is becoming more time and cost-effective than other traditional media, which is one of the most critical trends to keep up with in the media industry going forward.

⁸ We are social, Hootsuite, Jan 2017

⁹ Digital Advertising Association (Thailand)

¹⁰ Nielsen

RABBIT GROUP

RABBIT CARD & RABBIT LINE PAY (ONLINE-OFFLINE PAYMENT CHANNELS)

The Rabbit Card was launched on 1 May 2012 by Bangkok Smartcard System Company Limited (BSS). The Rabbit Card user base has grown to over 7.3 million cards with over 110 participating retail partners and 4,000 service points within five years of its operation. Our participating retailers cover a wide variety of brands from many business sectors, including: F&B retail (McDonald's, Au Bon Pain, Hong Kong Noodle, Kamu, Ochaya); Entertainment (Major Cineplex and SF Cinema); participating stores at Emporium, Siam Paragon, The Mall, Mini Big C. BSS also launched its usage and top-up service at MBK Food Island and partnered with Tesco Lotus to expand the Rabbit retail network across Tesco Lotus Express stores in the Bangkok metropolitan area and launch a promotion campaign exclusively for Tesco Lotus Express customers.

During FY 2016/17, the Company has further expanded its e-money business from offline to online channel by establishing the integrated offline-online e-wallet service in Thailand: "Rabbit LinePay". Our joint venture between Rabbit Pay System (our subsidiary) and Line, merges a substantial Rabbit card base with the most popular messaging app in Thailand. Through this investment and partnership, we have now become the leading e-money service provider with integrated payment services for both offline and online channels. We have rolled out the use of the Rabbit LINE Pay wallet across the 300 merchant network and expect to pilot its use in mass transit in the fourth quarter of FY 2017/18. This integrated service not only significantly increases our fee-income potential but through data gathering and analytics of consumer behaviour, we enhance our media business by offering our clients smarter, targeted advertising and activation capabilities.

RABBIT INTERNET GROUP

ASK Hanuman Group has rebranded to Rabbit Internet Group; consisting of Rabbit Internet Co., Ltd., Rabbit Insurance Broker Co., Ltd., and ASK Direct Group Co., Ltd. The group's revenue increased significantly from the aggressive expansion of online financial brokerage (Rabbit Finance), online lifestyle content (Rabbit Daily), and other online services.

- **Online Financial Brokerage** (operated by Rabbit Insurance Broker Co., Ltd.), a licensed life and non-life

insurance brokerage under the OIC, provides an online comparison service for insurance and financial products under the **Rabbit Finance** brand. Telesales agents contact the potential interested customers for a follow-through. The contact centre is operated by ASK Direct Group Co., Ltd. , with over 150 agents. Key verticals include Motor, Health and Life insurance, as well as Credit Cards and Personal Loans.

- **Online Lifestyle Content** (operated by Rabbit Internet Co., Ltd. under the “Rabbit Daily” brand), is an in-house team of writers and editors covering everyday social lifestyle trends, has a reach of over 4 million unique visitors per month. The content consumption behaviour of the rabbit audiences forms a valuable data source for the integrated rabbit consumer profile. The medium monetizes via native content and display advertising.
- **Other Online Services** (operated by Rabbit Internet Co., Ltd.), provides key online marketing and IT services.

AEON RABBIT MEMBER CARD

BSS has partnered with AEON Thana Sinsap (Thailand) PCL (AEONTS) to launch the ‘AEON Rabbit Member Card’, merging the services and benefits of BSS and AEON into in one card. The co-branded card was launched on 16 February 2015. This card aims to give cardholders additional financial services (access to personal credit facilities, cash withdrawal and purpose loans from business partners of AEON’s network) and quick access to mass transportation and easy payment channels at various retail outlets. This groundbreaking partnership will broaden the customer base for both BSS and AEONTS as well as support service expansion. Currently, there is up to THB 900mn in asset-under-management.

RABBIT MEDIA

Through data analytics of commuters’ behaviour, Rabbit Media is able to reach commuters on a daily basis. Not only we are able to build on brand awareness by strategically selecting VGI media, but also reach and engage said commuter throughout their entire journey by utilising several online mobile channels. We have also been successful in funneling call-to-actions at various conversion points, whether at brick-and-mortars retailers or via e-commerce. The impact of offline-to-online (O2O) campaigns has demonstrated the ability to yield better results as well as measure advertisers and customers return on investment.

COMPETITIVE ENVIRONMENT

There are a few local key players in OOH Media in Thailand. The table below shows the key listed players based on 2016 revenues:

Company	Revenue (THB mn)	Net Profit (THB mn)
VGI PCL*	3,052	826
Plan B Media PCL	2,448	352
Master Ad PCL	756	102
Aqua Corporation PCL	683	237
Three Sixty Five PCL	443	(281)

* Fiscal Year ends 31 March and excluded other income

In the past 3-4 years, the trend for allocating advertising budgets has become increasingly fragmented across different media types since each has its own strengths and effectiveness in communicating messages to consumers, and the allocation across multiple media types often enhances the effectiveness of a single message. Advertising agencies and product owners therefore opt to employ a wide variety of media in their advertising mix that are suitable to their target groups and budget in order to create consistent brand and product recognition, expand the customer base, and reinforce brand loyalty. For this reason, competition in the media industry today is not merely to grab the market share from the same type of media but also to compete with all types of media in the industry. Furthermore, consumers in this generation have a tendency to multitask and as a result, using a single is change in consumer behaviour. As a consequence, there is increasing acceptance in combining conventional and digital and online media and in integrating innovative elements into these media to create an engaging and enjoyable experience for viewers.

Given the continuing megatrends of digitisation, mobile broadband and the increasing mobility of the population, VGI’s range of OOH media and Digital Services business puts us in a good position to offer one-stop solution to its customers, which translates into capturing more market share. VGI Group is the first fully integrated offline-to-online media solution offering targeted and measurable media campaigns in Thailand. VGI believes that its media network has an advantage over its competitors as its structural backbone of OOH media platform is well-placed to interact with, and be part of a growth in an internet and online broadband. This could give rise to opportunities to gain more market share in intermedia competition.

3.6.3

BUSINESS AND INDUSTRY OVERVIEW: PROPERTY



7.2%
OF GROUP OPERATING REVENUE

REVENUE
(THB mn)

FY 2016/17 : **617.1**

FY 2015/16 : **896.5**



KEY PERFORMANCE HIGHLIGHTS PROPERTY

Property Revenue
(% of Group Operating Revenue)

FY 2016/17

7.2%

FY 2015/16

14.3%

Property Revenue
by Segment

Residential Property
Commercial Property & Others

FY 2016/17

6.3% 93.7%

FY 2015/16

33.7% 66.3%

(THB mn)	FY 2016/17	FY 2015/16	Change (%)
Operating revenue	617.1	896.5	(31.2)%
Gross operating profit	232.5	354.9	(34.5)%
Operating EBITDA	3.2	86.3	(96.3)%
Gross profit margin (%)	37.7%	39.6%	
Operating EBITDA margin (%)	0.5%	9.6%	

KEY DEVELOPMENTS IN FY 2016/17

- 5 condominium projects under the BTS-SIRI JV were launched this year with total value of THB 19bn. The projects launched ranged in target market from mid-range to the ultra-luxury segment with prices from over THB 100k/sqm to THB 380k/sqm.
- BTS-SIRI JV established 8 additional companies for future condominium project development with a total initial capital of THB 800mn, taking the total number of joint venture companies to 21. The joint venture has secured all the land required for the remaining THB 70bn in future projects.
- Began construction of the 194-key serviced residence at Thana City. Located adjacent to Thana City Golf & Sports Club, the property will generate additional recurring income when it is completed by 4Q 2017/18. Expanded the number of keys at U Inchantree Kanchanaburi from 26 to 50 keys, which became operational within 4Q 2016/17.
- Sold 50% of Keystone Estate Company Limited, a former subsidiary company owning over 167 Rai of land in Thana City and established Keystone Management Company Limited-a 50:50 JV company-for an international school project in Thana City with the operator of the American International School in Hong Kong.



“ This year we have launched 5 projects under the BTS-SIRI joint venture (BTS-SIRI JV) worth over THB 19bn. We have also crossed a milestone in the joint venture with unit transfers and revenue recognition of our inaugural The LINE Sukhumvit 71 project. Total cumulative launches now stand at nearly THB 30bn (8 projects) and we have secured land for development for the remaining THB 70bn of future projects. ”

Rangsin Kritalug,
Chief Operating Officer and Executive Director-BTSG

RESIDENTIAL PROPERTY

STRATEGY

Our Property strategy continues to be through a partnership approach. Our 50:50 partnership with Sansiri Public Company Limited (SIRI), known as the BTS-SIRI JV, focuses on the development of Residential Property projects in close proximity to existing and future mass transit lines. In its second year, the goal is to launch THB 100bn worth of residential condominiums in 5 years. Under the Bayswater JV, we have a 50:50 partnership with Grand Canal Public Company Limited (GLAND). In October 2015, the Bayswater JV won the

auction for a land plot on Phaholyothin road of over 48 Rai. Located 200m from N10 station of the currently under construction Dark Green North extension, the attractively located land plot has considerable development potential that can accommodate a mixture of both residential and commercial development.

During the year, we successfully launched 5 additional condominium projects under the BTS-SIRI JV: The LINE Asoke-Ratchada, The BASE Garden Rama 9, The LINE Pradipat, The LINE Sukhumvit 101 and KHUN BY YOO Thonglor 12. The 5 projects total 3,019 units and have a total project value of THB 19.2bn. The BTS-SIRI



The Line Pradipat



Khun By Yoo Thonglor 12



The Base Garden Rama 9

JV continues to garner solid interest both from local and foreign buyers-most of whom are from PRC China, Hong Kong, Singapore and Taiwan-reaffirming strength of the mass transit location-centric strategy and highlighting the synergy unlocked by paring the BTS brand name with Sansiri's marketing savvy. We've also crossed a key milestone this year with revenue recognition from the inaugural the LINE Sukhumvit 71 project.

In FY 2017/18, the partnership plans to launch at least 4 additional projects worth over THB 12bn. We also expect to recognise a share of profit from the SIRI JV of THB 200mn as opposed to a loss of THB 253mn in FY 2016/17 from transfers of our second project: The LINE Jatujak-Mo Chit and remaining units of The Line Sukhumvit 71.

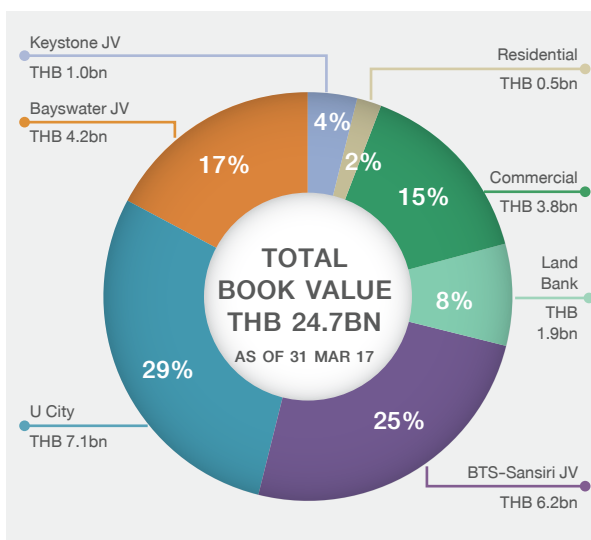
COMMERCIAL PROPERTY

STRATEGY

Under our Commercial Property business, we hold a 35.64% stake in U City Public Company Limited (U City) which owns a portfolio of recurring income properties such as hotels and office buildings. U City aims to acquire or develop recurring income properties predominantly near existing or future mass transit lines both locally and overseas. The company also owns 3 hotels and a Golf and Sports Club at Thana City.

The Company plans to expand the Commercial Property business mainly through its strategic shareholding in U City. During the year, U City received EIA approval in December 2016 for the construction (slated to begin within FY 2017/18) of the 120,000 sqm. mixed-use Phayathai Complex that is located adjacent to Phayathai BTS station and Phayathai Airport Rail Link station. U City also has conducted a number of acquisitions that will significantly expand its revenue base through its acquisition of 2 office buildings in London, United Kingdom in September 2016 and May 2017 and having signed a sale-purchase agreement (SPA) for the acquisition of a mixed ownership, pan-European hotel portfolio and a hotel management platform totalling over 6,700 keys in a transaction value of over EUR 330mn that is expected to complete within end of July 2017. These acquisitions are expected to contribute significantly to U City's performance and hence, to our share of equity income in FY 2017/18 onwards.

SUMMARY OF BTS GROUP EXISTING PROPERTY ASSETS (AS OF 31 MARCH 2017)



Details	Total Area		Value
	Total (rai)	Total (sqm)	THB mn
Property Summary by Category			
Residential	97.7	156,350.2	514.1
Houses	97.6	156,164.0	511.8
Condominiums	0.1	186.2	2.3
Commercial	501.9	803,058.0	3,820.6
Hotels	23.8	38,105.5	1,059.4
Golf Course & Sports Club	475.1	760,094.0	2,659.0
Residential Apartments	3.0	4,858.5	102.2
Land Bank	1,145.6	1,833,002.0	1,849.5
Bangkok	53.8	86,136.0	690.6
Samutprakarn	308.6	493,708.0	684.7
Nakorn Ratchasima	628.6	1,005,712.0	421.8
Chiang Mai and Chiang Rai	21.9	35,040.0	11.0
Phuket	37.5	60,034.0	33.8
Other Provinces	95.2	152,372.0	7.6
U City*	107.1	171,344.9	7,113.3
Commercial & Land Bank			
Bayswater JV**	24.4	39,025.6	4,176.0
Land Bank			
Keystone JV**	62.1	99,369.5	999.5
International School			
BTS-SIRI JV**	52.5	83,928.2	6,243.7
Condominiums			
Total	1,991.3	3,186,078.4	24,716.7

* Based on equity value of investment

** Based on initial capital and shareholder loan to JV

OVERVIEW OF BANGKOK'S EXISTING PROPERTY MARKET

BANGKOK RESIDENTIAL PROPERTY MARKET IN 2016

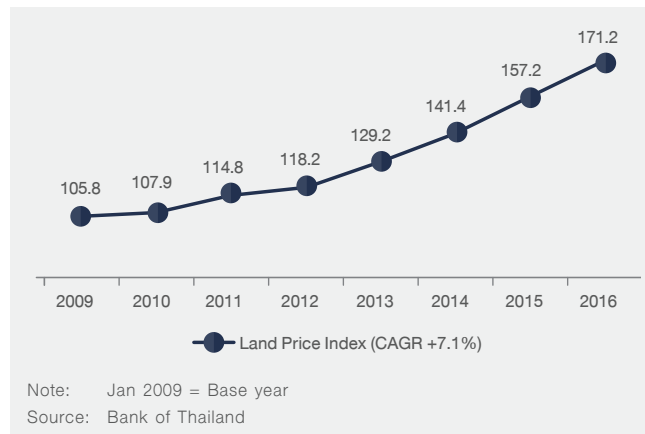
The overall property market continues to be challenging. Modest economic growth of 3.2%, largely led by government spending, rather than the broader growth engine of private demand and exports, continues to affect consumer purchasing power and sentiment-which thereby delays purchases. Moreover, though household debt has peaked at 81% of GDP according to the Bank of Thailand, the start of a debt deleveraging cycle is expected to dampen demand for purchases. Banks continue to decelerate loan growth with tighter lending standards, which altogether have contributed to a tougher market environment for property developers.

According to research at Colliers International Thailand (Colliers), newly launched condominium units within Bangkok during 2016 totalled 39,046 units, a 12.6% increase from last year's 34,666. Overall take-up rates for condominiums fell to 60% from 61%, indicating that demand grew 10.8% or less than the growth of condominium supply. In general, condominiums closest to mass transit stations (less than 200m) continue to have higher take-up rates due to improved accessibility, even though price appreciation in that category appears to have tempered.

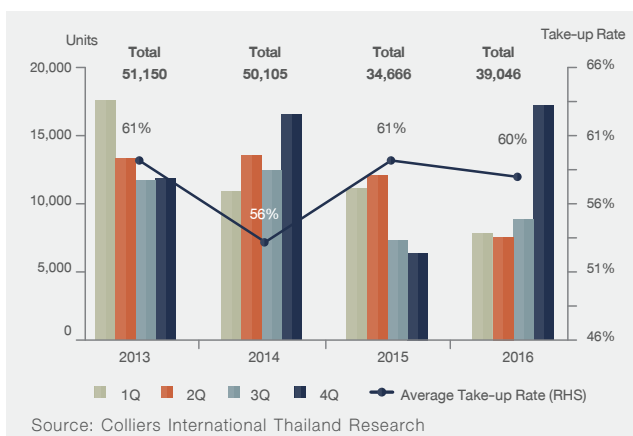
During the year, a number of government stimulus measures were implemented, such as soft housing loans for low-middle income individuals, a temporary reduction

in property transfer and mortgage fees and personal income tax deductions for first home buyers have helped to support demand. Higher income earners continue to fare relatively resiliently as evidenced by the continued launch of a number of super luxury condominium projects with prices at or above THB 300k/sqm and a marked shift in the share of mid-to-upper segment condominium launches (greater than THB 100k/sqm) to 47% of total launches, compared to 42% in the previous year. The rise in land prices continues to be a challenge for property developers to manage. The limited and underpenetrated rail mass transit network in Thailand has by and large concentrated development of condominiums along a relatively small area of Bangkok and its vicinities. The constrained supply of land available for development that are attractively located near rail mass transit stations create significant land price pressure.

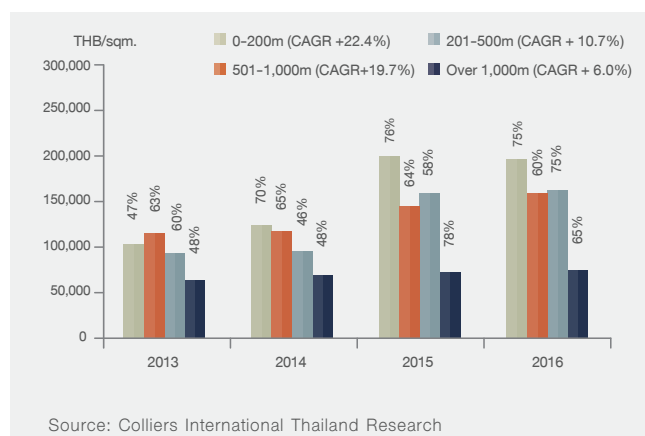
BANGKOK METROPOLIS AND VICINITY LAND PRICE INDEX FROM DEC 2009-DEC 2016



NEWLY LAUNCHED CONDOMINIUM UNITS IN BANGKOK FROM 1Q 2013-4Q 2016



AVERAGE SELLING PRICE AND TAKE-UP RATE OF NEWLY LAUNCHED CONDOMINIUM UNITS BY PROXIMITY TO EXISTING BTS SKYTRAIN



KEY TRENDS-OVERALL PROPERTY

The Bank of Thailand continues to maintain a relatively accommodative monetary policy with a stable policy rate of 1.50%, owing to a still benign inflationary environment and strong Baht to the US Dollar and Euro. The general expectation is that this will not change for 2017.

Infrastructure development will continue to play a major role in shaping overall economic growth and the property sector in particular, by boosting demand for real estate and expanding the supply of available land for development. In 2017, the government intends to focus on getting underway over THB 895bn in infrastructure projects, 46% of this will be the dual tracking of the railway system to largely boost cargo logistics, 28% will be in mass transit within Bangkok and its vicinities, 21% in expressways, 4% in water transportation and 1% in air transportation. The government has also shown success in fast-tracking its processing time for Public-Private Partnership (PPP) projects with the intention of bringing down the average period from 2 years to 9 months. Though delays in execution are to be expected, it is encouraging to see concrete efforts to address this.

During the year, the government the restructured personal income tax deduction with higher allowances that all-in-all, will marginally boost purchasing power for largely middle income tax payers and assist those with more children in a bid to support birth rates. The government

has also been increasingly active in promoting new “S-curve” industries with tax incentives, credit guarantees for start-ups and other support measures emphasising knowledge-based industries that are largely developed within urban centre. As these new industries develop, demand for real estate and housing will continue to grow in those areas.

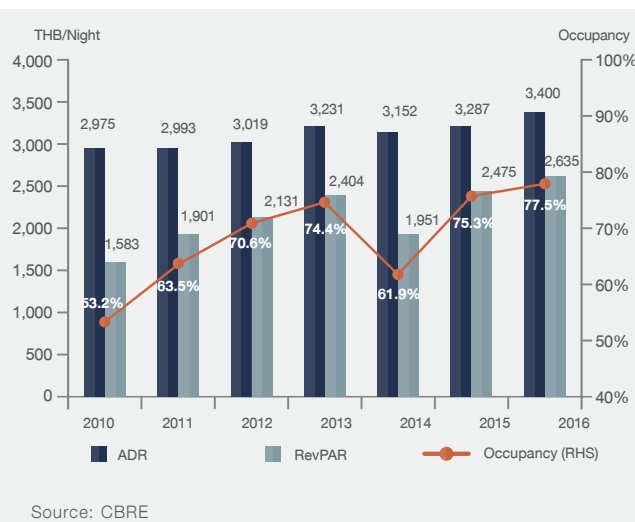
HOTEL INDUSTRY IN 2016

International tourism arrivals for the year breached well over the 30mn mark at 32.6mn persons and growing 9.0% from the previous year. Total tourism receipts totalled THB 2.51tn, up 10.9% and exceeding the target of THB 2.4tn. Of the THB 2.51tn in tourism receipts, THB 1.64tn came from foreign travellers and THB 0.87tn from domestic travellers. The number of Chinese tourists continued to drive the majority of the growth in absolute terms, growing 10.4% and accounting for 26.9% of the total (up from 26.5% in 2015). The growth in Chinese tourists is noteworthy, considering the continued slowdown in the Chinese economy, but also the crackdown on the “zero dollar” tour operator that accounted for a considerable number of budget Chinese tourists in December 2016. The recovery of Russian tourists is encouraging, growing 23.3% and arresting the 2-year decline, though in absolute terms the number of Russian tourists is still 37.6% below the peak in 2013.

INTERNATIONAL TOURIST ARRIVALS TO THAILAND IN 2010-2016



OVERALL BANGKOK HOTEL PERFORMANCE METRICS IN 2010-2016





Phayathai Project

Nevertheless, following the passing of His Majesty King Bhumibol Adulyadej, the solemn mood and a moratorium on public entertainment, celebratory and corporate events have also affected the overall industry, particularly among less popular destinations that are highly dependent on domestic tourism and local MICE events.

Overall, the occupancy rate and Average Daily Rate (ADR) both continued to show increases in Bangkok, driving Revenue per Available Room (RevPAR) growth. According to CBRE, the average occupancy rate of hotels in Bangkok in 2016 was around 77.5% (versus 75.3% in 2015), ADR was approximately THB 3,400 and RevPAR around THB 2,635, showing increases of 3.4% and 6.5%, respectively.

KEY TRENDS-HOTEL

Overall tourism is expected to continue to grow in 2017 with the Tourism Authority of Thailand forecasting total tourism arrivals at 35 million and tourism revenue at THB 2.7tn, up 7.4% and 8.0%, respectively from 2016. Of THB 2.7tn the tourism revenue targeted, foreign and domestic tourism will comprise THB 1.78tn and THB 0.93tn, respectively. The government continues to be actively seized in promoting tourism, which been a reliable growth engine thus far. As was the case last year, the government has shown willingness to offering tax deductions to support domestic tourism and has increasingly allocating a growing budget for marketing and promotional campaigns and has continued to strive for attracting “quality tourists” who spend more per capita.

There is a focus towards promoting specific tourism segments that includes sports, health and wellness, weddings and romance, marine and rail-based tourism. Another key trend that has also been noticed is the “foodie tourism” that emphasises dining, cuisine and cooking. Hence, the government has joined as the 5th country the Michelin guidebook to promote interest in that regard.

As a travel destination, Bangkok retains its number one ranking since 2013 in overnight visitors according to Mastercard’s Asia Pacific Destinations Index in 2016. Phuket and Pattaya also made the list separately at 6th and 8th place, respectively-a strong indicator of Thailand’s continuing attractiveness as a travel destination. Being an attractive destination globally, Thailand is expected to continue to benefit from the increase in tourist arrivals.

On a final note, there remain significant challenges that could constrain said growth, such as the need for urgent infrastructure capacity expansion and environmental sustainability. To maintain solid growth, the government will need to continuously work on addressing these challenges with an eye towards long-term planning that will actively remedy or relieve growing pressure on these areas.

BUSINESS AND INDUSTRY OVERVIEW: SERVICES



8.6%
OF GROUP OPERATING REVENUE

REVENUE
(THB mn)

FY 2016/17 : **742.9**

FY 2015/16 : **492.0**



KEY PERFORMANCE HIGHLIGHTS SERVICES

Services Revenue
(% of Group Operating Revenue)

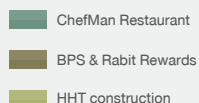
FY 2016/17

8.6%

FY 2015/16

7.8%

Services Revenue
by Segment



FY 2016/17

54.6%

16.7%

28.7%

FY 2015/16

69.3%

17.3%

13.4%

(THB mn)	FY 2016/17	FY 2015/16	Change (%)
Operating revenue	742.9	492.0	51.0%
Gross operating profit	159.9	121.4	31.7%
Operating EBITDA	(97.0)	(95.5)	(1.6)%
Gross profit margin (%)	21.5%	24.7%	
Operating EBITDA margin (%)	(13.1)%	(19.4)%	

KEY DEVELOPMENTS IN FY 2016/17

- AHS has acquired 13 new management contracts under “Eastin Grand Hotels”, “Eastin Hotels & Residences”, “Eastin Easy” and “U Hotels & Resorts” brands in Thailand, Vietnam, Indonesia, India and Europe in FY 2016/17.
- In June 2017, ChefMan added a new strategic JV partner Bangkok Ranch (BR), a listed and leading purveyor of duck meat through a capital increase. BR’s extensive food processing expertise will enable ChefMan to scale-up its business domestically and internationally.
- Rabbit Rewards successfully re-launched its programme and expanded its own merchant partner work beyond that of the Rabbit Card. With a completion of revitalised programme to enhance the consumers’ experience and reward loyalty within a month, the programme brings added value to our 2.7 million members.

ABSOLUTE HOTEL SERVICES CO., LTD.

Absolute Hotel Services Co., Ltd. (AHS) is a joint venture company between the Group and partners with experience in the hotel business. AHS is within the top 4 management companies based in Thailand based on number of keys under management and number of rooms under management together with Minor, Centara and Onyx. AHS is the fastest growing YOY management company in Thailand with growth in terms of properties and keys under management. AHS also has the largest presence



“ Our Services business continues to grow, supporting our other businesses strategically. Over the year, we have expanded the number of ChefMan branches to 11. From a more humble beginning, Absolute Hotel Services (AHS) has now grown the number of keys signed to 9,350 and is a rapidly growing major hotel management company in Thailand. ”

Kavin Kanjanapas,
Chief Executive Officer-BTSG

of any Thai Management company in Vietnam and India. AHS's vision is to provide a unique range of complete hospitality services and consultancy on an a la carte basis with tailor-made client-, owner- and developer-centric solutions.

Currently, AHS manages 3 to 5 star hotels under “U Hotels & Resorts”, “Eastin Grand Hotels”, and “Eastin Easy”, “Eastin Hotels & Residences and Travelodge brands in Thailand, Vietnam, Laos, Indonesia, India, Oman and Europe. As of 31 March 2017, AHS had 68 properties with 9,350 keys under its management. Amongst these, 3,900 keys are located in Thailand, 3,400 keys in Vietnam, 900 keys in Indonesia, 1,000 keys in India/Middle East and 150 keys in Europe, which will all be operational in FY 2017/18. By 31 March 2018, AHS aims to have a total of 11,500 keys and 80 properties under its management.

BANGKOK PAYMENT SOLUTIONS

Bangkok Payment Solutions Company Limited (BPS) was established on 30 April 2014 as a joint venture between VIX Group and BTSG. VIX Group is the technology development leader for Central Clearing House (CCH) and Automatic Fare Collection (AFC) services. BPS will be the vehicle for developing software and providing technology services, for an integrated mass transit and payment systems for Thailand.

BPS will have three main revenue streams; services revenue from payment solution projects (CCH and AFC development), recurring service and maintenance contracts as well as electronic data capture hardware

device sales. During FY 2016/17, BPS completed the CCH system for the Office of Transport and Traffic Policy and Planning (OTP) Common Ticket called the “Mangmoom Card”.

CHEFMAN RESTAURANT

ChefMan Restaurant (ChefMan) is a premium Chinese restaurant chain managed by Man Kitchen Company Limited that offers distinctly original Cantonese cuisine. ChefMan is committed to providing excellent food with high quality ingredients cooked by professional chefs. During FY 2016/17, ChefMan restaurant extended its distribution channel to cover more segments. As of 31 March 2017, ChefMan had 11 branches, divided into 3 dine-in branches, 3 Chairman by ChefMan, 1 M Krub restaurant, 2 The Round Table restaurants, 1 Man Kitchen buffet and 1 take away.

RABBIT REWARDS

Rabbit Rewards (previously named: Carrot Rewards) manages a loyalty and benefits programme for consumers who transact with the Rabbit Card and/or Rabbit LinePay. Rabbit Rewards members who register their accounts can earn points when commuting on the BTS SkyTrain and when making retail purchases across the retail partner network. These Points can subsequently be redeemed for vouchers across our retail partner network and additional Rabbit Rewards partners. Vouchers also include cash top-up on a member's Rabbit card as well as for various merchandises and gift certificates. The programme currently has 2.7 million registered members.

SUBSIDIARIES, ASSOCIATED COMPANIES AND JOINTLY CONTROLLED ENTITIES INFORMATION

As of 31 March 2017

Juristic Person	Type of Business	Address	Paid-up Capital (THB)	Total Shares / Issued Shares	Type	Shareholding (%)
1. Mass Transit Business						
Bangkok Mass Transit System PCL.	Mass Transit Business	1000 BTS Building, Phahonyothin Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2617 7300 Fax: +66 (0) 2617 7133	4,016,783,413.25	16,067,133,653 shares (par value of Baht 0.25 per share)	Ordinary Shares	97.46
BTS Rail Mass Transit Growth Infrastructure Fund (BTSGIF)	Investment in the net farebox revenue from the operation of the Core BTS SkyTrain System under the Concession Agreement, covering a combined track length of 23.5 km	175 Sathorn City Tower, 7 th , 21 st and 26 th Floor, South Sathorn Road, Thung Mahamek, Sathorn, Bangkok 10120 Tel: +66 (0) 2674 6488 # 8 Fax: +66 (0) 2679 5955	61,416,468,000	5,788,000,000 units (par value of Baht 10.611 per unit)	Investment Units	33.33
2. Media Business						
VGI Global Media PCL.	Providing advertising network service in mass transit system (BTS SkyTrain), advertising media in office buildings and others	21 TST Tower, 9 th Floor Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8884 Fax: +66 (0) 2273 8883	686,433,290.20	6,864,332,902 shares (par value of Baht 0.10 per share)	Ordinary Shares	71.57 (51% held by Bangkok Mass Transit System PCL. and 20.57% held by the Company)
VGI Advertising Media Co., Ltd.	Providing advertising media service (ceased to operate due to the termination of agreement in Tesco Lotus.)	21 TST Tower, 9 th Floor, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8884 Fax: +66 (0) 2273 8883	10,000,000	100,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 (held by VGI Global Media PCL.)
888 Media Co., Ltd.	Providing advertising media and production services	21 TST Tower, 9 th Floor, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8884 Fax: +66 (0) 2273 8883	20,000,000	2,000,000 shares (par value of Baht 10 per share)	Ordinary Shares	100.00 (held by VGI Global Media PCL.)
Point of View (POV) Media Group Co., Ltd.	Providing advertising media service in office buildings	21 TST Tower, 9 th Floor, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8884 Fax: +66 (0) 2273 8883	10,000,000	1,000,000 shares (par value of Baht 10 per share)	Ordinary Shares	100.00 (held by VGI Global Media PCL.)
VGI Global Media (Malaysia) Sdn Bhd	Providing advertising media services	Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia Tel: +60 3 7495 5000	MYR 2	2 shares (par value of MYR 1 per share)	Ordinary Shares	100.00 (held by VGI Global Media PCL.)
Demo Power (Thailand) Co., Ltd.	Providing product sampling services	1126/2 New Petchburi Road, Makkasan, Ratchthewi, Bangkok 10400 Tel: +66 (0) 2023 7077 Fax: +66 (0) 2250 7102	3,000,000	30,000 shares (par value of Baht 100 per share)	Ordinary Shares	40.00 (held by VGI Global Media PCL.)
Aero Media Group Co., Ltd. (formerly known as LED Advance Co., Ltd. and changed its name on 1 October 2015)	Providing marketing services and media space within the airport areas	115/1-3 Sukhothai Grand Building, Sukhothai Road, Dusit, Bangkok 10300 Tel: +66 (0) 2697 9944 Fax: +66 (0) 2697 9945	91,780,000	91,780 shares (par value of Baht 1,000 per share)	Ordinary Shares	28.00 (held by VGI Global Media PCL.)

Juristic Person	Type of Business	Address	Paid-up Capital (THB)	Total Shares / Issued Shares	Type	Shareholding (%)
The ICON VGI Co., Ltd.	Providing advertising media services	989 Siam Piwat Tower, 11 th Floor, Unit A 1/2, Rama 1 Road, Pathumwan, Bangkok 10330 Tel: +66 (0) 2118 2211 Fax: +66 (0) 2658 0090	1,000,000	10,000 shares (par value of Baht 100 per share)	Ordinary Shares	25.00 (held by VGI Global Media PCL.)
Master Ad PCL.	Providing out-of-home advertising media and production services and entertainment	1, 4 th - 6 th Floor, Soi Ladprao 19, Ladprao Road, Chomphon, Chatuchak Bangkok 10900 Tel: +66 (0) 2938 3388 Fax: +66 (0) 2938 3489	334,296,950.00	3,342,969,500 shares (par value of Baht 0.10 per share)	Ordinary Shares	33.68 (held by VGI Global Media PCL.)
Master & More Co., Ltd.	Providing advertising media and production services of small format billboard	1, Soi Ladprao 19, Ladprao Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2938 3388 Fax: +66 (0) 2938 3489	20,000,000	2,000,000 shares (par value of Baht 10 per share)	Ordinary Shares	100.00 (held by Master Ad PCL.)
Open Plays Co., Ltd.	Providing advertising media and production services	1, Soi Ladprao 19, Ladprao Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2938 3388 Fax: +66 (0) 2938 3489	5,000,000	50,000 shares (par value of Baht 100 per share)	Ordinary Shares	80.00 (held by Master & More Co., Ltd.)
MACO Outdoor Sdn Bhd	Investment in the securities of other companies in Malaysia	No. 52, 1 st Floor, Jalan SS 21/58, Damansara Utama, 47400 Petaling Jaya, Selangor Malaysia	MYR 200,000	200,000 shares (par value of MYR 1 per share)	Ordinary Shares	100.00 (held by Master Ad PCL.)
Eyeballs Channel Sdn Bhd	Providing out-of-home advertising media and production services in Malaysia	G-1-11, Jalan PJU 1A/3 Taipan Damansara 47301, Petaling Jaya, Selangor Malaysia	MYR 500,000	500,000 shares (par value of MYR 1 per share)	Ordinary Shares	40.00 (held by MACO Outdoor Sdn Bhd)
Eye On Ads Co., Ltd. (formerly known as MACO Rite Sign Co., Ltd. and changed its name on 28 October 2016)	Providing production of Trivision equipment	28/43-45 Viphavadi-Rangsit Road, Ladyao, Chatuchak, Bangkok 10900 Tel: +66 (0) 2938 3388 Fax: +66 (0) 2938 3486-7	5,000,000	500,000 shares (par value of Baht 10 per share)	Ordinary Shares	100.00 (held by Master Ad PCL.)
Green Ad Co., Ltd.	Providing advertising media and production services of tree wall panel	1, 6 th Floor, Soi Ladprao 19, Ladprao Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2938 3388 Fax: +66 (0) 2938 3489	224,997,800	100,000,000 shares (par value of Baht 5 per share)	Ordinary Shares	100.00 (held by Master Ad PCL.)
Multi Sign Co., Ltd.	Providing out-of-home advertising media and production services	34/13-14 Soi Borommarat chachonnani 123, Borommaratchachonnani Road, Sala Thammasop, Thawi Wattana, Bangkok 10170 Tel: +66 (0) 2441 1761-2 Fax: +66 (0) 2441 1763	14,000,000	140,000 shares (par value of Baht 100 per share)	Ordinary Shares	70.00 (held by Green Ad Co., Ltd.)
InkJet Images (Thailand) Co., Ltd.	Providing inkjet media production services	28/43-45 Viphavadi-Rangsit Road, Ladyao, Chatuchak, Bangkok 10900 Tel: +66 (0) 2936 3366 Fax: +66 (0) 2936 3636	6,000,000	600,000 shares (par value of Baht 10 per share)	Ordinary Shares	50.00 (held by Master Ad PCL.)

Juristic Person	Type of Business	Address	Paid-up Capital (THB)	Total Shares / Issued Shares	Type	Shareholding (%)
Landy Development Co., Ltd.	Providing office building rental services	1, Soi Ladprao 19, Ladprao Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2938 3388	40,000,000	4,000,000 shares (par value of Baht 10 per share)	Ordinary Shares	48.87 (held by Master Ad PCL.)

3. Property Business

U City PCL. (formerly known as Natural Park PCL. and changed its name on 20 April 2015)	Land owner and property development	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8838 Fax: +66 (0) 2273 8868-9	561,362,298,976	561,362,298,976 shares (par value of Baht 1 per share)	Ordinary Shares	35.64
Unicorn Enterprise Co., Ltd.	Investing in property business	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	10,000,000	100,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00
PrannaKiri Assets Co., Ltd.	Land owner and property development	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	311,000,000	3,110,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 (held by Unicorn Enterprise Co., Ltd.)
Siam Paging and Communication Co., Ltd.	Land owner and property development	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	5,000,000	50,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 (held by Unicorn Enterprise Co., Ltd.)
DNAL Co., Ltd.	Office building for rent	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8833 Fax: +66 (0) 2273 8131	50,000,000	500,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 (held by Unicorn Enterprise Co., Ltd.)
Muangthong Assets Co., Ltd.	Hotel	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	125,000,000	1,250,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 (held by Unicorn Enterprise Co., Ltd.)
BTS Land Co., Ltd.	Brand development for property and services business and securities investment	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	10,000,000	100,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 (held by Unicorn Enterprise Co., Ltd.)
Tanayong Food and Beverage Co., Ltd.	Land owner and property development	100-100/1 Moo 4 Bangna-Trad Road Km. 14, Bangchalong, Bangplee, Samutprakarn 10540 Tel: +66 (0) 2336 1938-9 Fax: +66 (0) 2336 1985	1,000,000	10,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 (held by Unicorn Enterprise Co., Ltd.)

Juristic Person	Type of Business	Address	Paid-up Capital (THB)	Total Shares / Issued Shares	Type	Shareholding (%)
Tanayong Property Management Co., Ltd.	Building Management	100-100/1 Moo 4 Bangna-Trad Road Km. 14, Bangchalong, Bangplee, Samutprakarn 10540 Tel: +66 (0) 2336 1938-9 Fax: +66 (0) 2336 1985	1,000,000	10,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 (held by Unicorn Enterprise Co., Ltd.)
Yongsu Co., Ltd.	Cessation of business operation	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	234,000,000	2,340,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 (held by Unicorn Enterprise Co., Ltd.)
Thana City Golf & Sports Club Co., Ltd.	Management and operation of golf course and sports facilities	100-100/1 Moo 4 Bangna-Trad Road Km.14, Bangchalong, Bangplee, Samutprakarn 10540 Tel: +66 (0) 2336 1968-75 Fax: +66 (0) 2336 1980	20,000,000	200,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 (held by Unicorn Enterprise Co., Ltd.)
Mak8 Co., Ltd.	Land owner and property development	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	151,000,000	1,510,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 (held by Unicorn Enterprise Co., Ltd.)
Ratburana Property Co., Ltd.	Property development	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	10,000,000	100,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 (held by Unicorn Enterprise Co., Ltd.)
Kingkaew Assets Co., Ltd.	Property development	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	10,000,000	100,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 (held by Unicorn Enterprise Co., Ltd.)
The Community One Co., Ltd.	Property development	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	10,000,000	100,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 (held by Unicorn Enterprise Co., Ltd.)
The Community Two Co., Ltd.	Property development	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	10,000,000	100,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 (held by Unicorn Enterprise Co., Ltd.)
Nine Square Property Co., Ltd.	Property development	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	10,000,000	100,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 (held by Unicorn Enterprise Co., Ltd.)

Juristic Person	Type of Business	Address	Paid-up Capital (THB)	Total Shares / Issued Shares	Type	Shareholding (%)
Keystone Estate Co., Ltd.	Investing in property business	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	1,874,000,000	18,740,000 shares (par value of Baht 100 per share)	Ordinary Shares	50.00 (held by Unicorn Enterprise Co., Ltd.)
Keystone Management Co., Ltd.	Engaging in the international school business	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	125,000,000	5,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	50.00 (held by Unicorn Enterprise Co., Ltd.)
Bayswater Co., Ltd.	Land owner and property development	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	10,000,000	100,000 shares (par value of Baht 100 per share)	Ordinary Shares	50.00 (held by Unicorn Enterprise Co., Ltd.)
BTS Sansiri Holding One Limited	Property development	475 Siripinyo Building, 8 th Floor, Sri Ayutthaya Road, Rajthevi, Bangkok 10400 Tel: +66 (0) 2201 3905-6 Fax: +66 (0) 2201 3904	100,000,000	1,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	50.00 (held by Unicorn Enterprise Co., Ltd.)
BTS Sansiri Holding Two Limited	Property development	475 Siripinyo Building, 8 th Floor, Sri Ayutthaya Road, Rajthevi, Bangkok 10400 Tel: +66 (0) 2201 3905-6 Fax: +66 (0) 2 201 3904	100,000,000	1,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	50.00 (held by Unicorn Enterprise Co., Ltd.)
BTS Sansiri Holding Three Limited	Property development	475 Siripinyo Building, 8 th Floor, Sri Ayutthaya Road, Rajthevi, Bangkok 10400 Tel: +66 (0) 2201 3905-6 Fax: +66 (0) 2201 3904	100,000,000	1,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	50.00 (held by Unicorn Enterprise Co., Ltd.)
BTS Sansiri Holding Four Limited	Property development	475 Siripinyo Building, 8 th Floor, Sri Ayutthaya Road, Rajthevi, Bangkok 10400 Tel: +66 (0) 2201 3905-6 Fax: +66 (0) 2201 3904	100,000,000	1,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	50.00 (held by Unicorn Enterprise Co., Ltd.)
BTS Sansiri Holding Five Limited	Property development	475 Siripinyo Building, 8 th Floor, Sri Ayutthaya Road, Rajthevi, Bangkok 10400 Tel: +66 (0) 2201 3905-6 Fax: +66 (0) 2201 3904	100,000,000	1,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	50.00 (held by Unicorn Enterprise Co., Ltd.)
BTS Sansiri Holding Six Limited	Property development	475 Siripinyo Building, 8 th Floor, Sri Ayutthaya Road, Rajthevi, Bangkok 10400 Tel: +66 (0) 2201 3905-6 Fax: +66 (0) 2201 3904	100,000,000	1,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	50.00 (held by Unicorn Enterprise Co., Ltd.)
BTS Sansiri Holding Seven Limited	Property development	475 Siripinyo Building, 8 th Floor, Sri Ayutthaya Road, Rajthevi, Bangkok 10400 Tel: +66 (0) 2201 3905-6 Fax: +66 (0) 2201 3904	100,000,000	1,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	50.00 (held by Unicorn Enterprise Co., Ltd.)

Juristic Person	Type of Business	Address	Paid-up Capital (THB)	Total Shares / Issued Shares	Type	Shareholding (%)
BTS Sansiri Holding Eight Limited	Property development	475 Siripinyo Building, 8 th Floor, Sri Ayutthaya Road, Rajthevi, Bangkok 10400 Tel: +66 (0) 2201 3905-6 Fax: +66 (0) 2201 3904	100,000,000	1,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	50.00 (held by Unicorn Enterprise Co., Ltd.)
BTS Sansiri Holding Nine Limited	Property development	475 Siripinyo Building, 8 th Floor, Sri Ayutthaya Road, Rajthevi, Bangkok 10400 Tel: +66 (0) 2201 3905-6 Fax: +66 (0) 2201 3904	100,000,000	1,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	50.00 (held by Unicorn Enterprise Co., Ltd.)
Nuvo Line Agency Co., Ltd.	Land owner and property development	475 Siripinyo Building, 8 th Floor, Sri Ayutthaya Road, Rajthevi, Bangkok 10400 Tel: +66 (0) 2 201 3905-6 Fax: +66 (0) 2 201 3904	100,000,000	1,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	50.00 (held by Unicorn Enterprise Co., Ltd.)
BTS Sansiri Holding Eleven Limited	Property development	475 Siripinyo Building, 8 th Floor, Sri Ayutthaya Road, Rajthevi, Bangkok 10400 Tel: +66 (0) 2201 3905-6 Fax: +66 (0) 2201 3904	100,000,000	1,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	50.00 (held by Unicorn Enterprise Co., Ltd.)
BTS Sansiri Holding Twelve Limited	Property development	475 Siripinyo Building, 8 th Floor, Sri Ayutthaya Road, Rajthevi, Bangkok 10400 Tel: +66 (0) 2201 3905-6 Fax: +66 (0) 2201 3904	100,000,000	1,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	50.00 (held by Unicorn Enterprise Co., Ltd.)
BTS Sansiri Holding Fourteen Limited	Property development	475 Siripinyo Building, 8 th Floor, Sri Ayutthaya Road, Rajthevi, Bangkok 10400 Tel: +66 (0) 2201 3905-6 Fax: +66 (0) 2201 3904	100,000,000	1,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	50.00 (held by Unicorn Enterprise Co., Ltd.)
BTS Sansiri Holding Fifteen Limited (formerly known as Pattanasiri Estate Limited and changed its name on 30 September 2016)	Property development	475 Siripinyo Building, 8 th Floor, Sri Ayutthaya Road, Rajthevi, Bangkok 10400 Tel: +66 (0) 2201 3905-6 Fax: +66 (0) 2201 3904	100,000,000	1,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	50.00 (held by Unicorn Enterprise Co., Ltd.)
BTS Sansiri Holding Sixteen Limited	Property development	475 Siripinyo Building, 8 th Floor, Sri Ayutthaya Road, Rajthevi, Bangkok 10400 Tel: +66 (0) 2201 3905-6 Fax: +66 (0) 2201 3904	100,000,000	1,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	50.00 (held by Unicorn Enterprise Co., Ltd.)
BTS Sansiri Holding Seventeen Limited	Property development	475 Siripinyo Building, 8 th Floor, Sri Ayutthaya Road, Rajthevi, Bangkok 10400 Tel: +66 (0) 2201 3905-6 Fax: +66 (0) 2201 3904	100,000,000	1,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	50.00 (held by Unicorn Enterprise Co., Ltd.)
BTS Sansiri Holding Eighteen Limite	Property development	475 Siripinyo Building, 8 th Floor, Sri Ayutthaya Road, Rajthevi, Bangkok 10400 Tel: +66 (0) 2201 3905-6 Fax: +66 (0) 2201 3904	100,000,000	1,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	50.00 (held by Unicorn Enterprise Co., Ltd.)

Juristic Person	Type of Business	Address	Paid-up Capital (THB)	Total Shares / Issued Shares	Type	Shareholding (%)
BTS Sansiri Holding Nineteen Limited	Property development	475 Siripinyo Building, 8 th Floor, Sri Ayutthaya Road, Rajthevi, Bangkok 10400 Tel: +66 (0) 2201 3905-6 Fax: +66 (0) 2201 3904	100,000,000	1,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	50.00 (held by Unicorn Enterprise Co., Ltd.)
BTS Sansiri Holding Twenty Limited (formerly known as Ava Holding Co., Ltd. and changed its name on 7 October 2016)	Property development	475 Siripinyo Building, 8 th Floor, Sri Ayutthaya Road, Rajthevi, Bangkok 10400 Tel: +66 (0) 2201 3905-6 Fax: +66 (0) 2201 3904	100,000,000	1,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	50.00 (held by Unicorn Enterprise Co., Ltd.)
BTS Sansiri Holding Twenty One Limited	Property development	475 Siripinyo Building, 8 th Floor, Sri Ayutthaya Road, Rajthevi, Bangkok 10400 Tel: +66 (0) 2201 3905-6 Fax: +66 (0) 2201 3904	100,000,000	1,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	50.00 (held by Unicorn Enterprise Co., Ltd.)
BTS Sansiri Holding Twenty Two Limited	Property development	475 Siripinyo Building, 8 th Floor, Sri Ayutthaya Road, Rajthevi, Bangkok 10400 Tel: +66 (0) 2201 3905-6 Fax: +66 (0) 2201 3904	100,000,000	1,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	50.00 (held by Unicorn Enterprise Co., Ltd.)

4. Services Business

Tanayong International Limited	Cessation of business operation	Wilmington Trust Corporate Services (Cayman) Limited P.O. Box 32322 SM, 4 th Floor, Century Yard, Cricket Square, Elgin Avenue George Town, Cayman Islands	USD 1,000	1,000 shares (par value of USD 1 per share)	Ordinary Shares	100.00
Tanayong Hong Kong Limited	Investment in securities	11 th Floor, Malahan Centre 10-12 Stanley St. Central, Hong Kong	HKD 10,000	10,000 shares (par value of HKD 1 per share)	Ordinary Shares	100.00
Primary Kitchen Co., Ltd.	Restaurant and food business	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	93,844,000	1,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00
Man Kitchen Co., Ltd.	Restaurant and food business	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	165,800,000	3,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	70.00
Little Corner Co., Ltd.	Restaurant and food business	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	60,000,000	600,000 shares (par value of Baht 100 per share)	Ordinary Shares	69.00 (held by Man Kitchen Co., Ltd.)
Man Food Products Co., Ltd.	Engaging in producing and selling of food	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	80,000,000	1,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00

Juristic Person	Type of Business	Address	Paid-up Capital (THB)	Total Shares / Issued Shares	Type	Shareholding (%)
KMJ 2016 Co., Ltd.	Engaging in the restaurant, food and beverage businesses	87 The Jas Ramintra, Room No. A 220, Ladplakao Road, Anusawari, Bang Khen, Bangkok 10220	61,000,000	610,000 shares (par value of Baht 100 per share)	Ordinary Shares	51.00
RB Services Co., Ltd.	Investment in the securities of other companies	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	135,000,000	1,350,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00
Rabbit Rewards Co., Ltd. (formerly known as Carrot Rewards Co., Ltd. and changed its name on 5 February 2016)	Operating loyalty and CRM Loyalty Program services as well as network of Coupon Kiosks	21 TST Tower, 19 th Floor, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2618 3799 Fax: +66 (0) 2618 3798	342,000,000	3,420,000 shares (par value of Baht 100 per share)	Ordinary Shares	100.00 (held by RB Services Co., Ltd.)
Bangkok Payment Solutions Co., Ltd.	Trade, import, export, and maintenance telecommunication devices, and relating equipment, including software development and technology services	21 TST Tower 24 th floor Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2617 9880 Fax: +66 (0) 2617 9881	50,000,000	10,000,000 shares (par value of Baht 5 per share)	Ordinary Shares	60.00 (held by RB Services Co., Ltd.)
HHT Construction Co., Ltd.	Construction and construction management	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8733 Fax: +66 (0) 2273 8730	25,000,000	5,000,000 shares (par value of Baht 5 per share)	Ordinary Shares	51.00 (held by Unicorn Enterprise Co., Ltd.)
Absolute Hotel Services Co., Ltd.	Hotel management	1091/343, 4 th Floor, New Petchburi Road Makkasan, Rajthevee Bangkok 10400 Tel: +66 (0) 2255 9247 Fax: +66 (0) 2255 9248	8,000,000	2,500,000 shares (par value of Baht 10 per share)	Ordinary Shares	50.00 (held by Unicorn Enterprise Co., Ltd.)
Absolute Hotel Services Hong Kong Limited	Hotel management	Flat/Room 908, Dominion Centre, 43-59 Queen's Road East, Wanchai, Hong Kong	HKD 6,930,687	6,930,687 shares (par value of HKD 1 per share)	Ordinary Shares	12.26 (held by Tanayong Hong Kong Limited) and 75.47 (held by Absolute Hotel Services Co., Ltd.)
Bangkok Smartcard System Co., Ltd.	Providing E-money services and Common Ticketing System for mass transit and retails	21 TST Tower, 19 th and 24 th Floors, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2617 8338 Fax: +66 (0) 2617 8339	400,000,000	4,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	90.00 (held by VGI Global Media PCL.)
BSS Holdings Co., Ltd.	Investment in the securities of other companies and providing e-money services	21 TST Tower, 19 th Floor, Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2617 8338 Fax: +66 (0) 2617 8339	1,200,000,000	12,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	90.00 (held by VGI Global Media PCL.)

Juristic Person	Type of Business	Address	Paid-up Capital (THB)	Total Shares / Issued Shares	Type	Shareholding (%)
RabbitPay System Co., Ltd.	Providing electronic money services, electronic payment services, electronic payment services through any devices or network, bill payment service, and to invest in the securities of other companies	21 TST Tower, 19 th Floor, Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2617 8338 Fax: +66 (0) 2617 8339	800,000,000	8,000,000 shares (par value of Baht 100 per share)	Ordinary Shares	80.00 (held by BSS Holdings Co., Ltd.)
RABBIT-LINE PAY Co., Ltd. (formerly known as Line Biz Plus Co., Ltd. and changed its name on 25 May 2016)	Engaging in the business of accepting electronic and online payment	1 Empire Tower, Unit 4609 – 4610, 46 th Floor, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel: +66 (0) 2118 3164	399,999,800	3,999,998 shares (par value of Baht 100 per share)	Ordinary Shares	50.00 (held by RabbitPay System Co., Ltd.)
ATS Rabbit Special Purpose Vehicle Co., Ltd.	A special purpose vehicle for securitization under the Emergency Decree regarding Securitization B.E. 2540 (1997)	388 Exchange Tower, 27 th Floor, Sukhumvit Road, Khlong Toei, Bangkok 10110 Tel: +66 (0) 2689 7000 Fax: +66 (0) 2689 7010	40,000	400 shares (par value of Baht 100 per share)	Preferred Shares and Ordinary Shares	51.00 (held by BSS Holdings Co., Ltd.)
Rabbit Internet Co., Ltd. (formerly known as ASK Hanuman Co., Ltd. and changed its name on 3 March 2016)	Providing web page system services and telemarketing services	1032/1-5, 14 Krits Building, 2 nd floor, Rama 4 Road, Thungmahamek, Sathorn, Bangkok 10120 Tel: +66 (0) 2022 1222	4,002,000	4,002 shares (par value of Baht 1,000 per share)	Preferred Shares and Ordinary Shares	25.00 (held by BSS Holdings Co., Ltd.)
ASK Direct Group Co., Ltd.	Providing sale of goods and all types of products by telesales and telemarketing services	1032/14, Krits Building, 2 nd floor, Rama 4 Road, Thungmahamek, Sathorn, Bangkok 10120 Tel: +66 (0) 2022 1222	1,000,000	1,000 shares (par value of Baht 1,000 per share)	Ordinary Shares	51.00 (held by BSS Holdings Co., Ltd.) and 49.00 (held by Rabbit Internet Co., Ltd.)
Rabbit Insurance Broker Co., Ltd. (formerly known as ASK Broker Association Co., Ltd. and changed its name on 22 August 2016)	Providing non-life insurance broker services	1032/1-5, Krits Building, 2 nd floor, Rama 4 Road, Thungmahamek, Sathorn, Bangkok 10120 Tel: +66 (0) 2022 1222	4,300,000	43,000 shares (par value of Baht 100 per share)	Ordinary Shares	51.00 (held by BSS Holdings Co., Ltd.) and 49.00 (held by Rabbit Internet Co., Ltd.)

Details of Juristic Person of the Company holding 10% shares or more

Changklanway Co., Ltd.	Hotel and Restaurant	199/42 Changklan Road, Changklan, Muang, Chiangmai 50100 Tel : +66 (0) 5325 3199 Fax: +66 (0) 5325 3025	338,000,000	6,760 shares (par value of Baht 50,000 per share)	Ordinary Shares	15.15
Community and Estate Management Co., Ltd.	Real Estate Management	144/2 Serithai Road, Khlong Chan, Bang Kapi, Bangkok, 10240 Tel: +66 (0) 2733 1500 Fax: +66 (0) 2733 1500 # 30	20,000,000	2,000,000 shares (par value of Baht 10 per share)	Ordinary Shares	15.00
Titanium Compass Sdn Bhd	Providing advertising media services	Unit C508, Block C, Kelana Square, Jalan SS7/26, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia Tel: +60 3 7495 5000	MYR 1,000,000	1,000,000 shares (par value of MYR 1 per share)	Ordinary Shares	19.00 (held by VGI Global Media PCL.)



4.0 ANNUAL BUSINESS REVIEW

This section provides review of capital markets, risk management, and Social, Community and Environmental Responsibility. You will also find our detailed management discussion & analysis of the financial performance of the Group.

- 4.1 Capital Markets Review
- 4.2 Risk Management Review
- 4.3 Social, Community and Environmental Responsibility
- 4.4 Management Discussion & Analysis

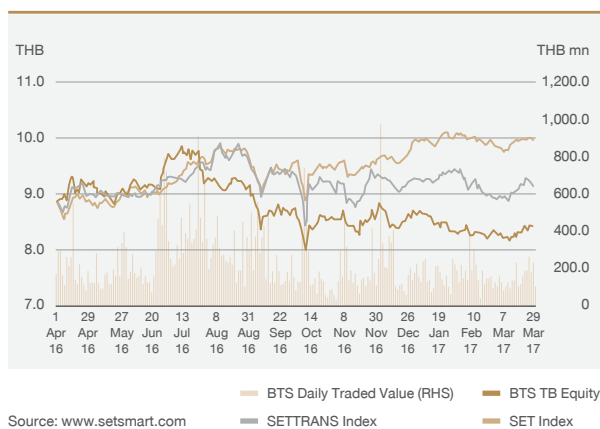
CAPITAL MARKETS REVIEW

HISTORICAL SHARE PRICE ANALYSIS

BTS Share price decreased 5.6% from THB 8.95 to close at THB 8.45 as of 31 March 2017. On the other hand, the Stock Exchange of Thailand Index (SET Index) soared from 1,407.7 to 1,575.1 (up 11.9% YoY) led by two outperforming sectors: petrochemicals & chemicals sector and energy sector. Despite the tragic passing of His Majesty King Bhumibol Adulyadej and virtually flat exports, the strong performance of the Thai equity market was primarily buoyed by a number of positive factors, such as (i) the modest uptick in the rate of GDP growth to 3.3% YoY, largely from public spending and tourism, (ii) overall earnings growth of large-cap companies, (iii) the accommodative low interest rate environment, (iv) continuing political stability and (v) foreign fund inflows. As of 31 March 2017, the Company's market capitalisation was THB 100.9bn (USD 2.9bn), declining 5.5% YoY.

Through 1Q 2016/17, BTS share price appreciated. Initially from April to mid-June 2016, BTS share price moved within a THB 8.80 to THB 9.30 range but increased quickly to reach THB 9.60 on 30 June 2016 in anticipation of the payment of FY 2015/16 final dividend which had been announced on 27 May 2016. During this period, Bangkok Transit System Corporation Ltd. (BTSC), our mass transit operator, procured 46; 4-carriage trains (in May 2016) as well as entered into the agreement with Krungthep

BTS ANNUAL STOCK PERFORMANCE



Thanakom (KT); a wholly owned subsidiary of the Bangkok Metropolitan Administration (BMA) for the procurement of Electrical & Mechanical (E&M) systems and installation (in June 2016) to facilitate the completion of the Southern (Bearing to Samutprakarn) and Northern (Mo Chit to Khu Khot) Green Line extensions. Concurrently, BTS share price outperformed the SET Index, which faced selling pressure generally from the bearish sentiment predicated on global growth fears, China's economic slowdown and concerns over Brexit's impact.

During July 2016, BTS share price continued to rise rapidly and reached its year-high of THB 9.80 on 12 July prior to the XD date (28 July 2016) for the FY 2015/16 final dividend. During this month, BTS share price continued to outperform the SET Index significantly, despite the SET Index continuing to benefit from foreign investor fund inflow and showing resilience from the Brexit fallout. Nevertheless, from August through the end of fiscal year, BTS share price started to underperform both the SET Index and SET Transportation Index. Between August and early-October 2016, the Bureau of the Royal Household issued several palace statements in relatively quick succession on His Majesty King Bhumibol Adulyadej's health. The uncertainties and concerns over his health weighed down on Thai market sentiment and negatively affected BTS share price. In the evening on 13 October 2016, an official announcement of His Majesty's passing was released. There was heavy selling activity across the market in the period leading up to the announcement, with BTS share price falling to its year low of THB 8.00 per share, whilst the SET Index fell to its year-low of 1,406.18 points on the day before. Following His Majesty's passing, the government announced a year of national mourning, encouraging people to dress in black and to observe a moratorium on entertainment/celebratory events during the first 30 days. The media and entertainment industries were especially affected with the SETENTER Index (Media & Publishing) declining by 3.4%. In addition, ridership growth on the Core Network was partially dampened by the cancellation of several festive events during that time in respect to the late King's passing.

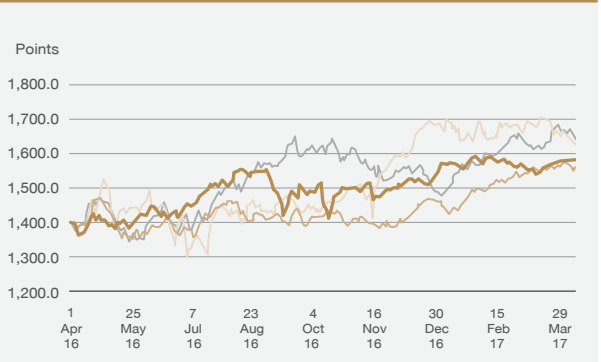
Following the announcement of His Majesty's passing, the market pared back its losses and recovered as the initial shock and concern dissipated during the smooth and well-managed transition process. The planned general election was postponed and is expected to be tentatively held after the royal cremation ceremony. BTS share price recovered along with the general market between mid-October to mid-December 2016. The appreciation in share price was also spurred by the announcement of the "BSR Joint Venture", a Joint Venture between the Company, Sino-Thai Engineering & Construction PCL (STEC) and Ratchaburi Electricity Generating Holding PCL (RATCH) as the lowest bidder for the Pink Line (Khae Rai to Min Buri; 34.5km, 30 stations) and the Yellow line (Lad Prao to Samrong; 30.4km, 23 stations). BTS share price rose to THB 8.85 on 7 December 2016—a day after the announcement of the bid results.

From mid-December 2016 to the end of fiscal year, BTS share price started to fall again and closed at THB 8.45 on 31 March 2017. The decline in share price during the last quarter of the fiscal year may be attributed to (i) the mandatory blackout period during negotiations with the government prior to the signing of the concession contracts for Yellow and Pink Lines and the investment communities' cautious outlook on the forecasted ridership

figures on those lines as well as (ii) the ongoing delays being awarded the contracts for the Green Line South and North extensions. However, on 31 March 2017, the Company subsequently announced that BTSC already secured new operating & maintenance (O&M) contract with KT covering 30.8km of Green Line Northern and Southern extensions (Mo Chit–Saphan Mai–Khu Khot and Bearing–Samutprakarn). This notification on the last day of the fiscal year resulted in the uptick in share price to close at THB 8.45. Aside from the series of aforementioned events, which impacted the share price, the Company also recorded an increase in the number of issued and fully paid up shares (see New Equity Issuance).

The SET Index rose by 11.9% from the previous year. The YoY increase was mainly driven by foreign investors, local institutions and proprietary trading who were net buyers of THB 103.0bn worth of equities. On the contrary, across 12-month period, local investors continued to leave the Thai market, net selling of THB 99.8bn. However, the SET Index underperformed other regional peers such as Vietnam Index (28.7%), Hong Kong's Hang Seng (16.1%), the MSCI Asia Pacific Index (14.0%) and Japan (12.8%) over the equivalent time period.

SET INDEX PERFORMANCE (SET VERSUS REGIONAL PEERS)

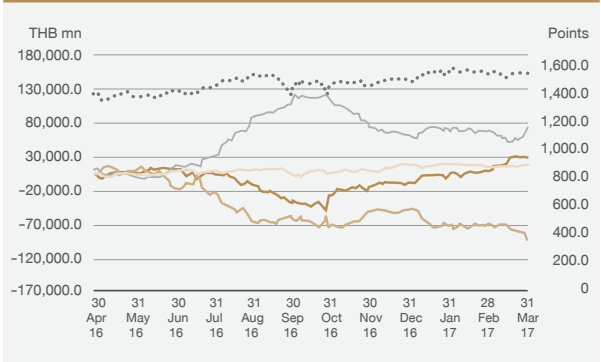


Sources: www.setsmart.com, www.hsi.com.hk, indexes.nikkei.co.jp and www.straitstimes.com/stindex

- Hong Kong (Hang Seng)
- Japan (Nikkei 225)
- Singapore (Straits Times)
- Thailand (SET Index)

Note: Regional indices have been rebased for performance comparison to the SET Index.

CUMULATIVE INVESTOR FLOW



Source: www.setsmart.com

- Foreign Investors
- Local Investors
- Local Institutions
- Proprietary Trading
- SET Index (RHS)

SHARE PERFORMANCE AND LIQUIDITY

In FY 2016/17, the average traded volume of BTS shares reduced 9.7% from FY 2015/16 to 26.0mn shares and the average traded value was THB 230.4mn per day or USD 6.7mn (a decline of 14.5% from FY 2015/16).

Key Share Data	FY 2016/17	FY 2015/16	FY 2014/15	FY 2013/14	FY 2012/13
Share price (THB)					
Year-end	8.45	8.95	9.15	8.40	9.40
Year-high	9.80	10.30	10.50	9.35	9.40
Year-low	8.00	8.05	8.00	7.20	4.63
Average daily traded value (THB mn)	230.4	269.4	445.4	616.5	673.4
Average daily traded volume (mn shares)	26.0	28.8	47.6	72.2	98.7
Number of shares outstanding at year-end (mn)	11,935.0	11,929.3	11,919.3	11,914.2	11,106.6
Market capitalisation at year-end (THB mn)	100,850.4	106,767.7	109,061.1	100,079.5	104,402.4
Change (YoY)					
BTS TB	(5.6%)	(2.2%)	8.9%	(10.6%)	92.8%
SET Transportation Index	2.1%	24.3%	20.7%	6.4%	67.0%
SET Index	11.9%	(6.5%)	9.4%	(11.8%)	30.4%
Hong Kong (Hang Seng)	16.1%	(16.6%)	12.4%	(0.7%)	7.7%
Japan (Nikkei 225)	12.8%	(12.7%)	29.5%	19.6%	23.0%
Singapore (STI)	11.8%	(17.6%)	8.1%	(3.6%)	9.9%

INDEX INCLUSION

SET50 Index Constituent Member: On 14 December 2010, BTS was announced as a constituent of SET50 Index. The SET50 Index comprises Thailand's largest 50 companies by market capitalisation which also conforms to certain turnover and free float conditions. For turnover, the monthly turnover value of the company stock must be more than 50% of the average turnover for each company in the SET, and for the free float, a minimum threshold of 20% of paid-up capital must be maintained. The SET re-assesses the Index constituents on a bi-annual basis (during June and December for inclusion in the Index in July and January, respectively). As a result of the inclusion in the SET50 Index, the BTS potential shareholder base expanded. For example, BTS automatically became eligible under certain investment funds investment criteria and saw liquidity jump at the start of January 2011.

MSCI Thailand Mid Cap Constituent Member: In November 2013, BTS was included as a constituent of MSCI Thailand Mid Cap Index (MXTHMC). To qualify for inclusion in the MSCI Indices, a company must first meet all the necessary criteria for the MSCI Global Investable Market Indices (MSCI GIMI), which comprise of size-segment (in terms of full company market capitalisation), free float-adjusted market capitalisation and the liquidity requirements at the time of the review. The appropriate size-segment for inclusion is then determined from the Investable Market Index (IMI). MSCI Mid Cap Indices cover all investable mid cap securities, targeting approximately 15% of each market's free-float adjusted market capitalisation which is subject to minimum investability criteria and a universal minimum size range. The MSCI GIMI Indices are reviewed on a quarterly basis and the results are announced mid of February, May, August and November.

Sources: SET and MSCI



FTSE4Good Emerging Market Index

Constituent: In December 2016, BTS was included as a constituent of the

FTSE4Good Index Series and FTSE4Good Emerging Market Index series. Created by the global index provider FTSE Russell, “the FTSE4Good Index Series” is designed to measure the performance of companies demonstrating strong Environmental, Social and Governance (ESG) practices. FTSE Russell additionally launched “the FTSE4Good Emerging Index in December 2016.” This index is an extension to the FTSE4Good Index series, which is designed to measure the performance of companies in emerging countries representing strong ESG practices. There are 457 constituents covering 20 emerging countries in the FTSE4Good Emerging Index and only 32 Thai listed companies in the FTSE4Good Emerging research universe in the first assessment year. The FTSE4Good indices are reviewed based on public data semi-annually in June and December.

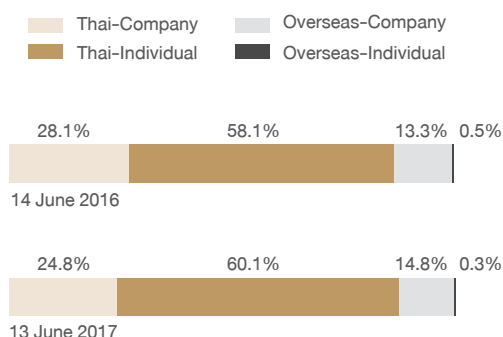
Source: FTSE Russell

SHAREHOLDING STRUCTURE

As of 13 June 2017, the Company had 81,416 shareholders. The major shareholder is Mr. Keeree Kanjanapas Group, which owned 41.3% of 11,839.1mn shares having the voting rights (i.e. excluding repurchased shares). For more details of major shareholders, please see the Top 10 Major Shareholders table. Non-Thai shareholding represented 15.1% of total shares (13.8% in FY 2015/16). The Company’s free float shareholding stood at 62.4%* of total paid-up capital.

* Source: Stock Exchange of Thailand (SET) as of 14 June 2016

SHAREHOLDING BY SHAREHOLDER TYPE



TOP 10 MAJOR SHAREHOLDERS

(as of 13 June 2017)

Name of Shareholders	No. of Shares	% of Total Shares
1. Mr. Keeree Kanjanapas Group	4,885,675,039	41.27%
2. Thai NVDR Co., Ltd.	923,252,022	7.80%
3. Bangkok Bank Public Company Limited	545,466,733	4.61%
4. Social Security Office	196,159,700	1.66%
5. HSBC (SINGAPORE) NOMINEES PTE LTD	176,794,319	1.49%
6. UOB KAY HIAN PRIVATE LIMITED	164,153,103	1.39%
7. CHASE NOMINEES LIMITED	134,035,012	1.13%
8. GIC PRIVATE LIMITED	78,723,138	0.66%
9. STATE STREET BANK EUROPE LIMITED	75,321,555	0.64%
10. K Equity 70:30 LTF	62,869,400	0.53%

As at the book closure date of 13 June 2017, the Company had a total of 11,934,954,312 issued shares, 95,839,900 shares of which were the repurchased shares pursuant to the Company’s share repurchase programme for financial management purpose. The percentages shown above are calculated from a total of 11,839,114,412 shares having the voting rights (i.e. excluding repurchased shares).

Mr. Keeree Kanjanapas Group consisted of (1) Mr. Keeree Kanjanapas holding 3,281,164,652 shares in his own name, holding 350,000,000 shares through a custodian called UBS AG HONG KONG BRANCH, and holding 260,000,000 shares through a custodian called CREDIT SUISSE AG, SINGAPORE BRANCH; (2) Mr. Kavin Kanjanapas holding 602,459,295 shares; (3) Miss Sushan Kanjanapas holding 32,000,000 shares; (4) K2J Holding Co., Ltd. holding 360,000,000 shares; and (5) AMSFIELD HOLDINGS PTE. LTD. holding 51,092 shares.

Tanayong Food & Beverage Co., Ltd., a subsidiary of the Company, held 35,754,032 shares (0.30%) for and on behalf of the creditors pursuant to the Company’s business rehabilitation plan where these shares will be transferred to the creditors in the future.

For the details of the top 10 shareholders, please refer to <http://bts.listedcompany.com/shareholdings.html>

SHAREHOLDER DISTRIBUTION

(as of 13 June 2017)

Number of Shareholders	No. of Shares	% of Total Shareholders
> 15,000,000	52	0.1%
1,000,001 – 15,000,000	546	0.7%
500,001 – 1,000,000	470	0.6%
100,001 – 500,000	2,741	3.4%
50,001 – 100,000	5,825	7.2%
10,001 – 50,000	18,720	23.0%
5,001 – 10,000	11,694	14.4%
1,001 – 5,000	21,546	26.5%
1 – 1,000	19,822	24.3%
Total	81,416	100.0%

CREDIT RATING AND OUTLOOK

	Issue Rating / Outlook	
	By FITCH	By TRIS
BTS Group	A (tha) / Stable	A / Stable
BTSC	A (tha) / Stable	A / Stable
BTSC Debenture (BTS168A): THB 1,500mn Senior debenture due August 2016	AAA (tha) / Stable	N/A
BTSC Debenture (BTSC19NA, BTSC21NA, BTSC23NA, BTSC26NA): THB 22,000mn Senior unsecured debenture due November 2026	A (tha) / Stable	A / Stable

BTS Group and BTSC are rated “A (tha) / Stable” from Fitch Ratings (Thailand) Limited (FITCH) and “A / Stable” from TRIS Rating (TRIS). Both ratings agencies have assessed the Company and BTSC as having solid, stable cash flow and profitability in its mass transit and media operations. The ratings will add flexibility to the Company to tap debt financing sources at attractive rates.

On 29 January 2014, FITCH upgraded the long-term ratings of BTSC’s the last tranche of debenture that was guaranteed by Bank of Ayudhya PCL (BAY) to “AAA (tha) / Stable” from “AA-(tha) / Stable”. The rating reflects the credit rating of BAY, who has provided a letter of guarantee against the payment of interest and principal of the debentures outstanding. This BTSC debenture was fully repaid in August 2016.

Subsequently, FITCH on 2 November 2016 and TRIS on 7 October 2016, re-affirmed BTSC’s initial rating at “A / Stable” outlook after the THB 22,000mn senior unsecured debenture issuance by BTSC. The bonds were issued in four tranches due in 2019, 2021, 2023, and 2026 with average coupon rate of 3.31%. The proceeds will mainly be used to purchase new rolling stocks and fund electrical and mechanical systems (E&M) for the Green Line North & South extensions. This BTSC’s debenture is rated “A (tha)/ Stable” from FITCH and “A / Stable” from TRIS on 7 October 2016.

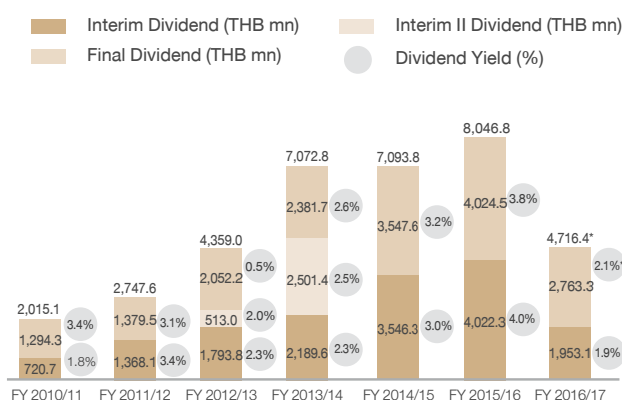
DIVIDEND POLICY

“ Total dividend of THB 4.7bn* was paid in FY 2016/17. This equates to a dividend yield of 4.0%* ”

For FY 2016/17 and beyond, the Company’s dividend policy reverts to ‘no less than 50% of the net income after tax in accordance with the Company’s financial statements (on a standalone basis). Given the investment cycle that the existing opportunity set provides, it is reasonable to expect a decline in BTS Group’s absolute dividend payment, although we would aim to pay a dividend that is competitive with the constituent companies of the SET50 Index.

In FY 2016/17, the Company paid interim dividend of THB 0.165 per share and has also proposed a final dividend of THB 0.175* per share to the shareholders’ meeting. Together, this translates into a dividend yield of approximately 4.0%. This compares favourably versus the SET50 average dividend yield of 3.3% as of 25 May 2017. For the latest dividend information, please refer to <http://bts.listedcompany.com/dividend.html>.

BTSG DIVIDEND RECORD



* FY 2016/17 final dividend is subject to shareholders’ approval at the shareholders’ meeting on 25 July 2017. Dividend yield is calculated using BTS closing share price one day before the date of Board of Directors’ meeting approving the relevant dividend payment.

OTHER CAPITAL MARKETS ACTIVITY

NEW EQUITY ISSUANCE

During the course of the fiscal year, the Company allocated a total of 5.6mn new ordinary shares as a result of the exercise of warrants BTS-WA, BTS-WB and BTS-W3.

BTS-WA Warrants (BTS-WA): 100.0mn units of BTS-WA were issued to the employees of the Company and its subsidiaries under BTS Group ESOP 2011 Scheme. Following the share consolidation on 7 August 2012, the exercise ratio of BTS-WA was 1 unit of warrant for 0.16 ordinary share of the Company and the exercise price is THB 4.375 per share. Thereafter, on 31 July 2015 and 28 July 2016, the exercise ratio and the exercise price were adjusted on both occasions after the dividend payments for FY 2014/15 and FY 2015/16, respectively were more than 80% payout of net profit after tax of the company's separate financial statements. Consequently, the exercise ratio of BTS-WA is 1 unit of warrant for 0.170 ordinary shares of the Company and the exercise price is THB 4.117 per share. BTS-WA had a term of 5 years from the issue date (18 August 2011) and could be exercised quarterly on the last business day starting from 30 September 2013 until the last day on 18 August 2016. 16.0mn ordinary shares reserved to accommodate the exercise of BTS-WA. Having now expired, the outstanding BTS-WA of 2.0mn units, equivalent to 0.1mn reserved ordinary shares will be cancelled by reducing the Company's registered capital accordingly.

BTS-WB Warrants (BTS-WB): 16.0mn units of BTS-WB were issued to the employees of the Company and its subsidiaries under BTS Group ESOP 2012 Scheme. The exercise ratio of BTS-WB is 1 unit of warrant for 1 ordinary share of the Company and the exercise price is THB 5.01 per share. BTS-WB has a term of 5 years from the issue date (11 June 2013). BTS-WB can be exercised quarterly on the last business day starting from the first quarter following 11 June 2015. The first

exercise date will be on 30 June 2015 and the last exercise date will be on 11 June 2018. The ordinary shares reserved to accommodate the exercise of BTS-WB are 16.0mn shares. At present, the balance of the outstanding BTS-WB is 6.3mn units and the balance of ordinary shares reserved to accommodate the exercise of BTS-WB is 6.3mn shares.

BTS-WC Warrants (BTS-WC): 16.0mn units of BTS-WC were issued to the employees of the Company and its subsidiaries under BTS Group ESOP 2015 Scheme. The exercise ratio of BTS-WC is 1 unit of warrant for 1 ordinary share of the Company and the exercise price is THB 10.19 per share. BTS-WC has a term of 5 years from the issue date (30 May 2016). BTS-WC can be exercised quarterly on the last business day starting from 30 June 2018 and the last exercise date will be on 30 May 2021. 16.0mn ordinary shares were reserved to accommodate the exercise of BTS-WC.

BTS-W3 Warrants (BTS-W3): The Company issued 3,944.6mn units of BTS-W3 at no cost to the Company's existing shareholders through a rights offering at the allocation ratio of 1 unit of warrant for every 3 existing ordinary shares. The exercise ratio of BTS-W3 is 1 unit of warrant for 1 ordinary share of the Company and the exercise price is THB 12 per share. 3,971.6mn ordinary shares were reserved to accommodate the exercise of BTS-W3. The issue is intended to be contingent capital funding in the case whereby the Company secures its targeted new mass transit contracts. BTS-W3 has a term of 5 years from the issuance date (1 November 2013). BTS-W3 can be exercised quarterly on the last business day starting from 30 December 2016 and the last exercise date will be on 1 November 2018. At present, the balance of the outstanding BTS-W3 is 3,944.5mn units and the balance of ordinary shares reserved to accommodate the exercise of BTS-W3 is 3,971.5mn shares.

INVESTOR RELATIONS

The Company places a high priority on a professional Investor Relations (IR) function. The aim of the IR function is to establish and maintain open, accurate, relevant and timely communications with existing and potential investors and shareholders, which is executed through several IR products such as Management Discussion and Analysis, quarterly IR Newsletters and company presentations. These materials are available publicly on the SET website, the Company's website as well as distributed to the investment community through e-mail. The IR function reports directly to the Chief Investment Officer and works closely with all members of the Group, including the finance functions and executive management of each business unit. The IR unit has both a 1-year and 3-year plan and provides updates to the Executive Committee or the Board of Directors on a regular basis.

Key performance indicators are established in order to align the goals of the division with the goals of the Company. In short, these are related to enlarged visibility (such as number of meetings held, number of roadshows attended and website traffic) as well as quality and timeliness of product and service offerings (taking into account product delivery times, response times as well as results from surveys).

Over the past few years, the Company has remained active in its investor facing activities with existing and potential shareholders as well as the brokerage community. In FY 2016/17, the Company met 219 institutional buy-side investors, of which 38 were domestic buy side (versus 86 in FY 2015/16) and 181 were overseas investors (versus 258 in FY 2015/16). Of these meetings, 102 times were one-on-one meetings (158 in FY 2015/16) and Top Management were in attendance at 100% of all these meetings (100% in FY 2015/16). Additionally, the Company has been stepping up its marketing efforts by attending 22 roadshows in FY 2016/17, divided into 9 overseas NDRs / conferences (12 in FY 2015/16) and 13 domestic NDRs / conferences (9 in FY 2015/16).

Investor Relations Key Statistics	FY 2016/17 (times)	FY 2015/16 (times)
Total institutional investors met	219	344
Total sell side met	27	46
Company visits through one-on-one meeting	102	158
International roadshows/conferences	9	12
Domestic roadshows/conferences	13	9
Analyst Earnings Review Meetings, Analyst Strategies Update Meetings, SET Opportunity Day	7	7
Number of Site Visits Hosted (Investor Day/ Site visit)	1	1

In FY 2016/17, the Company hosted several investor-centric activities, including 4 quarterly earnings review meetings for analysts and fund managers (4 in FY 2015/16). Additionally, the Company also participated in 'SET Opportunity Day' hosted by The Stock Exchange of Thailand twice (2 in FY 2015/16) during the year in order to increase its exposure to retail investors.

The Company continued to hold quarterly earnings review conferences (each within 3 business days following the release of financial statements) and the webcasts of these are available both on the Company's website within 24 hours from the meeting date as well as on the SET website. For FY 2016/17, the Company not only expects to maintain its communication efforts across all areas but also to increase certain IR activities. For example, the Company has plans to continue to take part in 'SET Opportunity Day' at least twice a year and continue to arrange site visits for the investment community.

The Company website represents one of the key communications channels with the investment community. The website is the definitive source of information on the Group and has been designed based on Best Corporate Governance Practices. Its contents include live share price feeds, download versions of publications (including annual reports, Form 56-1, financial statements, MD&A, company presentations and IR newsletters), financial calendar and webcasts of analyst meetings.

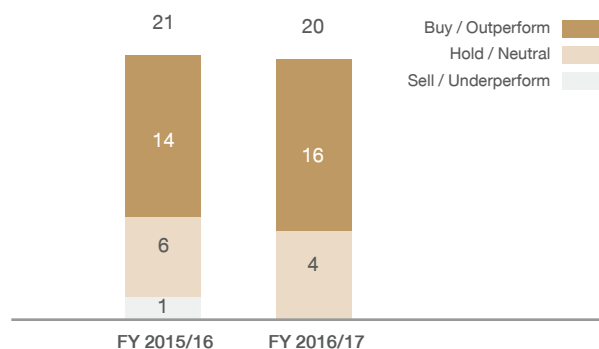
The Company also releases monthly ridership data for the BTS SkyTrain and provides an e-mail alert service such that investors can be automatically alerted when there are any new press releases or website updates. In FY 2016/17, the number of email subscribers of the Company's information increased 2.7% YoY to 1,962 subscribers.

In November 2016, the Company was honoured with the 'Titanium Award of The Asset Corporate Award, 2016' for the third year by The Asset Magazine, which is Asia's leading issuer-and investor-focused financial monthly publication. This award was an assessment of financial performance, management, corporate governance, social and environmental responsibility and investor relations. The recognition for the award was based on the Company's questionnaire submission together with direct interview with investors.

As of 9 June 2017, the Company was covered by 20 research companies (collected data from March 2016 - June 2017), a decrease compared with the fiscal year 2015/16 (21 companies). The 20 research companies, namely Asia Plus Securities, Asia Wealth Securities, Bualuang Securities, BNP Paribas Securities, Credit Suisse Securities, DBS Vickers Securities, Deutsche TISCO Investment Advisory, Finansia Syrus Securities, IV Global Securities, J.P. Morgan Securities, Kasikorn Securities, KGI Securities, KT ZMICO Securities, Macquarie Securities, Maybank Kim Eng Securities, Phatra Securities, Phillip Securities, RHB OSK Securities, SCB Securities and Trinity Securities covered BTS in FY 2015/16 and continued to maintain coverage of BTS in FY 2016/17. However, there are another 6 research companies; CIMB Securities, Jefferies Group LLC, Krungsri Securities, KTB Securities, Thanachart Securities and UBS Securities, updated their reports during May 2014 to October 2015. As such, their target prices are not included in the calculation of average consensus target price.

As of 9 June 2017, 16 of the 20 companies placed a buy or outperform recommendation on BTS and 4 placed a hold or neutral recommendation with average consensus target price of THB 10.02 per share.

ANALYST RECOMMENDATION SUMMARY



INVESTOR RELATIONS CONTACT DETAILS

For enquiries by shareholders and investors, please contact our Investor Relations Department

Head of Investor Relations	Daniel Ross (Chief Investment Officer / Head of Investor Relations)
Investor Relations	Sinatta Kiewkhong, Daniel Kastner, Thanthakon Bhumkittipiwat
Contact Telephone	+66 (0) 2273 8631, +66 (0) 2273 8623, +66 (0) 2273 8637
Email	ir@btsgroup.co.th
Website	http://www.btsgroup.co.th
SET share symbol	BTS
SET warrant symbol	BTS-W3
Shareholder registrar	Thailand Securities Depository Co., Ltd. 93 Ratchadaphisek Road, Dindaeng, Bangkok 10400, Thailand Tel: +66 (0) 2009 9000 Fax: +66 (0) 2009 9991 SET Contact Center: +66 (0) 2009 9999 Website: http://www.set.or.th/tsd E-mail: SETContactCenter@set.or.th

RISK MANAGEMENT REVIEW

BTS Group established both a “top down” and “bottom up” approach to Risk Management with clear designated responsibilities across the Risk Management Framework. The Group has implemented its Risk Management Framework in accordance with the standards set out by risk management framework of the Committee of the Sponsoring Organisations of the Treadway Commission (COSO) and expanded on their earlier Internal Control Framework. Further details can be seen in *section 5: Corporate Governance* in this annual report.

The following section highlights some of the key risks which the Board of Directors considers may be a material threat at the current time but it is not meant to be a comprehensive list of risks to which the Company is exposed. For more details of risk factors, please refer to **Form 56-1** of the Company.

KEY RISKS

Risks			
Strategic	Operational	Financial	Compliance
Industry Changes	Recruitment / HR	Interest rates	Legal
Macroeconomic changes	Political Exchange	Exchange rates	Regulatory
Supply & Demand	Reputation / Social	Available of funding	Market Practice
Competition	Health & Safety	Cash Flow	Environment
Acquisition	Technological Changes	Accounting & Tax	
	Supply Chain	Liquidity	
	Cost efficiency	Counterparty Risk	
Corporate Governance			
Internal Controls			

Risk Category	Risk	Explanation	Mitigation
Strategic	Thai Economy	Detrimental economic conditions such as slowing growth of Gross Domestic Product (GDP), high inflation rate and decreasing consumer purchasing power may erode the Group's earnings.	Affordable and good quality services can fortify the Group's growth against detrimental impact. Performance track record of SkyTrain Core Network shows evidence of 'recession resilience'.
	Market	Our involvement in various market and customer segments including Mass Transit, Media, Property and Services exposes the Group to different conditions and characteristics such as demand/supply situation, degree of competition and government policy influence.	Risk management in place to cover individual business unit risk. Utilising synergies across the Group's various business units to enhance the Group's strengths such as building direct 'skybridge' connections from BTS stations to our properties to enhance convenience.

Risk Category	Risk	Explanation	Mitigation
Strategic	Investment	Investing in opportunities or undertaking opportunistic acquisitions may require considerable capital resources and effort to develop the new business. For the equity component of the investment, shareholders could be exposed to dilution and investment return risk.	The Group considers new investment only in businesses related to its four core business units. Any new investment should both have projected internal rate of return (IRR) greater than our investment hurdle rate and provide business synergy to the Group.
Operational	Operating Cost	Major items such as personnel expense, real estate development costs, electricity costs and maintenance costs are exposed to increases that may squeeze operating profit margin. Given that the company is still a relatively small property player it enjoys less economies of scale and purchasing power to help control raw material costs such as steel.	Management monitors changes to operating costs. BTSC can adjust fares on SkyTrain Core Network based on certain increases in Consumer Price Index (CPI). Fluctuations in raw materials related to property business still represents only a small portion of the overall business.
	Business Interruption	Business interruptions resulting from political turmoil, acts of terrorism or natural disasters amongst other things.	The Group has made insurance agreements that insure against business interruptions, property damage (including from terrorism and natural disasters) subject to minimum deductibles.
	Human Resources	Our businesses require employees with specific skill sets that may be difficult to source in the market. Despite having a non-unionized workforce and having never experienced any collective work stoppages, there is no assurance that the Group will not experience disruptions due to disputes or problems in the future.	The Group has to provide an attractive remuneration package, including monetary and non-monetary components. In addition to salary benefits, the Group provides variable bonus payments, provident fund scheme and other welfare such as savings cooperative scheme and an Employee Stock Option (ESOP) plan.
	Technology	Our operation requires reasonable investment in technology such as rolling stock, signalling system automatic fare collection system and LCDs for the media business. Changes to technology may impact our investment and maintenance budget.	Decisions on new technology investment are based on total benefits that will arise in the future. In 2011, an upgrade to the signalling system was completed, which not only increased the system's capacity by increasing train frequency, but increased flexibility and reduced ongoing maintenance cost and our dependence on any one provider.

Risk Category	Risk	Explanation	Mitigation
Operational	Reputation	BTS brand is well-known by the market. We are exposed to reputation risk from customer dissatisfaction, particularly in our Mass Transit business.	The customer services department continuously analyses customer feedback and reports to management of customer satisfaction level.
Financial	Liquidity	The Group's capability to manage its cash flow and meet its obligations such as servicing its interest expense and debt principal repayments within a certain period may be affected by an increase in working capital requirements, a reduction in revenue or a reduction in dividends from its subsidiary and associated companies. Any adverse effect would also impair the Group's ability to pay dividends to its shareholders.	The management closely monitors its working capital requirements and cash inflows and outflows using internal management data and the Group's financial projections whilst paying close attention to the cash conversion cycle (payables, receivables, etc) and key debt-related financial indicators (debt-service coverage ratio).
	Credit	A downgrade of the Company's credit confidence may affect the Group's ability to access capital markets, raise funds or re-finance debt in the capital markets.	In May 2016, BTS Group and BTSC were awarded "A" ratings and a "Stable" Outlook by FITCH and TRIS ratings agencies. Following a debenture issue of THB 22bn, FITCH on 2 November 2016 and TRIS on 7 October 2016, re-affirmed BTSC's initial rating at "A / stable" outlook.
	Interest Rate	A significant portion of our interest-bearing debt is in bank loans and bills of exchange that are linked to changes in interest rates. If interest rates were to increase, the Group's interest expense would increase and vice versa. The Group also has interest rate risk exposure on our investments such as fixed bank deposits, bills of exchange and short-term debentures. The interest income of the Group would decline if market interest rates declines. Moreover the Group may lose an opportunity to enjoy higher interest income if we are already committed to long-term investments.	The management always monitors global and domestic economic situations as well as interest rate trends in order to manage or interest rate exposure.

Risk Category	Risk	Explanation	Mitigation
Financial	Foreign Exchange	Though the Group has minimal foreign currency risks because its operations are chiefly generated in THB, foreign currency denominated transactions such as the purchase of rolling stock and spare parts, which BTSC procures directly from overseas suppliers, may be exposed to adverse changes in foreign currency rates.	The Group diversifies risks by investing overseas. Apart from seeking returns from offshore market, foreign currency income can be used to support our rolling stock and spare parts procurements of BTSC. The Group will consider hedging the exposure to foreign currency fluctuations only when it exposure is material and cost of hedging is not punitive.
	Excess Liquidity Management	The Group has significant amount of excess cash, which is earmarked for future investment projects. In order to manage the excess cash and preserve its value against inflation, The Group has initiated a prudent treasury management policy, which depends on several external factors such as interest rate, foreign exchange rate and return on investment. As is characteristic of long-term investment policies, certain periods may achieve gains exceeding or missing our target and so the Group faces risks related to principal loss and not meeting its expected absolute return target to mitigate value erosion from inflation.	The Group's treasury management invests in a portfolio of financial assets and securities, mainly consisting of deposits, bill of exchange, money market instruments and investment-grade fixed-income securities in both local and foreign institutions and equity in local and foreign funds.

Risk Category	Risk	Explanation	Mitigation
Legal & Compliance	Agreement	<p>Our Mass Transit revenues rely mainly on the Concession Agreement and Operating & Maintenance (O&M) Service Contracts. Despite the sale of Net Farebox Revenues (and the transfer of associated risk and reward under the contract to unit holders of BTSGIF), BTSC remains the legal concessionaire. Any termination or failure to extend said agreements and contracts may have a material impact to our future cash flows. In addition, if the Concession Agreement is terminated, it will be an event of default under the Net Revenue Purchase and Transfer Agreement, entitling BTSGIF a right to enforce the Company to repay the debts under the guarantee agreement by enforcing BTSC to pledge shares under the BTSC Share Pledge Agreement or by enforcing the Company to transfer BTSC shares to BTSGIF under the Agreement to Sell and Purchase BTSC shares.</p>	<p>Following the Asian financial crisis in 1997, BTSC went through business rehabilitation from its exposure to foreign currency debt. Despite this financial difficulty and owing to its technical expertise and strong relationship with government agencies, there were no issues regarding the termination of the Concession Agreement. The Group also collaborates with the BMA to design and operate many mass transit development projects such as the Core Network, the Extension line, the Northern and Southern Green Line extensions and the BRT system. We will continue to improve operating efficiency and maintain strong relationships with government agencies.</p>
	Environmental	<p>Our business is subject to environmental regulations such as pollution controls and environmental impact assessments. The Group may face additional investment obligations or business process adjustment if there are tighter environmental requirements.</p>	<p>Our SkyTrain system is environmentally friendly, which produces significantly less carbon dioxide emission than road-based transit vehicles. An increase in ridership is also positive to the environment because our system benefits from economies of scale in terms of energy consumption and a lower per capita carbon footprint.</p>

SOCIAL, COMMUNITY AND ENVIRONMENTAL RESPONSIBILITY



BTS Group continues to conduct business in line with the company's established Corporate Social Responsibility Policy, covering all aspects of its operations and aimed at achieving the Group's targets over the three aspects of sustainable development, i.e. Social, Environment and Governance.

BTS Group's Corporate Social Responsibility Policy is focused on delivering "Happiness" and making significant "Contribution" to schools in remote areas, in order to assist with development and expansion of educational opportunities. Furthermore, BTS Group supports the health and the well-being of people in the wider community, by providing access to healthcare and medical services. Of equal concern is the conservation of natural resources, achieved through maintaining a balance between energy savings, environmental management and the need to deliver satisfactory returns to stakeholders.

In addition to the above, the BTS Group has contributed to empowering society, by providing areas for the direct sale of goods produced by various communities. This has been a contributing factor in helping to lead society along the right path to sustainable development. In 2016, out of 124 listed companies participating, the BTS Group was awarded the 'Sustainability Report Award 2016', in the 'Recognition' category, for the second consecutive year. This award again recognises our continued commitment to long-term corporate sustainability. For more information, please refer to the 'Sustainability Report 2016/17'.



MANAGEMENT DISCUSSION & ANALYSIS

FY 2016/17 FINANCIAL HIGHLIGHTS

- **Mass Transit Operation & Maintenance (excluding interest income from train procurement) revenue increased 4.2% YoY to THB 1,661.0mn** from the contractually agreed increase in the operating fee of the existing green line extensions
- **Revenues from installation and construction services and train procurement service rose from THB 94.4mn to THB 1.7bn** chiefly due to the Company began investing in new Green Line extensions
- **New ridership record of 238.0mn trips, 2.4% growth YoY. Average fare of THB 27.9 per trip, an increase of 1.3% YoY**
- **Fare-box revenue of the core system continued to grow at 3.7% YoY or THB 239.0mn to THB 6,636.1mn. Share of net profit from investment in BTS&GIF increased by 11.5% YoY to THB 945.0mn**
- **Media business revenue of THB 3,009.6mn in FY 2016/17, a 29.8% increase YoY or THB 691.2mn** largely from the consolidation of MACO (Outdoor Media) as well as BSS & BSSH-together known as Rabbit Group (Digital services Business)¹
- **Share of net loss from BTS-SIRI Joint Venture in FY 2016/17 narrowed to THB 252.7mn** from the transfer of 83% of The Line Sukhumvit 71 condominium units
- **5 additional BTS-SIRI condominium projects:** “The Line Asoke-Ratchada”, “The Base Rama 9”, “The Line Pradipat”, “The Line Sukhumvit 101” and “Khun by Yoo” (total project value of THB 19.2bn) were launched this year
- **Services business revenue² increased by 51.0% YoY to THB 742.9mn** mainly from revenue from construction services, revenue from restaurant business and revenue from BPS
- **Pre-tax recurring profit (before MI) of THB 2,564.4mn, an increase of 4.5% YoY**
- Reported net profit (before MI) decreased by 49.1% to THB 2,235.7mn, predominantly from no repeat of recognition of extraordinary net gain on swap of investments with U City in the previous year
- **Full year 2016/17 dividend to shareholders of THB 4,716.4mn³, equivalent to an annual dividend yield of 4.0%**

BUSINESS IMPACT ANALYSIS

Thailand's annual GDP grew 3.2% in 2016. The growth rate picked up modestly from the previous year (GDP growth of 2.8% in 2015) largely from public spending, tourism and the recovery of the exports. However, the year was not without its challenges. The tragic passing of His Majesty King Bhumibol Adulyadej affected our Media business in particular.

For our **Mass Transit** business, fare-box revenue of the core network continued to grow at 3.7% YoY or THB 239.0mn to THB 6.6bn in FY 2016/17 primarily driven

by the increase in ridership (up 2.4% YoY to 238.0mn trips) and the increase in average fare (up 1.3% YoY to THB 27.9 per trip). However, the lower-than-expected ridership growth (actual growth of 2.4% versus target of 5-6%) was mainly affected by the cancellation of several events during the official mourning period in respect to His Majesty the King's passing and tepid private consumption growth. Despite this, farebox revenue continued to grow, illustrating the business' characteristic resilience. As the overall network expands and the number of people with access to mass transit increases, our Mass Transit business will be a key beneficiary.

¹ Media revenue includes performances of VGI Group and Rabbit Group. Rabbit group (classified to be under Digital Services Business) comprises of subsidiaries of BSS & BSSH but excludes two companies which are Bangkok Payment Solutions Co., Ltd. (BPS)-under former subsidiary; BSSH and Rabbit Rewards Co., Ltd. (RR).

² Services revenue includes revenue from Rabbit Rewards, revenue from BPS, revenue from HHT construction and revenue from ChefMan Restaurants.

³ The final dividend of THB 0.175 per share is subjected to shareholders' approval.

Media advertising expenditure reported a double digit decline by 11.2% YoY to THB 106.7bn in FY 2016/17, mainly due to the one-month moratorium on digital advertising and the postponement of entertainment/celebratory/social activities during the mourning period subsequent to His Majesty the King's passing. Our media revenue increased 29.8% YoY, slight below the Company's revised guidance of 30% growth (VGI revised Media targeted revenue from THB 3.1bn to THB 2.7bn in November 2016). The slower-than-expected Media revenue growth was mainly from suspending all digital media advertisements and replacing them with mourning content during the 30-day mourning period. The media business is particularly sensitive to the macroeconomic situation in Thailand, which remains subdued. We expect our Media business to continue to grow considerably by the fundamental drivers of mass transit line expansion, new office building supply, digitisation of billboards and the integration of VGI's newly acquired business segment "Digital Services Business".

FY 2016/17 was another challenging year for our **Property** business. Largely as a result of modest GDP growth, consumer sentiment and purchasing power remain subdued. Moreover, following several years of accumulating household debt, thereby banks have decelerated their loan growth with tightened lending standards. Hence developers have shifted focus to upper-scale projects, creating fierce competition and generally slower sales rates. The tourism market remains relatively buoyant with international arrivals growing 9.0% from the previous year to reach 32.6mn. Our hotels continued to benefit from this backdrop, though the cancellation of celebratory and corporate events during the mourning period has affected hotel food & beverage (F&B) revenues in particular and our recent expansion of U Inchantree Kanchanaburi from 26 keys to 50 keys was only partially operational for the year, which has lowered overall occupancy and RevPAR for our hotels. This is expected to normalise in the year ahead.

STATEMENT OF COMPREHENSIVE INCOME

The Group recorded consolidated total revenue of THB 9,618.3mn in FY 2016/17. This represented a decrease of 4.5% YoY or THB 450.6mn from THB 10,068.9mn in FY 2015/16. The decline in revenue was largely from (i) no repeat of an extraordinary gain (before tax) of THB 3,458.5mn recognised in the previous year from the swap of investments with U City and (ii) a reduction in revenue from sales of real estate of THB 264.5mn, as there was no remaining backlog of Abstracts Phahonyothin Park (Tower A) under our former subsidiary, Nuvo Line, which subsequently became a BTS-SIRI JV company in 3Q 2015/16. However, the decline was partially offset with (iii) an increase in revenues from installation and construction services and train procurement service under concession agreement of THB 1,654.0mn mostly from the provision of E&M works and the train procurement service for the Southern (Bearing to Samutprakarn) and Northern (Mo Chit to Khu Kot) Green Line extensions of

approximately THB 1.4bn, (iv) a growth in service income of THB 844.2mn from higher Mass Transit, Media and Services businesses, (v) an increase in interest income of THB 262.4mn mainly from higher loans to joint venture companies and cash balance, (vi) an increase in gain on sales of investments of THB 232.8mn and (vii) gain on change in status of investment of THB 207.4mn from gain from fair value measurement in MACO at the acquisition date.

Total operating revenue in FY 2016/17 grew by 37.0% YoY or THB 2,325.9mn to THB 8,606.2mn largely as a result of higher operating revenue from Mass Transit, Media and Services businesses, which increased by 64.6%, 29.8% and 51.0% respectively. Nevertheless, the increase in operating revenue was partially offset with a 31.2% YoY decrease in Property operating revenue primarily from a reduction in sales of real estate. Revenues from the Mass Transit, Media, Property and Services businesses accounted for 49.2%, 35.0%, 7.2% and 8.6% of total operating revenue, respectively.

Operating Revenue ⁶ (THB mn)	FY 2016/17	% of Total ⁶	FY 2015/16	% of Total ⁶	% Change (YoY)	FY 2016/17 GP Margin ⁷	FY 2015/16 GP Margin ⁷
Mass Transit ⁴	4,236.6	49.2%	2,573.5	41.0%	64.6%	49.7%	66.4%
Media ¹	3,009.6	35.0%	2,318.4	36.9%	29.8%	65.3%	69.3%
Property ⁵	617.1	7.2%	896.5	14.3%	(31.2)%	37.7%	39.6%
Services ²	742.9	8.6%	492.0	7.8%	51.0%	21.5%	24.7%
TOTAL⁸	8,606.2	100.0%	6,280.3	100.0%	37.0%	51.9%	60.4%

¹ Media revenue includes performances of VGI Group and Rabbit Group. Rabbit group (classified to be under Digital Services Business) comprises of subsidiaries of BSS & BSSH but excludes two companies which are Bangkok Payment Solutions Co., Ltd. (BPS) – under former subsidiary; BSSH and Rabbit Rewards Co., Ltd. (RR). VGI consolidated full-year results of Rabbit Group under common control basis into its Company, therefore, the VGI Group's financial statements were restated as if the combination had taken place since 1 April 2014.

² Services revenue includes revenue from Rabbit Rewards, revenue from BPS, revenue from HHT construction and revenue from ChefMan Restaurants.

³ Subject to shareholders' approval, the Board of Directors approved the final dividend of THB 0.175 per share or equivalent to the dividend payment in the amount of not exceeding THB 2,763.3mn (calculated based on the assumption that all remaining BTS-W3 Warrants and BTS-WB Warrants are fully exercised, the number of shares with the right to receive dividend will total 15,790.0mn shares). Dividend yield based on share price as of date prior to Board of Directors' meeting.

⁴ Mass Transit revenue includes:

- i) Share of net profit (loss) from BTSGIF (included in 'Share of profit (loss) from investments in associates' in statement of comprehensive income)
- ii) Service Income from Train & Bus Operation Management (included in 'Service income' under 'Revenues from provision of operating services') and Interest Income from Train Procurement)
- iii) Services Income from the provision of E&M works and the train procurement service

⁵ Property includes Sales from Real Estate, Rental and Service Income, Revenue from group of Hotels and Service income related to Thana City Golf & Sports Club Co., Ltd.

⁶ Operating revenue from the operational performance of 4 BUs EXCLUDES interest income, dividend income and non-recurring items.

⁷ Operating gross profit calculated based on the operational performance of 4 BUs.

⁸ Operating EBITDA calculated based on the operational performance of 4 BUs EXCLUDES interest income, dividend income, share of net profit (loss) from other associates (except from BTSGIF) and joint ventures and other non-recurring items.

Total consolidated expenses and SG&A amounted to THB 6,465.6mn in FY 2016/17, an increase of THB 1,786.9mn or 38.2% YoY mainly from (i) an increase in cost of installation and construction services and train procurement service under concession agreement of THB 1,438.3mn, which are largely costs related to the provision of E&M works and the train procurement service for the Southern and Northern Green Line extensions, (ii) an increase in selling and administrative expenses of THB 539.3mn mainly from the increase in staff cost, SG&A expenses of MACO following the consolidation into VGI as well as higher SG&A of Services BU and (iii) an increase in cost of services and servicing expenses of THB 495.4mn largely due to higher operating costs chiefly related to Media business.

Operating costs increased by 66.4% YoY to THB 4,141.9mn largely from recognising costs for the provision of E&M works as well as the train procurement service for the Southern and Northern Green Line extensions as well as costs related to the consolidation of MACO (Media BU). As operating revenue increased more than operating costs, operating gross profit⁷ grew 17.7% YoY to THB 4,464.3mn. Nonetheless, as operating costs increased at a higher rate than the increase in operating revenues together with higher contribution from Mass Transit

business due to the provision of E&M works and the train procurement service which has a lower margin, the Group operating gross profit margin decreased to 51.9% from 60.4% in FY 2015/16.

Owing to higher operating gross profit, Group operating EBITDA⁸ increased by THB 235.5mn or 8.7% YoY to THB 2,928.3mn. The operating EBITDA margin however, decreased to 34.0% in FY 2016/17 from 42.9% in FY 2015/16 mainly from the aforesaid lower operating gross profit margin and higher SG&A expenses.

Revenue from non-operating recurring transactions increased by THB 360.9mn or 72.3% YoY to THB 860.1mn. The increase was mainly from a combination of (i) the increase in interest and investment income of THB 358.8mn from higher cash balance and loans to joint venture companies as well as an increase in gain on sale of investment of THB 188.0mn, being offset with (ii) an increase in share of net loss from associates/JVs (not including share of profit in BTSGIF) of THB 121.8mn. Finance costs increased by 123.2% YoY or THB 356.9mn to THB 646.6mn primarily from the increase in interest expense of bills of exchange together with the interest expense of new BTSC debenture of THB 22bn (issued on 10 November 2016) of THB 282.9mn.

Pre-tax recurring profit⁹ for this year was THB 2,564.4mn, increasing 4.5% YoY from THB 2,454.5mn in FY 2015/16 mainly due to total revenue (both operating revenue and non-operating recurring transactions) increased more than the increase in total costs.

Reported income tax expense was THB 657.6mn, versus THB 1,121.1mn in FY 2015/16. The decrease was primarily from lower profit. Taking into account all the aforesaid transactions, the Group's consolidated

net profit stood at THB 2,235.7mn (decreasing 49.1% YoY) and profit attributable to the equity holders of the Company was THB 2,003.5mn (decreasing 51.5% YoY). The net profit margin attributable to the equity holders of the Company¹⁰ in FY 2016/17 was 20.0% (versus 39.4% in FY 2015/16). Despite the increase in pre-tax recurring profit, reported net profit and net profit margin decreased mainly due to no repeat of the abovementioned extraordinary net gain recognised in the previous year from the swap of investments with U City.

⁹ Recurring profit calculated based on the operational performance of 4 BUs and other associates and joint ventures as well as other recurring items which are interest income and other recurring items (before MI).

¹⁰ Net profit margin calculated from net profit attributable to the equity holders of the Company / total revenue per financial statement + share of profit/ (loss) from investments in JVs and associates + gross revenue under profit / (loss) from discontinued operation for the year (if any).

SEGMENTAL PERFORMANCE

MASS TRANSIT BUSINESS

Total Mass Transit revenue was THB 4,236.6mn, a significant increase of 64.6% YoY, primarily due to (i) higher O&M revenue, (ii) an increase in share of net profit from BTS&GIF and (iii) a recognition of services revenue of the provision of E&M works and the train procurement service for Northern (Mo Chit-Khu Kot) and Southern (Bearing to Samutprakarn) Green Line extensions.

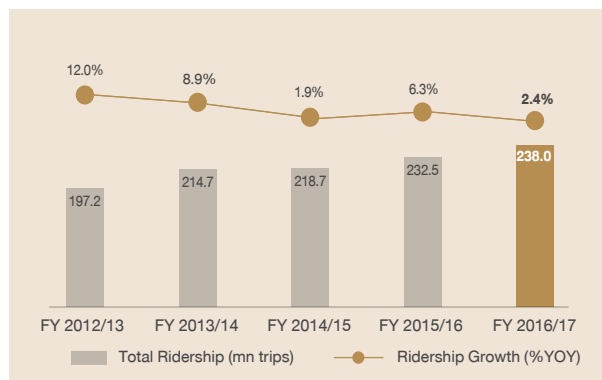
O&M revenue (excluding interest income from train procurement) rose by 4.2% or THB 67.7mn YoY to THB 1,661.0mn. The increase was mainly attributable to the contractually agreed increase in the operating fee of the existing Green Line-Sukhumvit extension and Silom extension. The interest income from the procurement of train and the provision of E&M works also rose from the previous year (up 40.4% YoY or THB 53.7mn) to

THB 186.5mn largely as a result of the provision of E&M works and the train procurement service for the Southern and Northern Green Line extensions.

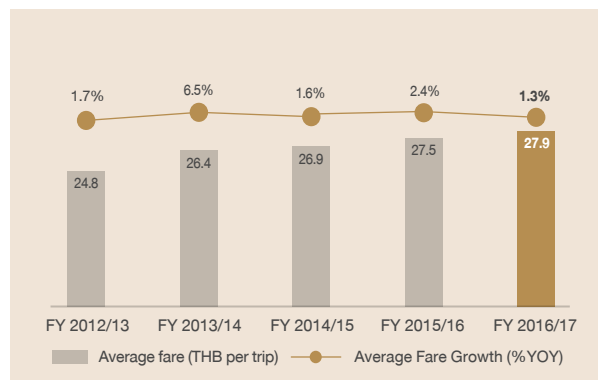
Despite the mourning period following the passing of His Majesty King Bhumibol Adulyadej, annual fare-box revenue of the core network continued to grow at 3.7% YoY or THB 239.0mn to THB 6,636.1mn mainly driven by the increase in ridership (up 2.4% YoY to 238.0mn trips) and the increase in average fare (up 1.3% YoY to THB 27.9 per trip). The improved performance in the core network resulted in an increase in **share of net profit from investment in BTS&GIF** (up THB 97.6mn or 11.5% YoY) to of THB 945.0mn.

Additionally, in FY 2016/17, the Company recognised **services revenue of the provision of E&M works and the train procurement service** for the aforesaid Southern and Northern Green Line extensions according to the percentage of work completion of THB 1.4bn.

5-YEAR HISTORICAL RIDERSHIP AND % YOY GROWTH



5-YEAR HISTORICAL AVERAGE FARE AND % YOY GROWTH



Cost of Mass Transit revenue increased in line with the increase in revenue. This increased by THB 1,266.0mn or 146.3% YoY to THB 2,131.4mn largely from the recognition of cost of services related to the provision of E&M works and the train procurement service for the aforesaid Southern and Northern Green Line extensions. The operating EBITDA margin declined to 50.4% from 67.2% as a result of the record of the provision of E&M works and the train procurement service which has a lower margin compared to other Mass Transit sub-segments. However, if we excluded the provision of E&M works and the train procurement service, the operating EBITDA margin of the Mass Transit business would reach 70.0% from 67.2% in FY 2015/16.

MEDIA BUSINESS

In FY 2016/17, total advertising expenditures reported a double digit decrease by 11.2% YoY to THB 106.7bn, mainly due to the one-month moratorium on digital advertising and postponement of activities during the mourning period subsequent to the passing of His Majesty King Bhumibol Adulyadej. Nevertheless, Out-of-Home media (which includes Transit, Outdoor and In-store media—collectively, “OOH”) and Online media—the two segments which VGI focuses on—recorded THB 12.0bn and THB 1.7bn in advertising expenditure, an increase of 25.5% and 35.9%, respectively. VGI outperformed the overall industry, benefiting from a shift in people’s behaviour to spend more time outside and the rapidly growing influence of Online media, albeit from a low base.

VGI revenue increased by 29.8% YoY to THB 3,009.6mn in FY 2016/17. The growth stemmed from both M&A transactions and organic growth of existing entities. VGI consolidated (i) Master Ad Public Company Limited (MACO)—Outdoor Media in June 2016 and (ii) Rabbit Group—Digital services Business under its common control basis in March 2017.

Following its strategy “to become a Data Centric Media Hypermarket” (DCMH), VGI is currently establishing a well diversified media portfolio by restructuring and focusing on two main businesses comprising “OOH Media” and “Digital Services Business”. As a DCMH VGI aims to offer increasingly expanding, data-enhanced,

omni-channel media services that offer versatile, measurable and targeted advertising capabilities for VGI’s customers. VGI’s customers will in turn stand to benefit from potentially higher return on investment and a more sophisticated suite of services.

OOH Media includes Transit, Outdoor and Office Building and Other Media. OOH media contributed 87.7% of total Media revenue or THB 2,639.9mn. Revenue from OOH media increased by THB 570.6mn, or 27.6% YoY attributable to the recognition of the consolidated revenue from MACO (Outdoor segment). Within OOH Media, **Transit Media** revenue rose by 2.8% to THB 1,823.7mn. Outdoor Media revenue was THB 548.9mn after the consolidation of MACO. The growth of MACO itself was mainly from an expansion through the acquisition of 70.0% in Multi Sign Co., Ltd. Meanwhile, **Office Building and Other Media** segment remains encouraging, recording revenue growth of 8.6% YoY at THB 267.3mn mainly from the continued increase in the number of office buildings (162 buildings from 135 buildings in FY 2015/16)—surpassing VGI’s target.

Digital Services Business contributed 12.3% of total revenue or THB 369.7mn. Revenue increased by THB 120.6mn or 48.4% YoY. This robust growth was mainly due to an increase in the revenue generated from (i) a growth in the revenue from system development, card issuing fee and marketing and co-promotion revenue of Rabbit cards and (ii) an increase in insurance commission revenue and IT services revenue generated by Rabbit Internet Group.

Cost of Sales increased 46.7% YoY from THB 710.9mn to THB 1,042.8mn, mainly due to additional cost of sales from the abovementioned newly acquired entities. Media SG&A expenses also expanded by THB 461.3mn to THB 908.3mn. This increase was almost entirely attributed to the acquisition of MACO’s outdoor media segment and one-time expenses related its integration. These abovementioned increase in costs, coupled with lower-than-expected revenue growth largely as a result of mourning period led to a lower operating EBITDA margin for Media in this year, decreasing to 46.7% from 60.2% in the previous year.

More commentary on Media business can be found in *FY 2016/17 VGI Global Media's management discussion and analysis* <http://vgi.listedcompany.com/misc/MDNA/20170517-vgi-mdna-fy20162017-en.pdf>

PROPERTY BUSINESS

Property operating revenue in this year was THB 617.1mn, decreasing 31.2% YoY from THB 896.5mn in FY 2015/16 primarily due to the reduction in Residential Property revenue.

Residential Property revenue declined by THB 263.8mn or 87.2% YoY to THB 38.6mn in FY 2016/17 as a result of no revenue recognition from Abstracts Phahonyothin Park Tower A condominium (which used to be under Nuvo Line) following the divestment of 50% shares in Nuvo Line to SIRI in October 2015.

In this fiscal year since September 2016, we have been transferring 242 units of our first project: The Line Sukhumvit 71 (totaling 291 units and valued at THB 2.0bn) and we expect to complete the transfer all units of this project by FY 2017/18. The company, therefore, recorded a narrowing share of loss from BTS-SIRI joint ventures of THB 252.7mn in FY 2016/17 (versus THB 271.0mn in FY 2015/16) as the aforementioned transferred revenue from The Line Sukhumvit 71 project offset the cost of sales and the selling and marketing expenses of upcoming projects and projects launched during the year. 5 additional condominium projects under BTS-SIRI Joint Venture have been launched in FY 2016/17: The Line Asoke-Ratchada, The Base Rama 9, The Line Pradipat, The Line Sukhumvit 101 and Khun by Yoo, with total project value of THB 19.2bn.

Commercial Property revenue decreased by 2.5% YoY or THB 15.1mn to THB 578.5mn. The decline was mainly from no revenue of Eastin Grand Hotel Sathorn (EGS) this year since its disposal to U City on 20 April 2015. The Company recognised a share of loss from our associate, U City, of THB 178.9mn (compared to THB 144.0mn in prior year) from one-off due diligence and advisory costs related to acquisitions and higher finance costs from the acquisition of an office building in London.

Operating costs decreased by 29.0% YoY or THB 156.9mn to THB 384.6mn as there were no costs related to the sales of Abstracts Phahonyothin Park Tower A (following the divestment of 50% shares in Nuvo Line to SIRI) as well as no costs related to EGS (following the disposal of the hotel to U City). Property SG&A expenses also decreased by 12.3% YoY or THB 45.2mn to THB 322.5mn largely from the reduction in expenses related to Abstracts Phahonyothin Park (Tower A) and EGS.

SERVICES BUSINESS

Services business revenue increased by THB 250.9mn or 51.0% YoY to THB 742.9mn. The sizeable growth was mainly due to an increase in the revenue generated from (i) HHT construction, which increased by THB 147.4mn and (ii) an increase in revenue from ChefMan Restaurants, which increased by THB 64.6mn or 18.9% YoY to THB 405.7mn largely from full year revenue generated from new ChefMan branch 'Buffet at Central World' (officially opened in February 2016).

Operating costs increased by 57.3% YoY or THB 212.4mn to THB 583.0mn largely from an increase in costs of construction. SG&A expenses amounted to THB 311.6mn, an increase of THB 52.7mn or 20.3% YoY. Key SG&A items were mainly from higher staff cost and expenses related to ChefMan Restaurants.

STATEMENT OF FINANCIAL POSITION

Total assets as of 31 March 2017 stood at THB 93,651.3mn, an increase of THB 28,391.9mn or 43.5% from 31 March 2016. Total current assets stood at THB 26,704.7mn, increasing by 162.1% or THB 16,514.2mn. The increase was primarily attributed to (i) a net increase in cash & cash equivalents (see cash movement in *Cash Flow* section) and current investments of THB 14,440.9mn largely from proceeds of BTSC debenture (THB 22bn), (ii) an increase in trade and other receivables of THB 1,090.4mn and (iii) an increase in advances to contractors of THB 619.6mn largely from the recognition of advance payment to E&M contractors for the aforesaid Southern and Northern Green Line extensions projects.

Total non-current assets were THB 66,946.6mn, an increase of 21.6% or THB 11,877.7mn primarily due to (i) an increase in other long-term investment of THB 3,769.5mn largely from the investment of proceeds from THB 22bn debenture whilst awaiting investment in new lines, (ii) an increase in long-term loans to related parties of THB 3,277.0mn to THB 9,225.5mn mainly from loans to BTS-SIRI Joint Venture projects, (iii) an increase in deposits and advances for asset acquisitions of THB 2,337.7mn mainly from the advance payment of THB 2,384mn for 46 new 4-car trains, (iv) an increase in investments in joint ventures of THB 1,760.2mn mainly from investments in Rabbit Line Pay, Keystone and Keystone Management as well as BTS-SIRI Joint Venture projects, (v) the consolidation of MACO and Multi Sign's financial statement which largely resulted in (a) an increase in goodwill of THB 1,250.6mn, (b) higher intangible assets of THB 349.2mn and (vi) the increase in receivable under purchase and installation of operating system agreement of THB 712.1mn as well as net receivable under concession agreements of THB 689.6mn largely from the provision of E&M works and the train procurement service for the Southern and Northern Green Line extensions. The increase was partially offset with (vii) a decline in restricted deposits of THB 1,153.7mn following the release of collateral in relation to an offshore loan and (viii) and a reduction in investments in associates of THB 1,012.8mn mainly from (a) BTSGIF (share of profit in BTSGIF was more than offset with dividend income and capital reduction) and U City (share of loss in U City and a loss in other comprehensive income), (b) the consolidation of MACO (change from associate company to subsidiary) into VGI yet partially offset with (c) 40% investment in Demo Power in November 2016 and (ix) a decrease in land and projects awaiting development of THB 1,011.2mn following a 50% divestment of Keystone shares.

Total liabilities increased from 31 March 2016 by 164.0% or THB 30,110.8mn to stand at THB 48,469.2mn largely due to (i) a net increase in debentures of THB

20,631.0mn from (a) new BTSC debenture (after issuing costs) of THB 21,978.4mn offset with (b) a repayment of the last tranche of the previous BTSC debenture of THB 1,347.5mn, (ii) an increase in bills of exchange payable of THB 10,457.0mn and (iii) an increase in trade and other payables of THB 1,179.5mn. However, the increase was partially offset with (iv) a repayment of net loans from financial institutions of THB 2,061.3mn.

Total equity decreased from 31 March 2016 by THB 1,718.9mn or 3.7% YoY to THB 45,182.1mn mainly attributable to (i) an increase in unappropriated deficits of THB 3,979.5mn from dividend payment being partially offset with (ii) an increase in non-controlling interest of the subsidiaries of THB 1,584.2mn following the VGI's consolidation (MACO and Rabbit Group) and (iii) the increase in surplus from the changes in the ownership interests in subsidiaries of THB 490.4mn, which was primarily the result of the Company decreasing its shareholding in (a) VGI (sale to strategic investors) from 74.3% to 71.6% and (b) BSSH from 100% to 64.4% as part of the Rabbit Group transaction. As of 31 March 2017, total issued and fully paid-up shares stood at 11,935.0mn shares. Return on equity for FY 2016/17 was 4.86%, which decreased from 8.88% in FY 2015/16.

CASH FLOW

For the year ended 31 March 2017, **cash and cash equivalents stood** at THB 15,094.5mn, an increase of 539.0% or THB 12,732.3mn. Cash used in operating activities was THB 3,484.0mn (versus THB 2,248.3mn cash from operating activities). The key components were from (i) an increase in advances to purchase of assets (payment of rolling stocks) and an increase in advances to contractors (E&M works) of THB 3,041.1mn, (ii) an increase in receivable under concession agreement and receivable under purchase and installation of operating system agreement of THB 1,371.3mn following the provision of E&M works as well as the train procurement service for the Southern and Northern Green Line extensions,

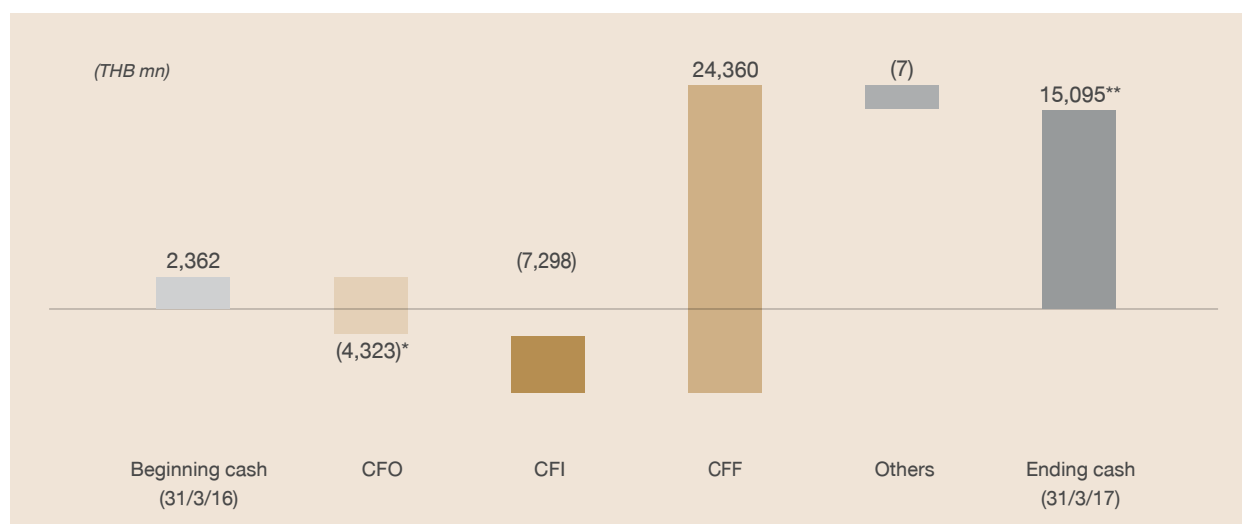
(iii) an increase in trade and other receivables. After deducting cash paid for corporate income tax of THB 747.5mn (FY 2015/16: THB 1,808.3mn) and cash paid for interest expenses of THB 91.3mn (FY 2015/16: THB 175.0mn), **net cash used in operating activities** was THB 4,322.8mn.

Net cash used in investing activities was THB 7,297.9mn. The key components were (i) net cash paid for purchases of other long-term investments of THB 3,466.0mn and net increase in current investments of THB 1,561.0mn following the treasury management, (ii) net cash paid for loans to related parties of THB 3,130.3mn and cash paid for purchases of investments in joint ventures of THB 1,214.2mn (mainly from investments in BTS-SIRI Joint Venture projects and Rabbit Line Pay), (iii) net cash

paid for purchases of property, plant and equipment of THB 847.5mn, (iv) cash paid for purchases of land and projects awaiting development of THB 493.2mn, (v) dividend income of THB 1,727.1mn, (vi) a decrease in restricted deposits of THB 1,153.7mn following the release of collateral in relation to an offshore loan and (vii) interest income of THB 645.8mn.

Net cash from financing activities was THB 24,359.8mn mainly from (i) a net cash received for long-term debentures of THB 20,628.4mn (ii) a net increase in bills of exchange payables of THB 10,273.3mn, (iii) a net cash received mainly from sale of VGI shares of THB 1,281.6mn, (iv) dividend payment of THB 5,951.4mn and (v) a net cash paid for loans from financial institutions of THB 2,071.9mn.

TWELVE-MONTHS CASH FLOW SNAPSHOT



* After (i) tax of THB 747.5mn (ii) interest expense of THB 91.3mn as well as (iii) investment in E&M works and trains procurement of THB 4.4bn.

** Excluding liquid investments of THB 19.7bn.

KEY FINANCIAL RATIOS

Profitability ratios (%)	FY 2016/17	FY 2015/16	FY 2014/15
Gross operating profit margin	51.9%	60.4%	55.5%
Selling and administrative expenses to operating sales ratio	24.6%	24.6%	22.0%
Operating EBITDA margin ^A	34.0%	42.9%	39.9%
Accounting EBITDA margin	41.2%	59.7%	52.0%
Recurring pre-tax profit margin ^B	27.1%	36.2%	42.1%
Net recurring profit margin ^B	20.1%	33.7%	34.7%
Accounting net profit margin ^C	22.3%	41.9%	35.2%
ROA ^D	2.8%	6.7%	5.0%
ROE ^E	4.9%	8.9%	6.4%
Liquidity ratio (times)			
Current ratio	1.43x	0.81x	3.96x
Leverage ratios (times)			
Total liabilities to total asset	0.52x	0.28x	0.22x
Total liabilities to total equity	1.07x	0.39x	0.28x
Interest bearing debt to equity	0.85x	0.20x	0.09x
Net debt to equity	0.51x	0.15x	(0.11x)
Net debt to operating EBITDA	7.93x	2.57x	(1.96x)
Interest coverage ^F	4.53x	9.30x	7.03x
Per share ratios^G(THB)			
Basic earnings per share	0.169	0.349	0.248
Operating cash flow per share	(0.365)	0.022	(0.006)
Free cash flow per share	(0.483)	(0.116)	(0.149)
Enterprise value per share	10.74	9.73	8.83
Book value per share	3.82	3.96	4.38

Note:

^A Excludes non-operating items and interest income

^B Calculated based on recurring profit / total recurring revenue

^C Calculated based on accounting net profit / total accounting revenue including shares of income / (loss) from investments in associates and JVs and gross revenue under profit from discontinued operation for the year

^D Calculated based on accounting net profit / total assets

^E Calculated based on accounting net profit / total shareholders' equity

^F Calculated based on operating EBITDA / finance cost

^G Calculated based on weighted average number of shares at par value of THB 4.0

BUSINESS OUTLOOK

Please refer to *section 2.8 Business Outlook FY 2017/18*



5.0 CORPORATE GOVERNANCE

In this section, we outline Management Structure, Corporate Governance Committee Report and Nomination and Remuneration Committee Report. Here, you will also find the roles and responsibilities of the Board of Directors and sub-committees, and meeting attendance and remuneration details. BTS Group's approach to Risk Management and Directors' and Executives' profiles are also found here.

- 5.1 Management Structure
- 5.2 Corporate Governance
- 5.3 Nomination, Appointment and Remuneration of Directors and Executives
- 5.4 Internal Control and Risk Management
- 5.5 Related Party Transactions
- 5.6 Director & Executive Profiles

MANAGEMENT STRUCTURE

To enhance the management efficiency, the Company has restructured the organisation chart by setting up the Office of the CEO and the Assets Custodian & Land Acquisition Department. The Company's management structure as of 31 March 2017 is as shown in **Section 3.5: Organisation Chart**.

BOARD OF DIRECTORS

The structure of the Board of Directors consists of members in the number that is suitable for the size and business strategy of the Company, but shall be no less than 5 members. At least one-third (1/3) of the members shall be independent directors and in any case the independent directors shall not be less than 3 members. The Board of Directors will have more than 6 meetings in each fiscal year.

As of 31 March 2017, the Board of Directors consisted of 14 members where 7 members were executive directors and 7 members were non-executive directors (5 members were independent directors).

No.	Name of Directors	Position	Authorised Directors	Date of Registration as Directors	Number of Meetings in FY 2016/17*
1.	Mr. Keeree Kanjanapas	Chairman	Group A	2 June 1993	12/12
2.	Dr. Paul Tong	Director	-	20 February 2007	10/12
3.	Dr. Anat Arbhahirama	Director	Group B	7 May 1998	12/12
4.	Mr. Surapong Laoha-Unya	Director	Group A	30 July 2010	11/12
5.	Mr. Kavin Kanjanapas	Director	Group A	23 January 2007	11/12
6.	Mr. Rangsin Kritalug	Director	Group B	19 December 1997	12/12
7.	Mr. Kong Chi Keung	Director	Group B	23 January 2007	11/12
8.	Professor Lt. Gen. Phisal Thepsithar	Independent Director	-	4 August 2000	12/12
9.	Mr. Suchin Wanglee	Independent Director	-	30 July 2010	12/12
10.	Professor Charoen Wattanasin	Independent Director	-	30 July 2010	12/12
11.	Mr. Cheong Ying Chew, Henry	Independent Director	-	30 July 2010	9/12
12.	Mr. Chulchit Bunyaketu	Director	-	27 July 2015	11/12
13.	Dr. Karoon Chandrangsou	Director	-	27 July 2015	12/12
14.	Mrs. Pichitra Mahaphon	Independent Director	-	1 April 2016	12/12

* In FY 2016/17, the non-executive directors had one meeting without the attendance or participation of the Management. The profiles of the members of the Board of Directors can be found in *Section 5.6: Director and Executive Profiles*.

Directors Authorised to Sign on Behalf of the Company:

Any one director from the Group A directors signing jointly with any one director from the Group B directors, totaling 2 persons together with the Company's seal affixed.

DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

- To perform its duties in accordance with the laws, the Company's objectives and the Articles of Association, and the resolutions of the shareholders' meeting with loyalty, honesty, and due care for the Company's interest;

2. To determine the Company's policy, vision, mission, value, strategy, direction, and operation target; to direct, monitor, and supervise the management to ensure the effective and efficient implementation and execution of those policies effectively and efficiently so as to maximise the value for the Company and the shareholders; to consider and review the Company's long-term policy, vision, mission, value, strategy, direction, and operation target at least every 5 years; to monitor the implementation of such strategy; and to review the business strategy of the Company in the past fiscal year in order to determine the business strategy for the next fiscal year;
3. To determine the Company's policy, business strategy, plan, and annual budget, including the monthly and quarterly operation results and earnings of the Company in comparison with the plan and budget, and to also consider future trends for the next periods;
4. To evaluate the Management's performance regularly and to monitor the remuneration mechanism of high level executives as deemed appropriate by having the Nomination and Remuneration Committee supervise efficiently;
5. To supervise the Management to ensure that the accounting system, financial reports, and accounting audit system are accountable, as well as ensuring that the Company has an appropriate and sufficient internal control system;
6. To consider and approve the acquisition and disposal of assets, investment in new businesses, and any matters as required by law, save for matters requiring resolutions of the shareholders' meeting;
7. To consider and/or provide an opinion on the Company's and the subsidiaries' connected transactions so as to ensure compliance with the relevant laws, notifications, regulations and rules;
8. To monitor and prevent conflicts of interest among the stakeholders of the Company;
9. To consider all the Company's affairs by taking into account the interest of the shareholders and all groups of stakeholders equitably whereby a director shall report to the Company, without delay, if he/she has any conflicts of interest in relation to a contract to be entered into with the Company or there is an increase or decrease in his/her shareholding in the Company or its subsidiaries, and, as regards transactions the Company enters into with a director or any person who may have a conflict, an interest, or any conflict of interest with the Company or subsidiaries, the director who has such a conflict of interest shall have no right to vote to approve such transaction;
10. To oversee the business operations with morality and business ethics, to review the corporate governance policy and code of conduct regularly, and to evaluate the implementation of such policies at least once a year;
11. To establish the risk management policy and framework, to review the appropriateness of the risk management policy and framework on an ongoing basis, and to ensure that the risk management policy and internal control are implemented;
12. To establish a corporate social responsibility (CSR) policy and to monitor the implementation of such CSR policy;
13. To report the responsibilities of the Board of Directors to prepare the financial statements by disclosing the same along with the external auditor's report in the Company's Annual Report, covering key issues under the policy statement on the SET's Code of Best Practices for Directors of Listed Companies;
14. To delegate one or more directors or other persons to perform any task on behalf of the Board of Directors; however, such delegation shall not be an authorisation or sub-authorisation that allows the director or his/her designated person who has a conflict, an interest, or any kind of benefit with the Company or its subsidiaries to approve such transaction;
15. To evaluate the performance of the Board of Directors on an annual basis, both group evaluation and individual evaluation, in order to use as a guideline for the review of the Board of Directors' performance;

16. To appoint subcommittees to assist and monitor the management system and the internal control system to ensure compliance with the Company's policies, such as the Executive Committee, the Audit Committee, the Nomination and Remuneration Committee, and the Corporate Governance Committee, and to implement annual performance evaluation of all subcommittees;
17. To determine and review the business organisation chart and to appoint the Advisory Board which shall consist of a group of individual advisors who have the knowledge and expertise in different areas and can provide useful advice and suggestions for the business of the Company and the subsidiaries; the opinions or suggestions of the Advisory Board are given by individuals who are not involved in the business management of the Company, which will enable the Company to gain benefits from the viewpoint of a third party, but such advice, opinions or suggestions shall have no legal binding effect over the Company;
18. To prepare and review the succession plan in order to determine the succession procedure for the positions of Chairman of the Executive Committee, Chief Executive Officer, Deputy Chief Executive Officer and other senior executive positions in the organisation; and
19. To appoint the Company Secretary to ensure that the Board of Directors and the Company comply with the laws and relevant regulations.

ROLES AND DUTIES OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

1. The Chairman, as the chief of the Board of Directors, has the duties and responsibilities to supervise, follow up, and monitor the performance of the Board of Directors and other subcommittees to achieve the business objectives under the designated plans;
2. The Chairman is the person who calls the meetings of the Board of Directors whereby the Chairman, or a designated person, shall send out an invitation to all directors at least 7 days prior to the meeting date unless it is necessary and urgent and such invitation shall specify the place, date and time of

the meeting and the nature of the businesses to be discussed;

3. To act as the chairman at the meetings of the Board of Directors and to cast the casting vote in case of an equality of votes at the meetings of the Board of Directors;
4. To act as the chairman at the shareholders' meetings of the Company, to conduct the meeting in compliance with the Company's Articles of Association and the agenda, and to cast the casting vote in case of an equality of votes; and
5. To perform other duties as specified specifically by the laws as the duties of the Chairman.

AUDIT COMMITTEE

The structure of the Audit Committee entirely consists of independent directors who possess the qualifications in accordance with the Definition of Independent Director of the Company, which is "more stringent" than the minimum requirements of the notifications of the Capital Market Supervisory Board. The Audit Committee shall consist of at least 3 members and at least one member must be knowledgeable and experienced in accounting in order to review the reliability of the financial statements. The Audit Committee holds a meeting on a quarterly basis and may call additional meetings as necessary and appropriate.

As of 31 March 2017, the Audit Committee consisted of 4 members.

No.	Name	Position	Number of Meetings in FY 2016/17
1.	Professor Lt. Gen. Phisal Thepsithar*	Chairman of the Audit Committee	8/8
2.	Mr. Suchin Wanglee	Audit Committee Member	8/8
3.	Professor Charoen Wattanasin	Audit Committee Member	8/8
4.	Mrs. Pichitra Mahaphon	Audit Committee Member	8/8

* Professor Lt. Gen. Phisal Thepsithar is the member of the Audit Committee who has adequate expertise and experience to review the creditability of the Company's financial statements.

DUTIES AND RESPONSIBILITIES OF THE AUDIT COMMITTEE

1. To review the Company's financial reporting process to ensure that it is accurate and in accordance with the generally accepted accounting principles and that there is adequate disclosure;
2. To review the Company's internal control system, internal audit system, and risk assessment policy to ensure their appropriateness and efficiency, to review the independence of the Internal Audit Office, and to approve, jointly with the Chief Executive Officer, the appointment, transfer and dismissal of the head of the Internal Audit Office or the head of any other units in charge of internal audit;
3. To review to ensure that the Company is in compliance with the securities and exchange laws, the regulations of the SET, and the laws relevant to the Company's businesses;
4. To consider, select, and nominate independent person(s) to be elected as the Company's external auditor(s), to terminate the Company's external auditor(s), to propose their remuneration, and to attend a meeting with the external auditor(s) without the Management at least once a year, and the external auditor(s) will be discharged in the following events:
 - (1) The external auditor(s) violates and/or fails to comply with Section 89/25 of the Securities and Exchange Act B.E. 2535 (1992) (as amended);
 - (2) The license of the external auditor(s) is not valid under the professional accounting laws;
 - (3) The external auditor(s) commits a misconduct, violates or fails to comply with the rules and ethics of professional auditors in a material manner and is suspended from practicing or de-licensed under the professional accounting laws; or
 - (4) The Federation of Accounting Professions Committee considers the behaviour of the external auditor(s) to be damaging to the honor of the accounting profession.
5. To consider connected transactions or transactions that may lead to a conflict of interest to ensure that those transactions are in compliance with the laws and regulations of the SET, are justifiable, and are transacted in the best interest of the Company;
6. To prepare the Audit Committee's report and disclose the same in the Company's annual report where the Audit Committee's report must be signed by the Chairman of the Audit Committee and must consist of at least the following information:
 - (1) An opinion on the accuracy, the completeness, and the creditability of the Company's financial report;
 - (2) An opinion on the adequacy of the Company's internal control system;
 - (3) An opinion on the compliance with the securities and exchange laws, the regulations of the SET, or the laws relevant to the Company's businesses;
 - (4) An opinion on the suitability of the external auditor(s);
 - (5) An opinion on the transactions that may lead to a conflict of interest;
 - (6) The number of the Audit Committee's meetings, and the meeting attendance by each member;
 - (7) An opinion or overview observation the Audit Committee has obtained from performing duties under the scope of the Audit Committee Charter;
 - (8) Other transactions which, according to the Audit Committee's opinion, should be made known to the shareholders and general investors, and are in the scope of the duties and responsibilities assigned by the Board of Directors;
7. To review and provide an opinion on the internal audit plan and the performance of the Internal Audit Office where the Audit Committee has the authority to invite the relevant Management, executives, or employees to provide their opinions, attend meetings, or submit any relevant and necessary documents;
8. In performing the duties of the Audit Committee, if the Audit Committee discovers or suspects that there is any of the following transactions or acts which may materially affect the Company's financial conditions and operating results, the Audit Committee shall make an inspection and report to the Board of Directors for further rectification within the period that the Audit Committee deems appropriate:

- (1) A transaction which causes a conflict of interest;
- (2) Any fraud, irregularity, or material error in the internal control system;
- (3) An infringement of the securities and exchange laws, the regulations of the SET, or the laws relevant to the Company's businesses;

If the Board of Directors or executives should fail to rectify within the period that the Audit Committee deems appropriate, any member of the Audit Committee may report such transaction or act to the SEC Office or the SET;

9. The Audit Committee is responsible for assessing the adequacy and effectiveness of the anti-fraudulent risk policy and the risk management measures in countering fraud. The main functions of risk management are as follows:

- (1) Review the internal audit plan of the Internal Audit Office to determine if the internal controls cover the implementation of Anti-Fraud & Corruption Policy and other related policies which may be exposed to fraudulent business practices;
- (2) Acknowledge reports of fraudulent incidents during regular scheduled periods. Contents should provide detailed information on fraudulent risk management and fraudulent incidents. For serious fraudulent incidents, the report should cover results of the investigations, measures taken and penalties, if any;
- (3) Consult with the external auditor in the event of a significant fraud;

10. To review and update the Audit Committee Charter and present the same to the Board of Directors for consideration and approval; and

11. To perform any other duties as assigned by the Board of Directors as the Audit Committee may agree.

NOMINATION AND REMUNERATION COMMITTEE

The structure of the Nomination and Remuneration Committee consists of at least 3 directors but shall not exceed 5 directors. The majority members shall be independent directors. The Nomination and Remuneration Committee holds at least two meetings in each fiscal year and may call additional meetings as necessary and appropriate.

As of 31 March 2017, the Nomination and Remuneration Committee consisted of 5 members.

No.	Name	Position	Number of Meetings in FY 2016/17
1.	Professor Lt. Gen. Phisal Thepsithar	Chairman of the Nomination and Remuneration Committee	2/2
2.	Mr. Suchin Wanglee	Nomination and Remuneration Committee Member	1/2
3.	Professor Charoen Wattanasin	Nomination and Remuneration Committee Member	2/2
4.	Mr. Rangsin Kritalug	Nomination and Remuneration Committee Member	2/2
5.	Mr. Kong Chi Keung	Nomination and Remuneration Committee Member	2/2

DUTIES AND RESPONSIBILITIES OF THE NOMINATION AND REMUNERATION COMMITTEE

1. To consider and provide an opinion on the Board of Directors' structure, such as the appropriate size and composition of the Board of Directors, taking into consideration the Company's size and business strategy in comparison with the current size and composition of the Board of Directors, as well as reviewing the independence of each of the independent directors, so as to adjust the Board of Directors' structure to correspond with the Company's strategy;
2. To determine the criteria and process for nominating a person for the position of director by considering:
 - The qualifications of a director which are appropriate for and correspond with the Company's business strategy, structure, size and composition of the Board of Directors as determined by the Board of Directors, including the diversity in the structure (Board Diversity) and other qualifications that are necessary and are still lacking in the Board of Directors (Board Skill Matrix);
 - The appropriateness of his/her knowledge, experience, expertise, and availability, as well as other requirements as stipulated by the laws or regulations of the government authorities;

3. To nominate director candidates who have the qualifications in accordance with the specified qualification criteria:
 - In the event that a director retires by rotation, the nominated candidate must be recommended to the Board of Directors for approval and recommendation to the shareholders' meeting for consideration and election;
 - In the event that there is a vacancy in the Board of Directors for any reasons (other than retirement by rotation), the nominated candidate must be recommended to the Board of Directors for consideration and election as a new director to fill in for the vacant position; and
 - In the event that there is a need for election of a new director additionally to correspond with the Board of Directors' structure, the nominated candidate must be recommended to the Board of Directors for approval and recommendation to the shareholders' meeting for further consideration and election;
4. To consider the structure, amount, form, and criteria for all types of appropriate remuneration (monetary and non-monetary) for the Chairman of the Board of Directors, directors, and members of the subcommittees, taking into account the remuneration paid by other companies within the same industry and other listed companies with a similar market capitalisation in order to motivate and retain valuable directors with the Company, and to propose the same for the Board of Directors' approval and for further proposal at the shareholders' meeting for consideration and approval;
5. To consider the performance evaluation criteria of the Chairman of the Executive Committee and the Chief Executive Officer, to propose the result of such evaluation for the Board of Directors' approval, and to propose the amount and form of remuneration of the Chairman of the Executive Committee and the Chief Executive Officer, both short-term and long-term, in line with the results of the performance evaluation for the Board of Directors' approval;
6. To prepare the director development plan in order to develop the knowledge of the existing directors and the new directors to understand the business of the Company, the roles and duties of the directors, and other significant developments, including determining a guideline for new director orientations;
7. To consider the appropriateness and conditions for offering new shares, warrants, or other securities to the directors and employees as a motivation for the directors and employees to perform their duties and build long-term shareholder value, as well as retaining qualified personnel with the Company, whereas such conditions must be fair to the shareholders;
8. To report its performance of duties to the Board of Directors and/or the shareholders' meeting;
9. To conduct an evaluation of the performance of the Nomination and Remuneration Committee on an annual basis and report the evaluation results to the Board of Directors;
10. To appoint working groups to assist the Nomination and Remuneration Committee in performing its duties and to appoint independent expert consultants to provide advice, consultation, and assistance for the performance of duties by the Nomination and Remuneration Committee; and
11. To perform any other acts in relation to the nomination and determination of remuneration as assigned by the Board of Directors and to perform any other acts as stipulated by the laws or regulations of the government authorities.

CORPORATE GOVERNANCE COMMITTEE

The structure of the Corporate Governance Committee consists of at least 4 directors but shall not exceed 6 directors. The Corporate Governance Committee holds at least two meetings in each fiscal year and may call additional meetings as necessary and appropriate.

As of 31 March 2017, the Corporate Governance Committee consisted of 4 members.

No.	Name	Position	Number of Meetings in FY 2016/17
1.	Mr. Keeree Kanjanapas	Chairman of the Corporate Governance Committee	2/2
2.	Dr. Anat Arbhahirama	Corporate Governance Committee Member	2/2
3.	Professor Charoen Wattanasin	Corporate Governance Committee Member	2/2
4.	Mr. Rangsin Kritalug	Corporate Governance Committee Member	2/2

DUTIES AND RESPONSIBILITIES OF THE CORPORATE GOVERNANCE COMMITTEE

- To consider, determine, review, and update policies, manuals, and guidelines on good corporate governance, business ethics, and employees' ethics to be in line with the international standard practices, to propose the same for consideration and approval by the Board of Directors, and to monitor the implementation of such policies, manuals, and guidelines on good corporate governance, business ethics, and employees' ethics;
- To consider, determine, review, and update the corporate social responsibility (CSR) policy, to propose the same for consideration and approval by the Board of Directors, and to monitor the implementation of such CSR policy;
- To consider, determine, review, and update the policy and guideline on anti-corruption and bribery, to propose the same for consideration and approval by the Board of Directors, and to monitor the implementation of the policy and guideline on anti-corruption and bribery;
- To report its performance of duties to the Board of Directors and/or the shareholders' meeting;
- To conduct an evaluation of the performance of the Corporate Governance Committee on an annual basis and report the evaluation results to the Board of Directors;
- To appoint working groups to assist the Corporate Governance Committee in performing its duties and to appoint independent expert consultants

to provide advice, consultation, and assistance for the performance of duties by the Corporate Governance Committee; and

- To perform or undertake other tasks as the Board of Directors may assign and to perform any other acts as stipulated by the laws or regulations of the government authorities.

EXECUTIVE COMMITTEE

The structure of the Executive Committee consists of at least 5 members where the members of the Executive Committee do not have to hold the position of directors of the Company. The Executive Committee schedules a meeting every month and may call additional meetings as necessary and appropriate.

As of 31 March 2017, the Executive Committee consisted of 7 members.

No.	Name	Position	Number of Meetings in FY 2016/17
1.	Mr. Keeree Kanjanapas	Chairman of the Executive Committee	15/15
2.	Dr. Anat Arbhahirama	Executive Director	15/15
3.	Mr. Surapong Laoha-Unya	Executive Director	13/15
4.	Mr. Kavin Kanjanapas	Executive Director and Chief Executive Officer	13/15
5.	Mr. Rangsin Kritalug	Executive Director and Chief Operating Officer	15/15
6.	Mr. Kong Chi Keung	Executive Director and Deputy Chief Executive Officer	13/15
7.	Mr. Chulchit Bunyaketu*	Executive Director	3/9

* Mr. Chulchit Bunyaketu has been appointed as an Executive Director of the Company pursuant to the resolution of the Board of Directors' Meeting held on 27 May 2016.

DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE

- To determine policy, vision, mission, direction, strategy, management structure, objectives, and goal for the Company's businesses to correspond to the economics and competitive environment, and to propose the same for consideration and approval by the Board of Directors;
- To prepare a business plan, budget, the management authorities of the Company and to propose the same for consideration and approval by the Board of Directors;

3. To review and monitor the Company's performance results to be in line with the approved policy and business plan in an efficient and effective manner;
 4. To consider and approve the Company's and the subsidiaries' projects and report on the progress of such projects to the Board of Directors;
 5. To manage the overall risk of the organisation, to evaluate such risk and plan the Company's risk management structure, to monitor and control key risks and any conditions that may have a material impact on the business operations of the Company, and to report the same to the Board of Directors;
 6. To report its performance of duties to the Board of Directors and/or the shareholders' meeting;
 7. To conduct an evaluation of the performance of the Executive Committee on an annual basis and report the evaluation results to the Board of Directors;
 8. To appoint working groups to assist the Executive Committee in performing its duties and to appoint independent expert consultants to provide advice, consultation, and assistance for the performance of duties by the Executive Committee; and
 9. To perform other tasks as assigned by the Board of Directors and to perform any other acts as stipulated by the laws or regulations of the government authorities.
3. To determine the salary and remuneration and to adjust the salary, bonus and reward of the executives and employees of the Company;
 4. To authorise the execution or termination of any contracts (which have not been included in the approved annual budget) between the Company or a subsidiary and any other third party where the aggregate value of each contract does not exceed the designated amount;
 5. To consider and approve intercompany loans among the Company and the subsidiaries;
 6. To issue internal orders, policies, announcements, and memos in order to ensure that the operations of the Company are in compliance with the policy and the interest of the Company, including maintaining discipline within the organisation;
 7. To perform other tasks as assigned by the Board of Directors and/or the Executive Committee and to perform any other acts as stipulated by the laws or regulations of the authorities;
 8. To delegate one or more persons to perform any task on his/her behalf; however, such delegation shall not be an authorisation that allows the designated person who has a conflict, an interest, or any kind of benefit with the Company or its subsidiaries to approve such transaction; and
 9. If the Chief Executive Officer is not in office or is unavailable to perform his/her duties, the Deputy Chief Executive Officer shall act and perform all duties on his/her behalf and the Deputy Chief Executive Officer shall report or present those matters he/she has approved to the Chief Executive Officer as soon as practicable.

DUTIES AND RESPONSIBILITIES OF THE CHIEF EXECUTIVE OFFICER

1. To operate the day-to-day business operation of the Company and to supervise, manage, and operate the works and operations of the Company to comply with the policy, vision, mission, value, strategy, business direction and business target, as well as the budget and business plan as approved by the Board of Directors and/or the Executive Committee;
 2. To employ, appoint, transfer, dismiss, terminate, and determine the rate of wages and remuneration for the executives and employees, except for (i) the appointment, transfer and dismissal of the executives who hold the position of Deputy Chief Executive Officer or Chief Officer where these executive positions shall be approved by the Board of Directors (but their remuneration shall be determined by the Chief Executive Officer) and (ii) the appointment, transfer and dismissal of the head of the Internal Audit Office where the Audit Committee's consent shall also be required;
- Nonetheless, the exercise of the Chief Executive Officer's authority shall not allow him/her to approve a transaction with himself/herself or his/her related person(s) who has a conflict, an interest, or any kind of benefit with the Company or its subsidiaries.

EXECUTIVES

As of 31 March 2017, there were 11 executives.

No.	Name	Position
1.	Mr. Keeree Kanjanapas	Chairman of the Executive Committee
2.	Dr. Anat Arhbabhirama	Executive Director
3.	Mr. Surapong Laoha-Unya	Executive Director
4.	Mr. Kavin Kanjanapas	Executive Director and Chief Executive Officer
5.	Mr. Rangsin Kritalug	Executive Director and Chief Operating Officer
6.	Mr. Kong Chi Keung	Executive Director and Deputy Chief Executive Officer
7.	Mr. Chulchit Bunyaketu	Executive Director
8.	Mr. Surayut Thavikulwat	Chief Financial Officer
9.	Mr. Daniel Ross	Chief Investment Officer
10.	Mrs. Duangkamol Chaichanakajorn	Accounting Director
11.	Miss Chawadee Rungruang	Financial Controller

The profiles of the executives can be found in *Section 5.6: Director and Executive Profiles*.

DUTIES AND RESPONSIBILITIES OF THE EXECUTIVES

1. To efficiently and effectively manage the business operations in accordance with the Company's policies, direction, strategy and operational structure;
2. To prepare the business plan, budget, and management authorities of the Company for the Executive Committee's approval;
3. To manage the Company's business operations to be in line with the business plan and the budget as approved by the Executive Committee with loyalty, honesty, and due care in the best interest of the Company and the shareholders;
4. To monitor the Company's performance results to ensure that they are in line with the approved business plan and annual budget;
5. To regularly report the Company's performance results to the Executive Committee;
6. To perform other tasks as assigned by the Executive Committee and/or the Board of Directors; and

7. To supervise general business operations as provided under the Company's rules and regulations.

COMPANY SECRETARY

Ms. Taraket Thawornpanich holds the Company Secretary position since 1 October 2015 until present. The Company Secretary is responsible for monitoring the Company to comply with the relevant and applicable laws and regulations so as to conform to the principles of good corporate governance of listed companies as follows:

1. To organise the Board of Directors' meetings and shareholders' meetings in accordance with the applicable laws and regulations, including ensuring that such resolutions are fully complied with;
2. To prepare and keep a register of directors, invitations to the Board of Directors' meetings, minutes of the Board of Directors' meetings, invitations to the shareholders' meetings, and minutes of the shareholders' meetings;
3. To ensure that information is disclosed in accordance with the regulations of the SET, the SEC Office, and other relevant authorities, as well as the principles of good corporate governance;
4. To keep the reports on conflicts of interest as reported by the directors or the executives and submit a copy of the report to the Chairman of the Board of Directors and the Chairman of the Audit Committee;
5. To keep a copy of the reports on the change of securities holding of the directors or the executives;
6. To provide advice to the directors as regards the laws and regulations in relation to good corporate governance and the maintenance of the status as a listed company in the SET, including the laws and regulations relevant to the Company's businesses; and
7. To perform any other acts as stipulated by the Capital Market Supervisory Board or as assigned by the Company's Board of Directors.

The Company Secretary has completed training programmes organised by the IOD and also regularly enrolls in trainings or seminars organised by the SET and the SEC Office. The profile of the Company Secretary (as of 31 March 2017) is as follows:

Ms. Taraket Thawornpanich
Age 41
Company Secretary

- Education
- Master of Laws (LL.M), Northwestern University School of Law and Certificate in Business Administration, Kellogg School of Management, U.S.A.
 - Master of Laws (LL.M), Columbia Law School, U.S.A.
 - Bachelor of Laws (LL.B) (Second Class Honours), Thammasat University
 - Mini MBA, Chulalongkorn Business School
 - Company Secretary Program (CSP), Thai Institute of Directors
 - Effective Minutes Taking Program (EMT), Thai Institute of Directors

Working Experience for the 10-year period

2015 - Present Company Secretary
BTS Group Holdings PCL.

Other listed companies in Thailand

2009 - 2015 Vice President,
Corporate Secretary Department
Total Access Communication PCL.

Other companies

2003 - 2009 Associate
Linklaters (Thailand) Ltd.

REPORT ON SECURITIES HOLDING BY THE DIRECTORS AND EXECUTIVES

The Company has a policy to require the directors and executives of the Company, including their spouse and minor children (if any), to report any change in their holding of the Company's securities to the Board of

Directors' meeting on a quarterly basis. The directors and executives must provide a copy of their Report of Change in Securities Holding (**Form 59-2**) to the Company Secretary Office. The Company Secretary Office will prepare and present a summary of the same to the Board of Directors' meeting on a quarterly basis.

SUMMARY OF CHANGES IN SECURITIES HOLDING OF DIRECTORS AND EXECUTIVES BETWEEN FY 2015/16 AND FY 2016/17

No.	Name	Number of Shares (BTS)		Number of Shares Increased (Decreased)	Number of BTS-W3 Warrants		Number of Warrants Increased (Decreased)
		31 Mar 2016	31 Mar 2017		31 Mar 2016	31 Mar 2017	
1.	Mr. Keeree Kanjanapas Spouse / Minor Children	3,891,164,652 0	3,891,164,652 0	- -	1,389,286,164 0	1,389,286,164 0	- -
2.	Dr. Paul Tong Spouse / Minor Children	29,176,501 1,600,000	29,176,501 1,600,000	- -	9,725,500 533,333	9,725,500 533,333	- -
3.	Dr. Anat Arhbabhirama Spouse / Minor Children	0 0	0 0	- -	0 0	0 0	- -
4.	Mr. Surapong Laoha-Unya Spouse / Minor Children	5,552,627 0	5,552,627 0	- -	1,850,875 0	1,850,875 0	- -
5.	Mr. Kavin Kanjanapas Spouse / Minor Children	602,459,295 0	602,459,295 0	- -	819,765 0	819,765 0	- -
6.	Mr. Rangsin Kritalug Spouse / Minor Children	0 0	0 0	- -	0 0	0 0	- -
7.	Mr. Kong Chi Keung Spouse / Minor Children	3,200,000 0	3,200,000 0	- -	1,066,666 0	1,066,666 0	- -
8.	Professor Lt. Gen. Phisal Thepsithar Spouse / Minor Children	80,000 0	80,000 0	- -	26,666 0	26,666 0	- -
9.	Mr. Suchin Wanglee Spouse / Minor Children	4,417,166 3,262,857	4,417,166 3,262,857	- -	1,472,388 0	1,472,388 0	- -
10.	Professor Charoen Wattanasin Spouse / Minor Children	351,713 0	351,713 0	- -	0 0	0 0	- -
11.	Mr. Cheong Ying Chew, Henry Spouse / Minor Children	0 0	0 0	- -	0 0	0 0	- -
12.	Mr. Chulchit Bunyaketu Spouse / Minor Children	2,200,000 500,000	2,200,000 100,000	- (400,000)	0 0	0 0	- -
13.	Dr. Karoon Chandrangsu Spouse / Minor Children	0 0	0 0	- -	0 0	0 0	- -
14.	Mrs. Pichitra Mahaphon Spouse / Minor Children	150,000 90,000	150,000 150,000	- 60,000	0 0	0 0	- -

No.	Name	Number of Shares (BTS)		Number of Shares Increased (Decreased)	Number of BTS-W3 Warrants		Number of Warrants Increased (Decreased)
		31 Mar 2016	31 Mar 2017		31 Mar 2016	31 Mar 2017	
15.	Mr. Surayut Thavikulwat	267,460	410,748	143,288	19,272	19,272	-
	Spouse / Minor Children	17,000	17,000	-	0	0	-
16.	Mr. Daniel Ross	454,261	601,191	146,930	45,080	45,080	-
	Spouse / Minor Children	0	0	-	0	0	-
17.	Mrs. Duangkamol Chaichanakajorn	593,959	720,041	126,082	55,084	55,084	-
	Spouse / Minor Children	0	0	-	0	0	-
18.	Miss Chawadee Rungruang	219,006	387,557	168,551	0	0	-
	Spouse / Minor Children	-	-	-	-	-	-

PERSONNEL

SUMMARY OF NUMBER OF EMPLOYEES, REMUNERATION, TRAINING HOURS AND LEAVES OF THE COMPANY'S AND SUBSIDIARIES' EMPLOYEES IN FY 2016/17

Company / Subsidiaries	Total Number of Employees as of 31 March 2017 (Persons)	Remuneration ⁽¹⁾ FY 2016/17 (THB mn)	Average Training Hours Per Employee Per Year (Hours)	Average Days of Leave Per Year			
				Sick Leave ⁽²⁾ (Days)	Personal Leave (Days)	Annual Leave (Days)	Other Types of Leaves ⁽³⁾ (Times)
1. Company	139	212.8	5.2	3.0	1.2	5.0	2.0
2. Mass Transit Business (1 company)	2,165	899.4	139.9	2.4	0.5	11.3	67.0
3. Media Business (13 companies)	481	378.1	28.2	3.5	1.4	5.8	27.0
4. Property Business (17 companies)	464	121.1	11.7	3.6	1.3	7.04	13.0
5. Services Business (17 companies)	999	362.1	2.1	1.7	0.3	5.6	24.0
Total	4,248	1,973.5	76.3	2.5	0.6	8.7	133.0

⁽¹⁾ Monetary remuneration consists of salary, bonus, and provident fund contributions.

In addition to monetary remuneration, BTS Group has also given non-monetary remuneration to the employees, i.e., warrants to purchase the ordinary shares of the Company. In May 2016, the Company allocated 16.0 million units of BTS-WC warrants to the non-director employees of the Company and its subsidiaries totaling 182 employees. In FY 2016/17, the Company issued 0.7 million ordinary shares and 4.8 million ordinary shares, at the par value of Baht 4 per share, to the employees of the Company and its subsidiaries for the exercise of BTS-WA and BTS-WB warrants, respectively. This demonstrates that BTS Group provides the employees with both short term and long term monetary and non-monetary remuneration in line with the operation results of each company.

As of 31 March 2017, the outstanding units of BTS-WB and BTS-WC warrants held by the employees of the Company and its subsidiaries were 6.3 million units and 16.0 million units, respectively. BTS-WA warrants have expired since August 18, 2016.

⁽²⁾ The sick leave rate resulting from sickness or accident caused by working was 0.03 day. No employee was in a severe accident, injured, or sick by working.

⁽³⁾ Other types of leaves include maternity leave, sterilisation leave, military leave, and ordination leave.

EMPLOYEE WELFARE AND PERSONNEL SKILL DEVELOPMENT

The BTS Group provides other benefits and remuneration to the employees, for example, the establishment of a provident fund as a form of security for the employees and their family, the setting up of the BTS Group Savings and Credit Cooperative as an alternative for the employees to make their savings and investment and get credit support, the provision of housing loan welfare to support the employees to have security by owning their own residence, the support of other occasional monetary subsidies, and

the arrangement of life insurance, group health insurance and group personal accident insurance to provide convenience to the employees when there is a need for medical treatment. In addition, since all employees are valuable resources of the Group who will propel the Group to achieve its goal and business plan, the Group therefore places an importance on personnel skill development. The personnel management guidelines cover the process starting from recruitment, personal skill development, creating good working environment, retaining all quality employees, and instilling awareness that they are a part of the community. (Please see additional details in **Form 56-1**.)

CORPORATE GOVERNANCE

Please see the details on the structure, duties, and responsibilities of the Corporate Governance Committee in **Section 5.1: Management Structure**.

The Company has its business structure, management system, and corporate governance system, which support the principles of good corporate governance and promote the sustainable development of the BTS Group.

Good Business Structure is achieved through over 80 subsidiaries and associated companies within the BTS Group that engage in the 4 core businesses, i.e., (1) mass transit business, (2) media business, (3) property business, and (4) services business, where each business unit will carry on its operation in line with the strategy and business target set out by the Board of Directors. (Additional details can be found in *Section 3.1: Business Organisation and Shareholdings Structure of BTS Group*.)

Good Management System is achieved through the Company's management structure, which composes of having visionary and accountable Board of Directors and executives, having a system of checks and balances to ensure that the management of operations is transparent and verifiable, treating the shareholders equitably, and being responsible for all groups of the stakeholders. All of these are key factors in adding value and providing maximum returns to the shareholders in the long run. (Additional details can be found in *Section 5.1: Management Structure*.)

Good Corporate Governance System is achieved through the Company's various policies, which promote and support good corporate governance, such as Corporate Governance Policy, Code of Conduct, CSR Policy, Business Ethics Policy, Enterprise Risk Management Policy, and Anti-Corruption Measures, as well as the monitoring for implementation of such policies.

As a result of the Company's continuing determination and priority to develop the Company's operation in accordance with the principles of good corporate governance, focusing on organisational development through good management and corporate governance systems in 5 areas, i.e., rights of shareholders, equitable treatment

of shareholders, roles of stakeholders, disclosure and transparency, and board responsibilities, the Company received the following assessment results and awards in the previous year:

Result of the Corporate Governance Report of Thai Listed Companies Conducted by Thai Institute of Directors (IOD): The Company was one of the 80 companies that received the result of the 2016 corporate governance assessment in the "Excellent" level and was categorised in the 5-star group (assessment scores of 90%-100%) out of 601 listed companies that were assessed for corporate governance. This is the fifth consecutive year that the Company was ranked in the 5-star group since 2012, which is an affirmation that the Company has stood by its principles of good corporate governance for the sustainable development of the organisation.

Result of the Annual General Meeting of Shareholders (AGM) Quality Assessment Conducted by Thai Investors Association (TIA): This assessment aims to evaluate the quality of the annual general meeting of shareholders held by listed companies based on what the listed companies should do before the meeting, on the day of the meeting, and after the meeting. Because the Company has given importance and has striven to improve the quality of the organisation of the annual general meeting of shareholders continuously and regularly, the Company received a perfect 100 scores for the quality of the 2016 Annual General Meeting of Shareholders, considering as the fourth consecutive year since 2013.

2016 Sustainability Reporting Awards Conducted by the SEC office, Thai Listed Companies Association, CSR Club, and Thaipat Institute: The Company was awarded the "Recognition Award" (considering as the second consecutive year since 2014) for the 2016 Sustainability Reporting Awards, out of a total of 124 companies that submitted their sustainability reports for the consideration. This shows that the Company has placed an importance to the disclosure of both financial and non-financial information to the investors and other stakeholders of the Company which would create sustainable development for the organisation in the long run.

2016 Thailand Top Company Award Conducted by the University of the Thai Chamber of Commerce, Business Plus Magazine, and ARIP Public Company Limited: BTSC was awarded the 2016 Thailand Top Company Award, out of a total of 10 companies that received the awards. This shows BTS Group's potential to operate its businesses with good governance and social responsibility which is a good model for sustainable development of the organisation.

Corporate Governance Policy of the Company covers the principles of good corporate governance, divided into 5 aspects, namely 1) Rights of Shareholders, 2) Equitable Treatment of Shareholders, 3) Roles of Stakeholders, 4) Disclosure and Transparency, and 5) Board Responsibilities.

RIGHTS OF SHAREHOLDERS

The Company places emphasis on the rights of shareholders as the owner of the Company. All shareholders—no matter if they are retail investors or institutional investors—are encouraged to exercise their fundamental rights, e.g., selling/purchasing or transferring shares, sharing profit of the business, receiving adequate information either via the website of the Company or the website of the SET or through other channels, attending shareholders' meetings to acknowledge the Company's annual business performance, and casting votes at the shareholders' meetings to approve significant matters as specified by laws, such as the appointment or removal of directors, the determination of directors' remuneration, the appointment of auditor and the determination of audit fee, the dividend payment or suspension of dividend payment, and the capital increase and the issuance of new securities, including making enquiries or comments on matters that the Board of Directors presents to or requests for approval at the shareholders' meetings.

Shareholders' Meetings: The Company must hold an Annual General Meeting of Shareholders within 120 days from the end of the Company's fiscal year. Other shareholders' meetings, i.e., Extraordinary General Meetings of Shareholders, are to be called when it is deemed necessary and appropriate. The Company has set up a Company Secretary Office to ensure that the shareholders' meetings are held as required by law and in accordance with the principles of good corporate governance. In the shareholders' meetings,

the Company will arrange for a legal advisor to attend the meeting to provide legal advice and witness the vote count throughout the meeting and give the minority shareholders an opportunity to nominate a representative to witness the vote count. In the case where an agenda item of the meeting concerns a transaction that is complicated and significant to the decision making of the shareholders' meetings, the Company will also arrange for a financial advisor as well as a legal advisor to provide answers and explanations at the meeting. As for the Annual General Meeting of Shareholders where financial statements will be considered for approval, the Company will arrange for its auditor to be present at such meeting every time.

Delivering Invitations and Providing Convenience to Shareholders:

The Company engages Thailand Securities Depository Co., Ltd., its securities registrar, to undertake the delivery of the invitation to both Thai and foreign shareholders. The Company also prepares and provides an English version of the invitation for the foreign shareholders. The invitation will provide adequate information regarding the place, date and time of the meeting, details of the meeting agenda, the objectives and rationale of each agenda item together with the opinion of the Board of Directors, and the number of votes required for the agenda items that require the casting of votes, including other supporting documents. This is to allow the shareholders to have sufficient time to study the documents beforehand and there will be no hidden agenda items or addition of other agenda items that are not stated in the invitation, except for urgent matters. Besides, the Company will also publicise the invitation together with the supporting documents for the meeting on the Company's website at least 30 days in advance and make an announcement of the same in the newspaper for 3 consecutive days, at least 3 days prior to the meeting date. In addition, the Company allows the shareholders to submit their inquiries to the Company prior to the meeting.

Moreover, the Company uses the barcode system for the registration and vote count to enhance transparency and provide convenience to the shareholders. The registration opens at least two hours prior to the meeting. In addition, the Company arranges for its officers to welcome and provide convenience and also sets up an Investor Relations desk where investor relations officers who have the knowledge and expertise in

giving information will answer shareholders' questions in relation to the Company's businesses. The Company also provides stamp duties for attendees by proxy. To provide convenience to the shareholders who are institutional investors and the shareholders who hold shares through custodians, the Company gives an opportunity to such shareholders to verify their names, information, and supporting documents before the meeting date to reduce the time and procedures for verifying information and documents on the meeting date.

Procedures during and after the Shareholders' Meeting:

The Company has adopted the following procedures as its practices of good corporate governance. Prior to the commencement of the shareholders' meeting, the secretary to the meeting will introduce to the shareholder's meeting the members of the Board of Directors, the executives, and the Company's auditor and legal advisor, who are present. The secretary to the meeting will also inform the shareholders' meeting about the voting procedures and the vote count method in the meeting. After providing information in each agenda item, the chairman of the meeting will grant equal opportunities to all attendees to make their comments or enquiries relevant to the agenda item. The enquiries will be answered precisely and adequate time will be given for discussion as appropriate. As for the agenda item on the appointment of directors, the shareholders will cast their votes to appoint each director individually. In addition, in order to promote compliance with the principles of good corporate governance, a director who is due to retire by rotation at the Annual General Meeting of Shareholders will leave the meeting room temporarily during consideration of the proposed agenda item for his/her re-election as the Company's director for another term.

The Company arranges for minutes of meetings to be recorded correctly and completely so that the shareholders can inspect the same. Resolutions of the meeting are to be clearly recorded with details of the quorum; the list of present directors, executives, and advisors; the vote count method; the witness(es) to the vote count; the voting results, i.e., approvals, disapprovals, and abstentions, of all agenda items requiring the casting of votes. Furthermore, comments, suggestions, questions, and answers which are significant and relevant to each agenda item will be recorded in the minutes. The

Company will report a summary on significant meeting resolutions through the SET's website within the meeting date or no later than 9.00 a.m. of the following business day. The minutes of the shareholders' meeting will be submitted to the SET within 14 days from the meeting date and publicised on the Company's website.

EQUITABLE TREATMENT OF SHAREHOLDERS

Proposing Agenda Items and Nominating Director

Candidates: The Company provides the shareholders an opportunity to exercise their rights to propose agenda items and/or nominate candidates to be elected as directors in advance in order to promote equitable treatment of shareholders. The shareholders are entitled to propose agenda items and/or nominate candidates to be elected as directors at the annual general meeting of shareholders in accordance with the criteria publicised on the Company's website and the Company will make an announcement of the same through the SET's website. In 2016, the Company has amended the criteria on the qualifications of the shareholders who are entitled to propose agenda items and/or nominate candidates to be elected as directors at the Company's annual general meeting of shareholders in order to be in line with the guideline of the SEC Office with effect from the 2017 Annual General Meeting of Shareholders onwards. In this regard, the shareholders who have the following qualifications are entitled to nominate candidates to be elected as directors at the annual general meeting of shareholders: (1) being the shareholder(s) of the Company, individually or collectively, holding shares not less than 5% of the total voting rights of the Company; or (2) being the shareholder(s) of the Company, individually or collectively, holding shares not less than 3% of the total voting rights of the Company; whereby the shareholders shall continuously hold such shares for at least 6 months from the date of acquisition to the date of nominating candidates to be elected as directors.

Appointing Proxies: To protect the rights of the shareholders who cannot attend the shareholders' meeting in person, the Company encloses a proxy form (Form B) to the invitation together with the list of documents and evidence required for the appointment of a proxy. The shareholders may appoint his/her representative or the independent director of the Company as his/her proxy

to attend the meeting and cast votes on his/her behalf. The Company will provide in the invitation at least the name of one independent director whom a shareholder can appoint as his/her proxy. In addition, the Company will also publish the invitation and the proxy forms (Form A, Form B and Form C) together with the details and procedures on the Company's website.

Access to Information: The Company favors no particular group of shareholders. All disclosed information is

accessible to the shareholders and the public equally through the Company's website at www.btsgroup.co.th or through Investor Relations at telephone nos. +66 (0) 2273-8631, +66 (0) 2273-8623 and +66 (0) 2273-8637, fax no. +66 (0) 2273-8610 or Email: ir@btsgroup.co.th

The Company has always abided by the principles of good corporate governance in protecting the shareholders' rights and treating the shareholders equitably. Additional information for 2016/17 is as follows:

	2016 Annual General Meeting of Shareholders	Extraordinary General Meeting of Shareholders No. 1/2017
Date	22 July 2016	3 April 2017
Venue	Convention Centre, Rama Gardens Hotel Bangkok	Bangkok Convention Centre (BCC Hall), Central Plaza Ladprao
Period to propose agenda items and/or nominate candidates to be elected as directors	25 December 2015 – 31 March 2016 <i>No shareholders proposed any agenda item or nominated candidate.*</i>	-
Date of publication of the invitation on the Company's website	21 June 2016	1 March 2017
Date of dispatch of the invitation via registered post	1 July 2016	10 March 2017
Date of announcement in the newspaper	11, 12, and 13 July 2016	20, 21, and 22 March 2017
Commencement of registration	11.30 a.m.	12.00 p.m.
Meeting time	2.00 p.m. – 5.00 p.m.	2.00 p.m. – 4.10 p.m.
Number of shareholders attending the meeting in person and by proxy at the beginning of the meeting (Quorum: at least 25 shareholders or proxies holding no less than 1/3 of the total issued shares)	1,961 shareholders collectively holding 59.86% of the total issued shares	2,432 shareholders collectively holding 57.82% of the total issued shares
Directors attending the meeting	14 persons (full Board)	13 persons *Mr. Cheong Ying Chew, Henry could not attend the meeting due to his attendance of a business oversea.
Witness to the vote count	Miss Thitapa Ruethaisavad, a representative from the Capital Law Office Limited <i>The Company invited the minority shareholders to witness the vote count. However, no shareholders expressed their intention to witness the vote count.</i>	Ms. Pattarapa Pattanaporn, a representative from Weerawong, Chinnavat & Partners Limited. <i>The Company invited the minority shareholders to witness the vote count. However, no shareholders expressed their intention to witness the vote count.</i>
Date of reporting the results of the meeting's resolutions through the SET	22 July 2016 at 6.33 p.m.	3 April 2017 at 5.19 p.m.
Date of submission of a copy of the minutes to the SET (within 14 days from the meeting date)	5 August 2016	12 April 2017

* Remark: For the 2016 Annual General Meeting of Shareholders, the Company used the former criteria to allow the minority shareholders to propose the agenda items and/or nominate candidate(s) to be elected as director(s), i.e. shareholders who, individually or collectively, hold shares not less than 3% of the Company's total issued shares and continually holding such shares for at least 6 months from the date of acquisition of such shares to the date of proposing the agenda and/or nominate the candidate(s) to be elected as director(s).

ROLES OF STAKEHOLDERS

The Company pays close attention to the importance of the role and rights of all groups of stakeholders by ensuring that they are treated properly, equitably, and fairly. The Company believes that maintaining good relationships with all groups of stakeholders is significant for the long-term development and sustainable growth of the Group whereas policies have been set out in writing in the Code of Conduct for the executives and employees of the Group to acknowledge and adhere to.

TREATMENT OF DIFFERENT GROUPS OF STAKEHOLDERS

Shareholders: The Company operates its business with transparency, correctness, and fairness. This is to develop stability and growth in the business while taking into account the rights of shareholders, the returns that outperform other investment alternatives with a similar risk profile for all shareholders, and the equitable treatment of shareholders—whether they are retail investors or institutional investors.

Customers: The BTS Group aims to build customers' satisfaction and confidence by focusing on the responsibilities and attention to customers' needs, which impact the business success. To achieve this, the Group continues to improve the quality and features of the products and services to meet the customers' needs and to maintain good relationships with the customers in the long run. The Group has conducted surveys on customers' satisfaction to listen to their comments or complaints and used the same as a guideline for the improvement of services and operations. The Group also provides trainings for the customer services personnel both before they begin their duties and thereafter to enhance their skills and knowledge constantly so that the customers can obtain the utmost benefit from the services.

BTS Group also emphasises on the safety of its customers. For example, in operating the mass transit business, BTSC has received various standard management certifications, e.g., ISO 9001:2008 for Quality Management System, OHSAS 18001:2007 for Occupational Health and Safety Management System, and Lloyd's Register Rail for the Railway Safety Management System.

The BTS Hotline Centre was awarded the "Consumer Protection Thailand Call Centre Award of 2014" from the Office of the Consumer Protection Board for its outstanding performance in handling and solving customers' complaints. Moreover, BTSC continues to review and analyse the root causes of complaints for service improvement and customer satisfaction in order to maintain the standard of the BTS Hotline Centre. In addition, the equipment of the Hotline Centre has been upgraded and changed from the ACD Analog system to the IP Phone system, which improves the capability of the Hotline Centre staff to efficiently solve customers' complaints.

Employees: BTS Group believes that human resource is the key factor and valuable resource in its business operation and, therefore, values the employees. The Group treats all levels of employees equally and without discrimination. The Group also respects human rights principles under international standards and laws and regulations. The Group also values the wellness and occupational health, the safety of life and property, and the working environment, and promotes good corporate culture and working as a team. All employees are equally provided with an opportunity for career growth. Valuing the potential of employees, BTS Group focuses on personnel development whereby both internal and external trainings are given to the employees and group activities, either among the employees or between the employees and the executives, are organised to develop and build a good relationship in the organisation.

Business Partners: BTS Group values its business partners as key supporters of its operation. The BTS Group, therefore, treats all business partners on the basis of equality and fair competition. Besides, BTS Group places an emphasis on transparency and straightforwardness in doing business, selecting business partners equitably, and negotiating and concluding contracts with its business partners to allow both parties to receive fair consideration. BTS Group will treat its business partners in accordance with the contracts, as well as the Group's business ethics.

Competitors: BTS Group treats its competitors within the scope of law and good business ethics with emphasis on fair competition. BTS Group will not discredit or seek confidential information of its competitors in bad faith or an unfair manner but will operate its business honestly and professionally.

Creditors: BTS Group focuses on building creditors' confidence in the Group and strictly conforming to the conditions and agreements given to its creditors. BTS Group always pays all due loans and interests thereon in a timely manner and will not use the loans in any way that is contrary to the objectives of such loans. In addition, BTS Group will not hide any information that may cause damage to its creditors.

Society, Community, and Environment: BTS Group concentrates on the sustainable development of its business growth together with the development of society, community, environment, and quality of life in Thailand. Taking into account the ongoing nature of social responsibility, the Group has striven to ensure that the policy on social responsibility exists in every part of the organisation—from the policy level to the operational level—and that it is carried out within the organisation through and through. The Group believes that conducting business with a good conscience towards the society and community will create a powerful economic driving force, leading to sustainable development at the community and national levels. In 2014, BTSC received ISO 14001:2004 for the Environmental Management System, an international standard that is important to the development of organisation and is commercially and socially recognised, from Bureau Veritas Certification (Thailand) Ltd.

Additional details can be found in *Sustainability Report 2016/17*, which is available on the Company's website at www.btsgroup.co.th.

POLICIES ON BUSINESS ETHICS

The Company has several policies in relation to BTS Group's business ethics. These policies promote the Group's good corporate governance as follows:

Respect and Non-Violation of Human Rights: BTS Group values respect for human rights, taking into account the equality and parity considerations and without discriminating on grounds of race, religious belief, gender, marital status, physical ability, educational institution, position, or other status irrelevant to the work performance, and the Group also respects individualism and human dignity in line with the international norms and standards, such as policies and guidelines on sustainable management of human resource that offer

protection of human rights and labor rights based on the UN's "Protect, Respect and Remedy" Framework for Business and Human Rights 2011 and the framework under the OECD Guidelines for Multinational Enterprises.

BTS Group also realises that the respect and non-violation of human rights is one of the components for promoting the sustainable growth of the Group's business; hence, the inclusion of a policy on such matter under the Code of Conduct, the communication of the same to all employees to acknowledge and adhere to, and the publication of such document on the Intranet system and the Company's website. Throughout the entire operation of the Group's business, BTS Group has complied with the relevant laws on human rights, such as equal employment and treatment of male and female personnel, no use of child labor, and compliance with the law on employment of disabled individuals as the Group's personnel. Moreover, a policy on personnel employment has been set out in BTS Group's Personnel Employment Manual, which is in accordance with Section 15 of the Labor Protection Act B.E. 2541 (1998), which states that, "An employer shall treat male and female employees equally in their employment, except the case where the nature or condition of the work does not allow him/her to do so.", which is in line with Section 30 of the Constitution of the Kingdom of Thailand B.E. 2550 (2007), which states that, "Men and women shall enjoy equal rights."

BTS Group also takes into account equality considerations based on human rights principles in order not to discriminate against any person who receives the Group's services on grounds of his/her physical ability or health. For example, the personnel stationed at the BTS stations are instructed to provide service and assistance to disabled BTS riders in order to prevent the risk of danger happening to the disabled riders or other riders.

Anti-Corruption: The Company has been awarded the certification of membership of Thailand's Private Sector Collective Action Coalition Against Corruption on January 22, 2016, which shows the strong intention of BTS Group in operating its businesses in accordance with the international framework and procedure standard. The Company has also joined the Partnership Against Corruption for Thailand (PACT) Network, an initiative of the Thaipat Institute and cooperating partners, which

brings together organisations from various fields through their shared goal of combating corruption.

With the commitment to conduct businesses in accordance with the principles of good corporate governance, and not to tolerate any form of corruption, including providing a clear guideline for the Board of Directors, the executives, and employees of the Company to conduct and perform their functions in compliance with the testimony of the Chairman **“Do it Right”**, the Board of Directors has set out the Company’s Anti-Corruption Measures which consist of:

- (1) Policy and guideline on anti-corruption, in which the guideline has additional procedures as follows:
 - Sponsorship Procedure
 - Charitable Contribution Procedure
 - Political Contribution Procedure
 - Gifts Giving and Receiving Procedure
 - Hospitality and Expense Procedure
- (2) Policy on whistleblowing and protection of whistleblowers
- (3) Fraud Risk Management Procedure, which is an additional procedure of the Anti-Corruption Measures.

Additional details can be found in *Anti-Corruption Measures (Consolidated Version)*, which is available on the Company’s website at www.btsgroup.co.th.

The Company requires that the Board of Directors, the executives, and employees of the Company follow the Company’s Anti-Corruption Measures by avoiding involvement with any course of corruption in a direct or indirect manner and shall not be negligent of any corruption involving the Company. The Company has initiated the “Nuduan Chaun Chee Chong” campaign to receive reports of any actions that are suspicious of corruption within BTS Group through whistle blowing channels on the intranet system or Email: DoltRight@btsgroup.co.th and “Nuduan Chaun Chee Chong Hotline” at telephone no. 1 800 292 777 or +66 (0) 2677 2800 or Email: tell@thailand-ethicsline.com, which are complaint channels monitored by an independent third party. Additionally, in order to protect the rights of the complainants and respondents, the complainants or respondents are not required to reveal their identity.

The Company will conceal the names, addresses or any information that are able to identify the complainants or respondents and will keep such information confidential and accessible only to those who are responsible for conducting investigations on such complaints.

Furthermore, the Company places an importance on the communication and dissemination of the Company’s Anti-Corruption Measures in order to provide a better understanding and knowledge in relation thereto to the Company’s related parties, both internally and externally. For internal related parties, the Company has provided a training session to the executives and employees on an annual basis in order to create a better understanding and knowledge in relation to the Company’s Anti-Corruption Measures. In FY 2016/17, the Company organised a training titled “Anti-Corruption Awareness and Anti-Corruption Policy of the Company”. In addition, the Company has set the training on Anti-Corruption Policy and relevant guidelines as one of the agenda for the orientation of all new employees of the Company. Moreover, the Company has publicized the Anti-Corruption Policy and the relevant information on the intranet system, posters, and display screens within the Company. For external related parties, the Company has published the Anti-Corruption Measures on the Company’s website and disseminated the same to the Company’s business partners through a letter titled “Dealing of Business pursuant to the Anti-Corruption Measures and Policy” in order to inform the business partners of the Company’s Anti-Corruption Measures as well as the complaint channels for unfair and unequal treatments or requests for any benefits or consideration by the Company’s personnel, etc.

Non-Infringement of Intellectual Property or Copyright:

The BTS Group has established a policy against infringement of intellectual property or copyright, which the directors, executives and employees are required to follow strictly, and has organised inspections to prevent any infringement of copyright in the computer software.

Use of Information Technology and Communications:

The BTS Group places an importance on the use of information technology and communications and it has established the information security and safety standard to prevent and reduce the chance of significant or confidential information being leaked intentionally or negligently. Guidelines on the use of information

technology and communications have been established based on the internationally accepted standard, e.g., the ISO 12207 standard, which was established by the Institute of Electrical and Electronics Engineers (IEEE), and Control Objectives for Information and Related Technology (COBIT), which was published by the IT Governance Institute.

Moreover, BTS Group also requires its information technology departments to keep the employees' traffic information as required by laws and notifications of the relevant authorities.

Complaint Channels: The Company provides channels for all stakeholders to contact or express concerns or complaints directly to the Board of Directors through the Company Secretary Office at telephone nos. +66 (0) 2273 8611-5 ext. 1525, 1534, fax no. +66 (0) 2273 8610, Email: CompanySecretary@btsgroup.co.th, or by post to Company Secretary Office at the Company's address, or channels to contact or express concerns or complaints to the Audit Committee through the Internal Audit Office at telephone nos. +66 (0) 2273 8611-5 ext.1553, fax no. +66 (0) 2273 8616, Email: InternalAudit@btsgroup.co.th, or by post to the Internal Audit Office at the Company's address.

DISCLOSURE AND TRANSPARENCY

Financial and Non-Financial Disclosure: The Board of Directors has a duty to disclose financial and non-financial information to all shareholders and stakeholders accurately, completely, accountably, and timely to ensure that the shareholders and stakeholders receive the information equally, including developing the Company's website and regularly and promptly updating information on the website to ensure that it is complete. The information disclosure will be prepared with due care, accuracy, and transparency and conveyed in simple and concise language.

Investor Relations: The Company places high importance on the Investor Relations (IR) Department. The duty of the IR Department is to establish and maintain accurate, complete, and timely communications with the existing and potential investors of the Company as well as the shareholders (Please see additional details in *Section 4.1: Capital Markets Review*). For enquiries by the shareholders and investors, please contact our Investor Relations Department at telephone nos. +66 (0) 2273 8631, +66 (0) 2273 8623, +66 (0) 2273 8637, or Email: ir@btsgroup.co.th.

Policy on Disclosure of Significant Information: The Company has a policy to disclose significant information to the public, namely the Company's objectives; the financial position and business performance; the organisation chart; the business organisation and shareholding structure of the BTS Group; the names, profiles, and shareholding of the Board of Directors and the executives; the factors and policies on managing foreseeable risks related to the business operations and finance; the Corporate Governance Policy; the Code of Conduct; the duties and responsibilities of the Board of Directors and subcommittees; the responsibilities of the Board of Directors to prepare the financial report and the report of subcommittees; information on the meetings attendance of the directors and the members of the subcommittees; the criteria for determining the remuneration of the Board of Directors and the executives, including the remuneration of each director; and other information having an impact on the Company's share price, investment decisions, or other rights and benefits of the shareholders pursuant to the notifications of the SET and relevant laws and regulations, including the disclosure of the Articles of Association, the Minutes of the Shareholders' Meetings, **Form 56-1**, the Annual Reports, and the Sustainability Reports prepared in line with the Global Reporting Initiative's framework on sustainable development, the Enterprise Risk Management Policy, and the Company's Anti-Corruption Measures, through different disclosure channels and medium of the SET, as well as the Company's website, so that the investors and other relevant parties, e.g., the shareholders and those who are interested to invest in the Company's shares in the future, can use to the same to support their investment decisions.

BOARD RESPONSIBILITIES

The duties and responsibilities of the Board of Directors include the determination of the Company's policy, vision, mission, value, strategy, direction, and operation target. In addition, the Board of Directors also supervises and assesses the management and operation through the subcommittees with an objective to increase shareholder value in the long run. In order to achieve this, the Board of Directors must ensure that its duties are carried out in compliance with the laws, objectives and the Company's Articles of Association. Moreover, the Board of Directors must be mindful of corporate governance, conflicts of interest, code of conduct, and business ethics.

The Board of Directors is determined and committed to build the Company and its subsidiaries as a leading organisation that is perceived at the international level as one of the most successful companies in Thailand with business variety, resilient management, and competent personnel that play a key role in achieving the Company's vision, mission, and strategy. The Board of Directors has the necessary leadership, vision, and independence to make decisions and has the duties and responsibilities to oversee the business in the best interest of the shareholders. The Board of Directors has the duties and responsibilities to the Company's shareholders to monitor the performance of the Management where the duties of the Board of Directors and the Management are clearly separated.

In FY 2016/17, the Board of Directors' Meeting No. 3/2017 held on March 27, 2017, resolved to approve the strategy, the business plan and the consolidated annual budget of the Company. In this regard, the Board of Directors reviewed the vision, mission, strategy and business plan in the past fiscal year of 4 core businesses of the Company, namely, Mass Transit business, Media business, Property business, and Services business as well as comparing the performance of the past fiscal year with the target in order to determine the strategy, the business plan and the consolidated annual budget of the Company for the next fiscal year. In addition, the Board of Directors places an importance to monitor the implementation of such strategy and business plan of the Company by taking into consideration the best interest of the Company and its shareholders.

Composition of the Board of Directors and the Subcommittees: The Board of Directors shall consist of members in the number that is suitable for the size and business strategy of the Company, but shall be no less than 5 members. At least one-third (1/3) of the members shall be independent directors and in any case the independent directors shall not be less than 3 members. The Board of Directors has appointed subcommittees to manage and operate the business in accordance with the principles of good corporate governance, i.e., the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance Committee, and the Executive Committee. The Audit Committee shall entirely consist of independent directors and shall not be less than 3 members whereas at least one member must be knowledgeable and experienced in reviewing

the accountability of the financial statements. The Nomination and Remuneration Committee shall consist of at least 3 members but shall not exceed 5 members where the majority of the members shall be independent directors. The Corporate Governance Committee shall consist of at least 4 members but shall not exceed 6 members. The Executive Committee shall consist of not more than 5 members where the members of the Executive Committee do not have to hold the position of director of the Company. Moreover, the Board of Directors has appointed the Advisory Board as part of its organisation chart to have the role to provide useful advice and suggestions for the businesses of the Company and its subsidiaries.

Meetings of the Board of Directors and the Subcommittees: The Board of Directors will hold more than 6 meetings in each fiscal year pursuant to the annual meeting schedule set in advance. The Company will provide the meeting materials to the directors in advance at least 5 business days prior to the meeting to allow the directors to have sufficient time to study the information beforehand. As regards the subcommittees, the Audit Committee will hold a meeting on a quarterly basis and may call additional meetings as necessary and appropriate while the Nomination and Remuneration Committee and the Corporate Governance Committee will hold at least two meetings in each fiscal year and may call additional meetings as necessary and appropriate. The Executive Committee schedules a meeting every month and may call additional meetings as necessary and appropriate. In addition, the non-executive directors will hold a meeting at least once a year, without the attendance or participation from the executive directors or the Management in order to allow a discussion on any issues of concern.

Development of Director Skills and Knowledge: The Company has a policy to encourage the directors to develop their personal skills and knowledge regularly and adequately. The Company supports the directors to enroll in various training programmes or seminars to enhance their work knowledge and performance as a director; for example, the training programmes organised by the IOD, i.e., the Director Certification Programme (DCP), the Director Accreditation Programme (DAP), the Role of the Compensation Committee Programme (RCC), the Audit Committee Programme (ACP), the

Anti-Corruption Training Programme, the Role of the Nomination and Governance Committee Programme (RNG), Strategic Board Master Class (SBM) and the training programmes organised by Capital Market Academy, i.e., the Executive Programme. Moreover, the Nomination and Remuneration Committee has also developed the director development plan in order to develop the knowledge of the existing directors and the new directors to understand the business of the Company, the roles and duties of directors, and other significant developments, including encouraging the directors to enroll in various training programmes or seminars organised by the IOD and/or other agencies to allow them to enhance their work knowledge and performance as directors of listed companies. In addition, the Company has prepared the Director's Handbook, which contains all useful information for directors of listed companies, e.g., The Listed Company Handbook, Director Fiduciary Duty Check List for Directors of Listed Companies, The Listed Company Director's Handbook, The Independent Director's Handbook, The Audit Committee's Handbook, Guidelines for Nomination Committees, Additional Guidelines for Remuneration Committees, Guidelines for New Director Orientation, The Principles of Good Corporate Governance for Listed Companies, Criteria of the Corporate Governance Survey of Thai Listed Companies by IOD, Rules on Acquisition or Disposal of Assets, Rules on Connected Transactions, and other relevant laws and regulations, including report forms and other documents for the directors, e.g., Report on Conflict of Interest of Directors and Executives, Form to Report on Names of Members and Scope of Work of the Audit Committee (F 24-1), Certificate and Biography of Director / the Audit Committee Member (F 24-2), Report of Securities Holding (**Form 59-1**), Report of Changes in Securities Holding (**Form 59-2**), and Information with Representation and Warranty of the Company's Director and Executive and Their Consent (**Form 35-E1**). These are regularly reviewed and amended so that the information therein is up to date.

In the past year, Mrs. Pichitra Mahaphon attended a certification programme on Anti-Corruption: The Practical Guide Programme (ACPG) 2016 organised by the Thai Institute of Directors and Dr. Karoon Chandransu attended a certification programme on Strategic Board Master Class (SBM) 2017 organised by the Thai Institute of Directors.

In addition, on 10 February 2017, the Company arranged a seminar in order to provide knowledge and better understanding about the amendment of the Securities and Exchange Act for all directors of the Company, subsidiaries, and associated companies. In this regard, the Company invited a legal advisor from Weerawong, Chinnavat & Partners Limited to provide and explain the details thereof.

NEW DIRECTOR ORIENTATIONS

The Company organises new director orientations pursuant to the director development plan developed by the Nomination and the Remuneration Committee so that the new directors have knowledge and understanding of the Company's historical background, business organisation and shareholding structure of the BTS Group, organisation chart, types of business, business policy of the BTS Group, financial status and operating results, as well as the scope of duties and responsibilities of the Board of Directors and the subcommittees, including providing relevant information, e.g., the Annual Report, Form 56-1, the Corporate Governance Policy, and the Code of Conduct.

On 18 May 2016, the Company organised an orientation session for a new director, namely, Mrs. Pichitra Mahaphon.

ASSESSMENT OF THE PERFORMANCE OF THE BOARD OF DIRECTORS

The Board of Directors conducts an assessment of its annual performance through both group evaluation and individual evaluation. The purpose is to review the performance outcome, problems, and obstacles in the business operation in the past year so as to improve the work efficiency.

Assessment of the Annual Performance of the Board of Directors (Group Evaluation): The Board of Directors used the assessment criteria which cover 6 assessment subjects, i.e., 1) Structure and Characteristics of the Board of Directors, 2) Roles, Duties and Responsibilities of the Board of Directors, 3) the Board of Directors' Meetings, 4) Performance of Board of Directors' Duties, 5) Relationship with the Management, and 6) Personal Development of Directors and Executives. After each director completed the Self-Assessment Form of the Board of Directors (Group Evaluation), the Company Secretary Office would calculate the scores and provide

a summary of the scores of the group assessment of the Board of Directors to the Board of Directors' meeting in order for them to jointly consider, find a solution to improve unsatisfactory scores and use it as a guideline for their performance in the next year, including considering and reviewing the comments and suggestions raised by each director in the past year whether or not such comments and suggestions had been complied with. In FY 2016/17, the average score result was 99.02%, an increase from the score of 98.8% in FY 2015/16 (*90-100% means excellent, 76-89% means very good, 66-75% means good, 50-65% means fair, and below 50% means improvement needed*).

Assessment of the Annual Performance of the Board of Directors (Individual Evaluation): The Board of Directors used the assessment criteria which covered the fiduciary duty to manage the Company's business operations in the best interest of the shareholders, the time allocation and preparation for attending the Board of Directors' meetings and the shareholders' meetings, the contribution of useful opinions, suggestions, or other guidelines to the Management, the independence of opinions, the value and support of continuous compliance with the principles of good corporate governance of listed companies, and the attendance of trainings and personal development programmes necessary for performing functions as directors of listed companies. After each director completed the Self-Assessment Form of the Board of Directors (Individual Evaluation), the Company Secretary Office would calculate the scores and provide a summary of the scores of each director to the Board of Directors' meeting for acknowledgement. In FY 2016/17, the average score result was 4.9, which is equivalent to the score in FY 2015/16 (*5 means very good, 4 means good, 3 means fair, 2 means lower than standard, and 1 means improvement needed*).

ASSESSMENT OF THE PERFORMANCE OF THE SUBCOMMITTEES

The Board of Directors assigns all subcommittees, namely the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance Committee, and the Executive Committee to assess their performance and report the assessment result to the Board of Directors on an annual basis.

Assessment of the Annual Performance of the Audit Committee: The Audit Committee used the assessment criteria which covered 6 assessment subjects, i.e., 1) Composition of the Audit Committee, 2) Independence of the Audit Committee Members, 3) Trainings and Source of Information, 4) Meetings, 5) Activities of the Audit Committee, and 6) Relationship with the Chief of the Internal Audit Office, the Company's Auditors, and the Management. After each member of the Audit Committee completed the Self-Assessment Form of the Audit Committee, the Internal Audit Office would calculate the scores and provide a summary of the scores to the Audit Committee's meeting in order for them to jointly consider, find a solution to improve unsatisfactory scores and use it as a guideline for their performance in the next year, including considering and reviewing the comments and suggestions raised by each member of the Audit Committee in the past year whether or not such comments and suggestions had been complied with. Thereafter, the result of the assessment would be proposed for consideration at the Board of Directors' meeting where the Board of Directors may provide comments or request the Audit Committee to improve in certain areas as appropriate. In FY 2016/17, the average score result was 4.9, which is equivalent to the score in FY 2015/16 (*5 means very good, 4 means good, 3 means fair, 2 means lower than standard, and 1 means improvement needed*).

Assessment of the Annual Performance of the Nomination and Remuneration Committee, the Corporate Governance Committee, and the Executive Committee: The assessment criteria were used which covered 5 assessment subjects, i.e., 1) Structure and Qualification, 2) Performance of Duties, 3) Training / Source of Information, 4) Meetings, and 5) Duties and Responsibilities. After the Self-Assessment Forms (Group Evaluation) of each subcommittee were completed, the Company Secretary Office would calculate the scores and provide a summary of the scores to the relevant subcommittee's meeting in order for them to jointly consider, find a solution to improve unsatisfactory scores and use it as a guideline their performance in the next year, including considering and reviewing the comments and suggestions raised by each member of the subcommittee in the past year whether or not such comments and suggestions had been complied with. Thereafter, the result of the assessment would be proposed

for consideration at the Board of Directors' meeting where the Board of Directors may provide comments or request the relevant subcommittees to improve in certain areas as appropriate. In FY 2016/17, the average score result of the Nomination and Remuneration Committee was 99.3%, a decrease from the score of 99.8% in FY 2015/16; the average score result of the Corporate Governance Committee was 97.7%, a decrease from the score of 98.0% in FY 2015/16; and the average score result of the Executive Committee was 98.1%, an increase from the score of 97.6% in FY 2015/16 (*90-100% means excellent, 76-89% means very good, 66-75% means good, 50-65% means fair, and below 50% means improvement needed*).

Annual Assessment of the Chairman of the Executive Committee and the Chief Executive Officer: The Nomination and Remuneration Committee evaluated the performance of the Chairman of the Executive Committee and the Chief Executive Officer based on the evaluation criteria, which were separated into 3 sections, i.e. Section I: Key Business Success (where the success of activities and projects in the past year would be taken into account), Section II: Performance Measures, and Section III: Personal Development of the Chairman of the Executive Committee / Chief Executive Officer. In FY 2016/17, the average score result of the Chairman of the Executive Committee was 99.6%, a decrease from the score of 99.8% in FY 2015/16, and the average score result of the Chief Executive Officer was 98.5%, an increase from the score of 98.2% in FY 2015/16 (*90-100% means excellent, 76-89% means very good, 66-75% means good, 50-65% means fair and below 50% means improvement needed*).

POLICY ON THE CHAIRMAN OF THE EXECUTIVE COMMITTEE'S AND THE CHIEF EXECUTIVE OFFICER'S DIRECTORSHIPS IN NON-BTS GROUP COMPANIES

The Company has established a policy on the Chairman of the Executive Committee's and the Chief Executive Officer's directorships in non-BTS Group companies. In short, the Chairman of the Executive Committee and the Chief Executive Officer should not hold any directorship in non-BTS Group companies, save for the exceptions stipulated by the Board of Directors.

SUCCESSION PLAN

The Board of Directors is aware of the importance of having the Company's management and operation running smoothly and continually in an effective and efficient manner, which will lead to the organisation's sustainable growth and progress. Thus, the Company has established the succession plan which sets out the succession procedures for the positions of Chairman of the Executive Committee, Chief Executive Officer, Deputy Chief Executive Officer, and other senior executive positions to ensure that there will be competent executives to succeed these key position holders in the organisation in the future.

OVERSIGHT OF THE SUBSIDIARIES AND THE ASSOCIATED COMPANIES' OPERATIONS

Management Policy in the Subsidiaries: The Company will set out business policies and guidelines that the Company considers to be conducive to the achievement of the Group's corporate objective and long-term goal for the subsidiaries through approval of the annual budget. The Company will designate representatives in the executive director level or the senior executive level to sit as directors in the subsidiaries and set the subsidiaries' business strategies, as well as monitoring whether the subsidiaries conduct their businesses within the framework set by the Company. The representative directors shall use their discretion in the best interest of both the Company and the Group as a whole. As for matters which are significant or related to the business of the subsidiaries, the representative directors will provide updates on the progress or propose such matters for consideration and approval by the Executive Committee or the Board of Directors (as the case may be). Besides, the Management has a duty to report to the Board of Directors, on a quarterly basis, the financial status and the operating result of the core subsidiaries in each business group through financial reporting.

Management Policy in Associated Companies: The Company will designate representatives to sit as directors in the associated companies in order to monitor and ensure that the associated companies carry out their business operations in accordance with the Company's guidelines.

OVERSIGHT OF THE USE OF INSIDE INFORMATION AND CONFLICTS OF INTERESTS

Prevention of the Misuse of Inside Information

BTS Group places significant emphasis on the prevention of the use of inside information by the Directors, the executives, and the employees of the Group as well as their related persons for their own or other's benefits. The use of inside information for the benefit of trading securities is an offence under the Securities and Exchange Act B.E. 2535 (1992) (as amended). Therefore, BTS Group has established a policy to prohibit the Directors, the

executives, and the employees of the Group, as well as their related persons, from using inside information for the benefit of trading the securities of the Company, subsidiaries, and associated companies, and also forbid the disclosure of inside information to outsiders or non-relevant persons before disclosing the same through the SET. Furthermore, in order to provide a clear guideline and to be in line with the amendment of the Securities and Exchange Act B.E. 2535 (1992) (as amended), the Company has set out an additional guideline on the protection of inside information from misuse, which applies to the Company, subsidiaries and associated companies under BTS Group. Details are as follows:

Subjected Persons	Prohibited Securities from Trading	Blackout Period in case of disclosure of financial statements		Blackout Period in case of any events that may affect the securities price
		Before	After	
<ul style="list-style-type: none"> - The Company, subsidiaries, associated companies - Directors, executives, employees, and/or any relevant persons of the Company, subsidiaries, and associated companies who are in charge of or have access to inside information 	Securities of the Company, subsidiaries, and associated companies	One month prior to the date of the Board of Directors' meeting that is proposed to approve the financial statements	One day after the date of the Board of Directors' meeting that has resolved to approve the financial statements	<ul style="list-style-type: none"> - 14 days prior to the date of every Board of Directors' meeting - Until one day after the date of each Board of Directors' meeting

In addition to the penalties according to the Securities and Exchange Act B.E. 2535 (1992) (as amended), the executives or the employees who violate the policy on the use of inside information are also considered to be in violation of the work regulations and are subject to disciplinary actions.

In addition, the directors and the executives of the Company (including their spouses and minor children) are required to report any change in their securities holding to the Office of the Securities and Exchange Commission within 3 business days from the date of such change. This is to comply with Section 59 of the Securities and Exchange Act B.E. 2535 (1992) (as amended). In addition, the directors and executives shall also provide a copy of such report to the Company Secretary Office. The Company Secretary Office shall then consolidate and present such report to the Board of Directors' meetings on a quarterly basis.

CONFLICTS OF INTEREST

The Board of Directors has established written policies and guidelines on conflicts of interest as stipulated in the Corporate Governance Policy. The Company has a policy to adhere to the guidelines of the SET and the Securities and Exchange Act for the utmost benefit of the Company. It is the duties and responsibilities of the personnel at all levels to vigilantly resolve conflicts of interest with honesty, loyalty, sound judgment, and independence within the scope of good ethics. The Company also discloses full information in the best interest of the Company.

Policies Relating to Transactions Which May Be in Conflict with the Company's Interest: Please see details in *Section 5.5: Related Party Transactions*.

Preparation of Conflict of Interest Reports by the

Directors and the Executives: In order to prevent transactions that may create a conflict of interest with the Company and to comply with the relevant rules and announcements, the Company requires the directors and the executives to submit the Conflict of Interest Report Form in relation to themselves and their related persons to the Company in the following events: (1) the Report Form must be first submitted at the time of appointment as a new director or an executive of the Company; (2) the Report Form must be submitted on an annual basis at the beginning of each fiscal year (1 April of every fiscal year) in order to update the information; and (3) the Report Form must be submitted in case of any change of significant information capable of creating a conflict of interest during the fiscal year. The Company Secretary shall keep and maintain the Report Forms submitted by the directors and executives and deliver a copy of the same to the Chairman of the Board of Directors and the Chairman of the Audit Committee within seven (7) business days from the date of receipt by the Company for further use in the verification and monitoring of conflicts of interest.

AUDITOR'S REMUNERATION

Audit Fee

The Company and its subsidiaries (totaling 46 companies) paid audit fees for the fiscal year ended 31 March 2017 (except for MACO and its subsidiaries which paid audit fees for the fiscal year ended 31 December 2016) in the total amount of THB 20.00mn to EY Office Limited. In addition, one subsidiary, MACO Outdoor Sdn Bhd, which was incorporated in Malaysia, paid audit fees for the fiscal year ended 31 December 2016 in the total amount of THB 0.06mn to Leslie Yap & Co., a local auditor.

In this regard, the auditors did not have any relationship with or any interest (except for auditing) in the Company, subsidiaries, executives, major shareholders, or any related persons thereof which may result in the auditors being unable to perform their duties independently.

Non-Audit Fee

Subsidiaries in the Media business, namely Green Ad Co., Ltd., paid non-audit fees in the amount THB 0.3

mn to EY Office Limited for the review of valuation of shares of Multi Sign Co., Ltd. In addition, VGI and MACO paid non-audit fees in the amount THB 4.0 mn to EY Corporate Services Limited for the investment consultation service.

COMPLIANCE WITH THE PRINCIPLES OF GOOD CORPORATE GOVERNANCE

In light of the SET's campaign and encouragement for listed companies to consider the benefit of good corporate governance, the Company has placed an importance on the development of the Company's operation guidelines to be in line with the principles of good corporate governance. The Company has adopted and implemented the said principles in the organisation as deemed appropriate in order for the business operation of the Company to be carried out efficiently, transparently, and beneficially to the Company and the shareholders. In FY 2016/17, the Company has complied with "The Principle of Good Corporate Governance for Listed Companies 2012" of the SET, except for the following:

1. The Board of Directors should comprise of at least 5 members and not more than 12 members.

Clarification: At present, the Company has 14 directors who have knowledge, capability, skill, experience, and diversified expertise which are beneficial and necessary to the diverse business operations and suitable for the business size of the Company.

2. The Chairman of the Board of Directors should be an independent director.

Clarification: The Company does not specify that the Chairman should be an independent director because the 4 core businesses of the Company are complex, diverse and unique which require a leader who has capability, experience, and expertise as well as true knowledge and understanding of the business management. Even though the Chairman is not an independent director, the Company has set in place an adequate and appropriate internal control system, and an operation mechanism which has checks and balances, transparency, and can be verified. The Board of Directors adheres to their

duties and performs their duties with due care and loyalty. The Board of Directors is also able to use their discretion independently in order to protect the benefit of the Company and the shareholders.

3. The Board of Directors should set a policy limiting the term of independent directors to not more than 9 years.

Clarification: The Board of Directors has not yet set the policy limiting the term of independent directors because the Board of Directors has considered and viewed that the business nature of the Company requires the independent directors who has knowledge, expertise and professional experience in specific areas. Moreover, the independent directors of the Company have possessed the qualifications according to the Definition of Independent Directors of the Company and can perform their duties properly.

4. The Board of Directors should set a policy limiting the number of companies that each director can hold a directorship position to not more than 5 companies.

Clarification: The Board of Directors has not yet set the policy limiting the number of companies that each director can hold a directorship position because the Board of Directors has considered and viewed that according to the criteria on the nomination of directors of the Company, the Nomination and Remuneration Committee will consider the nominated persons from the knowledge, capability, expertise and appropriate experience, profile and qualification of not having any prohibited characteristics under the laws, independence, as well as the commitment in performing their duties. Therefore, the Board of Directors is of the opinion that the holding of a directorship position of more than 5 companies does not significantly affect the performance of the directors if the Company has the explicit, appropriate, and adequate criteria on the nomination of directors.

5. The Nomination Committee should entirely consist of independent directors.

Clarification: As of 31 March 2017, the Nomination and Remuneration Committee of the Company consists of 5 directors, divided into 3 independent directors and 2 executive directors. The number of the independent directors equals to 60% of the total members of the Nomination and Remuneration Committee. From the past performance of the Nomination and Remuneration Committee, all 5 members of the Nomination and Remuneration Committee have performed their duties independently in accordance with the duties and responsibilities as specified in the Nomination and Remuneration Committee's Charter, and are capable to agree or object without any intervention from the executives. Therefore, the Board of Directors has considered and viewed that the composition of the Nomination and Remuneration Committee is appropriate and sufficient.

CODE OF CONDUCT AND ETHICS

The Board of Directors has established the policies for the BTS Group to operate its business with integrity and adhere to the principles of corporate governance and the code of conduct and ethics. The Board of Directors has prepared the Code of Conduct in writing whose contents cover 1) Vision, Mission, Value, Strategy and Long-term Goal, 2) Corporate Governance, 3) Business Ethics, 4) Employees, and 5) Corporate Social Responsibility. The Company reviews the Code of Conduct every year and monitors the implementation of the guidelines set out therein regularly, including providing trainings for the executives and employees. The executives and supervisors have the responsibility to supervise and encourage their subordinates to comply with such ethics, as well as behaving as a role model.

Additional details as regards the corporate governance can be found in **Form 56-1** and *Sustainability Report 2016/17*.

NOMINATION, APPOINTMENT AND REMUNERATION OF DIRECTORS AND EXECUTIVES

Additional details on the structure, duties, and responsibilities of the Nomination and Remuneration Committee can be found in **Section 5.1: Management Structure**.

APPOINTMENT AND REMOVAL OF DIRECTORS

The appointment and removal of directors of the Company are in accordance with the criteria and procedures as stipulated in the laws and the Company's Articles of Association, which can be summarised as follows:

1. In every Annual General Meeting of Shareholders, at least one-third (1/3) of the directors shall retire by rotation. If the number of the directors who must retire by rotation is not divisible by three, the number of directors closest to one-third (1/3) of all directors shall retire. The directors who retire by rotation are eligible for re-election;
2. The election of directors at the shareholders' meeting shall be in accordance with the following rules and procedures:
 - Each shareholder shall have one vote for one share;
 - Each shareholder shall use all of his or her votes to elect one or several persons as the director(s). However, he or she may not divide his or her votes among the candidates; and
 - The candidates who receive the most votes in descending order will be elected as the director(s) up to the number of the directors required to be elected at such meeting. In the event that the candidates have equal votes and their election would exceed the number of directors required to be elected at such meeting, the Chairman of the meeting shall have a casting vote;
3. Apart from retirement by rotation, the directors shall cease to hold office upon death, resignation, lack of qualifications or possession of prohibited characteristics according to the Public Limited Companies Act B.E. 2535 (1992) (as amended),

removal by a resolution of the shareholders' meeting, or removal by a court's order;

4. In case of a vacancy in the membership of the Board of Directors for reasons other than retirement by rotation, the Board of Directors shall pass a resolution by affirmative votes of not less than three-quarters (3/4) of the number of the directors remaining in office to elect a person who has the qualifications and possesses no prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992) (as amended) as a substitute director at the next meeting of the Board of Directors, unless the remaining term of office of the said director is less than two months; and
5. The shareholders' meeting may pass a resolution to remove any director from his/her office prior to the expiration of his/her term by affirmative votes of not less than three-quarters (3/4) of the number of the shareholders attending the meeting, having the right to vote, and holding shares not less than one-half (1/2) of the total number of shares held by the shareholders attending the meeting and having the right to vote.

NOMINATION OF NEW DIRECTORS

The Nomination and Remuneration Committee will be responsible for the nomination of new directors. The Nomination and Remuneration Committee will search for potential candidates and then propose the same for the Board of Directors' or the shareholders' meeting's consideration and election (as the case may be). The following matters will be taken into consideration as part of the selection criteria: the structure of the Board of Directors, which shall consist of members in the number that is suitable for the size and business strategy of the Company, the diversity in the structure of the Board of Directors (Board Diversity), the appropriateness of the qualifications and skills of the director(s) that are necessary and are still lacking in the Board of Directors identified through the preparation of the Board Skill Matrix to determine the qualifications of desired directors.

NOMINATION PROCEDURES

The Nomination and Remuneration Committee will select candidates for the position of director(s) of the Company from the recommendation of other directors, the nomination by the shareholders of the Company, the service of external professional search firms, or the directors' pools of various agencies, or other nomination procedures as the Nomination and Remuneration Committee considers appropriate.

QUALIFICATIONS OF DIRECTORS

1. Must possess qualifications and must not have any prohibited characteristics under the public limited companies law, securities and exchange law, rules and regulations of the Company and the relevant supervisory agencies, and the Company's good corporate governance. In case of nomination of an independent director, such nominated person shall possess the qualifications as specified in the Company's Definition of Independent Director. In case of nomination of a member of the Audit Committee, such nominated person shall possess additional qualifications in accordance with the laws;
2. Must have knowledge, capability, skills, experience, and diversified expertise beneficial to the Company's businesses;
3. Must be independent, perform the director's duty with due care, be honest, be mentally and physically healthy, and be able to fully commit to work for the Company; and
4. Must have a good work profile and must not engage in a business or be a partner in a general partnership or be a partner having unlimited liability in a limited partnership or a director in other private or public company which carries on businesses of the same nature as and in competition with the Company's businesses, except the shareholders' meeting is advised before a resolution is passed to elect such person and other relevant laws are complied with.

ADDITIONAL QUALIFICATIONS OF INDEPENDENT DIRECTORS

In case of nomination of an independent director, such nominated person shall possess the qualifications under the Definition of Independent Director of the Company, which is "more stringent" than the minimum requirement of the notifications of the Capital Market Supervisory Board, i.e., the shareholding of an independent director (including shares held by his/her related persons) shall "not be more than 0.75%" of the total number of shares having the voting rights of the Company, the parent company, the subsidiaries, the associated companies, the major shareholders, or the controlling person of the Company. (Additional details can be found in *Form 56-1*.)

ADDITIONAL QUALIFICATIONS OF MEMBERS OF THE AUDIT COMMITTEE

Apart from possessing the qualifications of independent directors, the members of the Audit Committee shall possess the following additional qualifications:

1. Must be appointed by the Board of Directors to be a member of the Audit Committee;
2. Must not be a director who has been assigned by the Board of Directors to make decisions in the business operations of the Company, the parent company, the subsidiaries, the associated companies, the subsidiaries of the same level, the major shareholders, or the controlling person of the Company and must not be a director of the parent company, the subsidiaries, or the subsidiaries of the same level that are listed companies;
3. Must be knowledgeable and experienced in performing his/her duty as a member of the Audit Committee where at least one member must be knowledgeable and experienced in reviewing the accountability of financial statements; and
4. Must have full and proper qualifications in accordance with the laws and regulations of the government authorities.

REMUNERATION OF DIRECTORS AND EXECUTIVES

DIRECTORS' REMUNERATION

Monetary Remuneration

The Nomination and Remuneration Committee shall determine the remuneration of the directors by taking into account the Company's operating results, the size of the business, and the responsibilities of the Board of Directors and making a comparison with the remuneration paid by other companies that are listed on the SET with a similar market capitalisation and other

listed companies within the same industry, and further propose the same for consideration and approval at the Board of Directors' meeting and the shareholders' meeting on an annual basis. The 2016 Annual General Meeting of Shareholders held on 22 July 2016 considered and approved the directors' remuneration for each position at the same rate as that of the previous year and the directors' bonus in consideration of the Board of Directors' performance in the fiscal year ended 31 March 2016 in a lump sum amount of THB 22.0mn where the directors shall allocate the same among themselves.

DIRECTORS' REMUNERATION CRITERIA IN 2014–2016

	Monthly Remuneration	Meeting Allowance
Chairman of the Board of Directors	THB 60,000 / month	None
Directors	THB 30,000 / person / month	None
Chairman of the Audit Committee	THB 50,000 / month	THB 20,000 / attendance
Audit Committee Member	None	THB 20,000 / person / attendance
Other Subcommittees	None	None

BREAKDOWN OF DIRECTORS' REMUNERATION IN FY 2016/17

Name	Annual Remuneration (THB)	Meeting Allowance (THB)	Directors' Bonus* (THB)	Total (THB)
1. Mr. Keeree Kanjanapas	720,000.00	-	3,124,261.05	3,844,261.05
2. Dr. Paul Tong	360,000.00	-	1,562,130.12	1,922,130.12
3. Dr. Anat Arbhahirama	360,000.00	-	1,562,130.12	1,922,130.12
4. Mr. Surapong Laoha-Unya	360,000.00	-	1,562,130.12	1,922,130.12
5. Mr. Kavin Kanjanapas	360,000.00	-	1,562,130.12	1,922,130.12
6. Mr. Rangsin Kritalug	360,000.00	-	1,562,130.12	1,922,130.12
7. Mr. Kong Chi Keung	360,000.00	-	1,562,130.12	1,922,130.12
8. Professor Lt. Gen. Phisal Thepsithar	600,000.00	160,000.00	1,562,130.12	2,322,130.12
9. Mr. Suchin Wanglee	360,000.00	160,000.00	1,562,130.12	2,082,130.12
10. Professor Charoen Wattanasin	360,000.00	160,000.00	1,562,130.12	2,082,130.12
11. Mr. Cheong Ying Chew, Henry	360,000.00	-	1,562,130.12	1,922,130.12
12. Mr. Chulchit Bunyaketu**	360,000.00	-	1,041,420.08	1,401,420.08
13. Dr. Karoon Chandrangsu**	360,000.00	-	1,041,420.08	1,401,420.08
14. Mrs. Pichitra Mahaphon***	270,000.00	160,000.00	-	430,000.00
Total	5,550,000.00	640,000.00	20,828,402.41	27,016,402.41

* Professor Dr. Amorn Chandara-Somboon resigned from the position of director of the Company effective from 1 January 2016. He received the directors' bonus for the fiscal year ended March 31, 2016 in the amount of Baht 1,171,597.59.

** Mr. Chulchit Bunyaketu and Dr. Karoon Chandrangsu were appointed as the directors of the Company pursuant to the resolution of the 2015 Annual General Meeting of Shareholders held on July 24, 2015. Therefore, they received the directors' bonus for the fiscal year ended March 31, 2016 on a pro rata basis.

***Mrs. Pichitra Mahaphon was appointed as the director of the Company in replacement of Professor Dr. Amorn Chandara-Somboon pursuant to the resolution of the Board of Directors' Meeting held on March 28, 2016. Therefore, she did not receive the directors' bonus for the fiscal year ended March 31, 2016.

DIRECTORS' REMUNERATION IN FY 2014/15 – FY 2016/17

	Persons	Remuneration (THB mn)
2016/17	14	27.0
2015/16	15	27.6
2014/15	12	27.3

Non-monetary remuneration and other benefits

-None-

EXECUTIVES' REMUNERATION

The Nomination and Remuneration Committee shall also consider and determine the amount and form of the remuneration of the Chairman of the Executive Committee and the Chief Executive Officer on both short-term and long-term bases, taking into account various indicators, including the assessment results of the performance of the Chairman of the Executive Committee and the Chief Executive Officer, the business success, and also a comparison with other listed companies, and then propose the same for consideration and approval at the Board of Directors' meeting.

As for the high-level executives, the Chief Executive Officer shall consider and determine the executives' remuneration individually based on their performance by using various indicators whereas the Company will provide short-term incentives through the promotion of salary and annual bonus in line with the economy and the Company's operating results and provide long-term incentives by allocating warrants as a motivation for the executives to contribute to the achievement and growth of the Company.

Monetary Remuneration

Monetary remuneration of the executives comprises salary, bonus, and provident fund contributions. In FY 2016/17, the monetary remuneration of 8 executives was in the aggregate amount of THB 84.4mn.

EXECUTIVES' REMUNERATION IN FY 2014/15 – FY 2016/17

	Persons	Remuneration (THB mn)
2016/17	8	84.4
2015/16	8	82.8
2014/15	9	50.8

Non-Monetary Remuneration

In May 2016, the Company allocated a total of 1.0mn units of BTS-WC warrants to the non-director executives of the Company. In FY 2016/17, the Company issued 0.1 mn ordinary shares and 0.5mn ordinary shares, at the par value of Baht 4 per share, to the non-director executives of the Company for the exercise of BTS-WA and BTS-WB warrants, respectively.

As of 31 March 2017, the outstanding units of BTS-WB and BTS-WC warrants held by the executives of the Company were 0.7mn units and 1.0mn units, respectively. BTS-WA warrants have expired since 18 August 2016.

INTERNAL CONTROL AND RISK MANAGEMENT

Having a good internal control system will support and lead the Company to achieve its corporate objectives, in particular, the matters relating to 1) the effectiveness and efficiency of business operation, 2) the reliability of financial reporting, and 3) the compliance with the laws and regulations, which will also build up the confidence of the shareholders and stakeholders in the Company. The Company always emphasises on the importance of having a good internal control system. The Board of Directors assigns the Audit Committee to review and evaluate the adequacy of the internal control system and report to the Board of Directors and, therefore, the good internal control system has been efficiently and effectively established in the following aspects, namely Control Environment, Risk Management, Control Activities, Information & Communication, and Monitoring Activities.

For 2016/17, the Board of Directors' Meeting held on 29 May 2017 acknowledged the evaluation results on the adequacy of the internal control system of the Audit Committee and agreed with the Audit Committee's opinion that the Company has adequate internal control system suitable for the business operation and has no material deficiency affecting the internal control system. In addition, the Company's auditor reviewed the internal control system that is relevant to the preparation and the presentation of the Company's financial statements in order to provide an opinion that the financial statements present correctly, in all material respects, the financial position, results of operation, and cash flows in accordance with the financial reporting standards.

CONTROL ENVIRONMENT

The Company has clearly established the Company's vision, mission, strategy, business direction, and long-term goal and communicated these to all employees to use as guidelines in performing their functions. The Company has also established the organisation chart, the chain of command, the delegation of authority, and policies and procedures which are appropriate to the duties and responsibilities of each department, including

policies relating to transactions which may be in conflict with the Company's interest. As such, the executives and employees can use those as guidelines for their conduct and prevent transactions which may be in conflict with the best interest of the Company and the shareholders. Furthermore, the Company has established the Corporate Governance Policy and the Code of Conduct of the Group for the directors, executives and employees of the BTS Group to use as guidelines in performing their duties with integrity and maintaining business ethics. The contents of the Code of Conduct relate to the corporate governance policy, business ethics, and policies on the employees' remuneration, benefits, and career development, including policies on anti-corruption and bribery and responsibility for society, community, and environment. BTS Group has carried out several CSR activities in line with the sustainable development framework of the Global Reporting Initiative (GRI) (G4) through economic, environmental, and social indicators. BTS Group has also set out appropriate penalties in case these regulations or policies of the Group are violated.

RISK MANAGEMENT

The Company has a policy to manage both internal and external risk factors that affect the Group to an appropriate and acceptable level. The Company has **divided the types of risks into 5 categories**, namely, strategic risk, operational risk, financial risk, legal and compliance risk, and fraud risk. Risk management is a part of the annual business plan in order to ensure that the risk management guidelines are in accordance with the Group's objectives, goals, and strategic plans. All the executives and employees of the Group are the risk owners and have a duty to assess the risk of their units and the efficiency of the existing control policy, as well as presenting plans and procedures to mitigate the risks if the existing procedures are insufficient. **Risk Management Working Group**, which is comprised of the representatives from all business units of the Group, is

responsible for consolidating risks of all business units and conducting a risk assessment of the Group, including supporting the implementation of the risk management framework and reporting to the Executive Committee on a quarterly basis and to the Board of Directors on an annual basis. The **Risk Management Framework** consists of 5 procedures, namely, risk identification, risk evaluation, risk reporting, risk control, and risk monitoring. The **Executive Committee** is the core of the Group's risk management structure which is responsible for monitoring and controlling key risks and factors that may have a material impact on the Group. The **Board of Directors** provides top-down oversight and supervision of risks and has the responsibilities of 1) setting out the risk management policy and framework, 2) reviewing the appropriateness of the policy and framework on an ongoing basis, and 3) ensuring that enterprise risk management and internal control are implemented. In order to achieve this, the **Audit Committee** is tasked with evaluating the sufficiency of the enterprise risk management policy and providing advice to both the Board of Directors and the Management. The **Internal Audit Office** is responsible for reviewing the risk management process and independently evaluating the efficiency of the internal control system. (Please see additional details in *the Enterprise Risk Management Policy* available on the Company's website at www.btsgroup.co.th)

CONTROL ACTIVITIES

The Company has a variety of written risk control measures, e.g., the scope of authority and threshold of approval in each level of management, policies and procedures on the approval of financial, procurement, and management transactions. The Company also implements the procurement management information system (ProMis) to control transactions relating to finance, procurement, and management, such as budget, purchase requisition (PR), and purchase order (PO). The role of the person who prepares the information and the person who approves the transaction will be separated and the authority of the approvers will be as delegated by ranking in the Chart of Delegation of Authority. This is to ensure effective cross-checking and monitoring. In addition, each department has prepared its own operational manuals and work instructions that are tailored to their job descriptions, duties, and responsibilities.

The Company does not have a policy to do business with its directors, executives, major shareholders or any related persons thereof, except where there is a necessary cause or it will support the Company's business, and it will be in the best interest of the Company and its shareholders in general. If there is such a transaction, the Company has established strict and clear measures governing the transactions with the directors, executives, major shareholders or their related persons which require that the transactions between the Company or its subsidiaries and the persons who may have a conflict of interest shall be in compliance with the relevant rules and regulations and must be made on reasonable terms or general commercial conditions or in line with the market price. In addition, the transactions shall be transacted at arm's length basis and the related party transactions shall be presented to the Audit Committee for review on a quarterly basis. For additional details on measures or procedures for approving related party transactions of the Company, policy and trend on related party transactions and policies relating to transactions which may be in conflict with the Company's interest, please see *Section 5.5: Related Party Transactions*.



INFORMATION & COMMUNICATION

The Company organises its information system to cover the Company's performance at the organisational level, the financial reporting level, the business unit level, and the policy and regulation implementation level. This is to ensure that the Company has effective communication and provides the Board of Directors, executives, employees, shareholders, investors and all stakeholders with correct, accurate, and complete information. Furthermore, the Company also provides channels for employees and outsiders to make a complaint to the Board of Directors or the Audit Committee or the relevant business units through the Company Secretary Office (Email: CompanySecretary@btsgroup.co.th) or the Internal Audit Office (Email: InternalAudit@btsgroup.co.th) or Investor Relations (Email: ir@btsgroup.co.th). In addition, the Company has initiated the "Nuduan Chaun Chee Chong" campaign to receive reports of any actions that are suspicious of corruption within BTS Group through whistle blowing channels on the intranet system or Email: DoltRight@btsgroup.co.th and "Nuduan Chaun Chee Chong Hotline" at telephone no. 1 800 292 777 or +66 (0) 2677 2800 or Email: tell@thailand-ethicsline.com, which are complaint channels monitored by an independent third party.

MONITORING ACTIVITIES

The Company reviews and improves the internal control system to correspond with the change of internal and external factors constantly. To achieve this, the Company monitors and evaluates the internal control system regularly in order to consider whether the performance results are in line with the determined business plan, budget, and business goal of the Company. Operational guidelines are also discussed and proposed so that the Company can make rectifications in a timely manner. If any significant error in the internal control system is found, the relevant person must immediately report the same to the Board of Directors and/or the Audit Committee to explain the cause, propose a solution, monitor the

rectification, and report to the Board of Directors and/or the Audit Committee within the given period. In addition, the Company assigns the Internal Audit Office to review compliance with the internal control system regularly. To allow the internal auditors to perform their duties independently and without bias, the Internal Audit Office is under direct supervision of the Audit Committee and reports to the Audit Committee directly.

INTERNAL AUDIT OFFICE

The Internal Audit Office has responsibilities to examine and evaluate both financial and non-financial information on a regular basis, including reviewing compliance with the internal principles and reporting directly to the Audit Committee. The objective is to ensure that the Company strictly abides by the laws and regulations, retains good corporate governance and good internal control, and achieves the operational objectives of the organisation.

The Internal Audit Office prepares an annual audit plan and a 3-year long-term plan based on the principles for the assessment of risks that affect the business operation and cover the operational process of the organisation. These plans are approved by the Audit Committee. The scope of work of the Internal Audit Office covers examination, review, and assessment of the sufficiency and the effectiveness of the Company's internal control system, including the performance quality of the following:

- Reliability of the internal control system as well as compliance with the standards and finance and accounting policies to ensure that the accounting and financial information is accurate and reliable and that the adopted organisation structure plan, procedures, and measures are sufficient for protecting the assets from all kinds of frauds and errors.
- Reliability of the internal control system in terms of management and operation to ensure that they are consistent with the policies and plans and are in accordance with the requirements of the laws

and regulations of the government and supervisory authorities, including the Company's regulations which cover activities such as operation management, procurement, marketing, administration, finance, accounting and human resources.

- Reliability of the internal control system as regards information and communication, review the structure of the Information Technology Department, access to information, access to programmes, data processing, system development, data backup, preparation of backup plans in case of emergency, authority of operation in the system, and production of documents from the system, including storage of documents, manuals, and computer system flowchart.
- Reliability of the internal control system with regard to anti-corruption in order to be consistent with and correspond to the Company's anti-corruption measures, which shall support the Company's business operation to be conducted with integrity and in a sustainable manner. The measures cover a complaint receiving framework and a complaint management procedure in order to provide complaint channels for employees and other stakeholders. In this regard, a collaboration among relevant departments is established in order to find solutions and set up preventive measures. The Internal Audit Office is one of the channels to receive complaints. A complaint receiving manual has been prepared for general complaints, material adverse impact complaints and corruption and bribery related complaints. The Internal Audit Office will monitor the progress on the handling of complaints and report the same to the Audit Committee.

The Internal Audit Office presents the audit report to the Audit Committee constantly on a quarterly basis and monitors the progress of the implementation of the recommendations provided during the course of examination regularly. The Internal Audit Office is

independent from other departments and can gain access to the information and assets of the Company which are relevant to the audit functions. The Internal Audit Office has the authority to request information and explanation from any person being audited on the subject matter as assigned by the Audit Committee. The Internal Audit Office is responsible for the internal auditing, monitoring, controlling, examining, reviewing and evaluating the operating results of all departments in accordance with the audit plan as assigned by the Audit Committee. In addition, the Internal Audit Office encourages all business units to conduct self-assessment on risks. This is to ensure that the internal control system is effective and efficient, the financial reporting is reliable, and the operational performance is in accordance with the laws and regulations of the governmental agencies or the regulatory bodies as well as the Company's standards, policies, plans, rules, regulations and announcements. The internal control system is aimed to protect the Company's assets, to prevent the Company from any damage it may suffer from, and to create a mechanism of checks and balances among the business units so as to ensure reasonable reliability of the Company's operations to achieve the Company's goal.

In addition, the personnel of the Internal Audit Office are encouraged to develop their personal skills regularly by attending both internal and external training courses to enhance their knowledge and internal audit professional skills, as well as other skills necessary for performing their work.

HEAD OF INTERNAL AUDIT

The Company has established the Internal Audit Office and Mr. Pipop Intaratut has held the position of Head of Internal Audit since 1 January 2011. Mr. Pipop Intaratut has experience on internal auditing in the business of the same nature as the Company's business and has enrolled in various internal audit training programmes organised by the IOD as well as training programmes organised by other institutions. Furthermore, Mr. Pipop Intaratut has knowledge and good understanding in the Company's activities and operations. Therefore, the Audit Committee is of the opinion that Mr. Pipop Intaratut is qualified to perform his duties appropriately and sufficiently.

The appointment, transfer, or dismissal of the Company's Head of Internal Audit shall be jointly considered and approved by the Audit Committee and the Chief Executive Officer.

DETAILS OF HEAD OF INTERNAL AUDIT AS OF 31 MARCH 2017

Mr. Pipop Intaratut Age 46 Internal Audit Office Director		
Education		<ul style="list-style-type: none"> • Master of Business Administration (Financial), Ramkhamhaeng University • Bachelor of Business Administration (Accounting), Ramkhamhaeng University • Director Accreditation Program (DAP), Thai Institute of Directors • Audit Committee Program (ACP), Thai Institute of Directors • Monitoring Fraud Risk Management (MFM), Thai Institute of Directors • Monitoring the System of Internal Control and Risk Management (MIR), Thai Institute of Directors • Monitoring the Internal Audit Function (MIA), Thai Institute of Directors • Monitoring the Quality of Financial Reporting (MFR), Thai Institute of Directors • Company Secretary Program, Thai Institute of Directors • AC Hot Update, Federation of Accounting Professions • Anti-Corruption Synergy to Success, The Institute of Internal Auditors of Thailand
Working Experience		
2011 - Present	Internal Audit Office Director	BTS Group Holdings PCL.
Other listed companies in Thailand		
2012 - Present	Internal Audit Director	VGI Global Media PCL.
Other companies		
2005 - Present	Internal Audit Director	Bangkok Mass Transit System PCL.
Other organisations		
2014 - Present	Risk and Internal Control Committee	Thai Listed Companies Association

RELATED PARTY TRANSACTIONS

The connected transactions between the Company or its subsidiaries and persons who may have conflicts of interests are transactions that occurred in the past. The Audit Committee has reviewed these transactions as regards the appropriateness of the monitoring and collection process, the evaluation of the transaction status, and the evaluation of the debtors' debt servicing capability, as well as the appropriateness of the provisions for doubtful debts to cover losses that may occur. The outstanding amounts in FY 2016/17 and FY 2015/16 were as follows:

Persons who may have a conflict of interest	Company having a related party transaction	Relationship	Description of transaction	Transaction value in FY 2016/17 (THB mn)	Transaction value in FY 2015/16 (THB mn)	Necessity / Remarks
Hwa Kay Thai (Thailand) Co., Ltd.	Muangthong Assets Co., Ltd. and PrannaKiri Assets Co., Ltd.	<ul style="list-style-type: none"> - Hwa Kay Thai (Thailand) Co., Ltd. was a former subsidiary of the Company, but the Company transferred all of its shares in Hwa Kay Thai (Thailand) Co., Ltd. to the Company's creditors for debt settlement. - Miss Sushan Kanjanapas, daughter of Mr. Keeree Kanjanapas; Chairman, Chairman of the Executive Committee, and a major shareholder of the Company is the director and interested person, who has more than 10% control in Oriental Field Ltd., which holds 49% shares in Hwa Kay Thai (Thailand) Co., Ltd. 	<ul style="list-style-type: none"> - Loan, of which THB 15.3mn is the principal and the rest is the interest thereon. Muangthong Assets Co., Ltd. and PrannaKiri Assets Co., Ltd. are still charging the interest at the rate equivalent to their financial costs. However, Muangthong Assets Co., Ltd. and PrannaKiri Assets Co., Ltd. have already made a provision for doubtful debts for the full amount. - In 1995, Muangthong Assets Co., Ltd. and PrannaKiri Assets Co., Ltd., provided the loan to Hwa Kay Thai (Thailand) Co., Ltd. and charged an interest at the rate equivalent to their financial costs. The provision of the loan took place when Hwa Kay Thai (Thailand) Co., Ltd. was still a subsidiary of the Company. At such time, it was the practice of BTS Group to provide inter-company loans as part of the working capital management. - All shares in Hwa Kay Thai (Thailand) Co., Ltd. held by the Company were pledged as collateral for the Company's loan and subsequently, the Company 	47.5	51.8	This transaction occurred a long time ago. It is a normal transaction, of which the interest rate is equivalent to the borrowing cost of Muangthong Assets Co., Ltd. and PrannaKiri Assets Co., Ltd.

Persons who may have a conflict of interest	Company having a related party transaction	Relationship	Description of transaction	Transaction value in FY 2016/17 (THB mn)	Transaction value in FY 2015/16 (THB mn)	Necessity / Remarks
			<p>transferred all of the shares to its creditors pursuant to the Company's business rehabilitation plan in 2006.</p> <p>- Both Muangthong Assets Co., Ltd. and PrannaKiri Assets Co., Ltd. have undertaken to demand and collect their debts from Hwa Kay Thai (Thailand) Co., Ltd. In the past years, Hwa Kay Thai (Thailand) Co., Ltd. has repaid some of the debt and currently the parties are negotiating to reach a mutual agreement on the remaining portion of the debt.</p>			
EGV Co., Ltd.	The Company	- Mr. Keeree Kanjanapas, Chairman, Chairman of the Executive Committee, and a major shareholder of the Company, is a director and a major shareholder holding 40% shares in EGV Co., Ltd.	<p>- Loan, of which THB 4mn is the principal and the rest is the interest thereon. The Company is still charging the interest at the rate equivalent to its financial cost. However, the Company has already made a provision for doubtful debts for the full amount due to the fact that EGV Co., Ltd. ceased its operation and the Company views that the opportunity to receive repayment is low.</p> <p>- EGV Co., Ltd. is a company incorporated in 1994 for joint investment in Siam Infotainment Co., Ltd., currently known as ITV Public Company Limited.</p> <p>- In 1995, EGV Co., Ltd. borrowed money from the Company at the interest rate equivalent to the financial cost of the Company in order to invest in ITV Public Company Limited. EGV Co., Ltd.</p>	11.9	11.8	This transaction occurred a long time ago. It is a normal transaction, of which the interest rate is equivalent to the Company's borrowing cost.

Persons who may have a conflict of interest	Company having a related party transaction	Relationship	Description of transaction	Transaction value in FY 2016/17 (THB mn)	Transaction value in FY 2015/16 (THB mn)	Necessity / Remarks
			<p>pledged all of its shares in ITV Public Company Limited as collateral for the Company's debt. Later in 2002, the Company entered into a business rehabilitation. The financial institution creditor, who was the pledgee of ITV Public Company Limited's shares, filed a petition for repayment of debt with the official receiver. The official receiver ordered that such financial institution creditor would receive only a part of the debt. Such financial institution creditor filed an objection against the official receiver's order with the Central Bankruptcy Court. In August 2016, the Supreme Court rendered a final judgement. At present, it is in the process of transferring assets and cash collateral in order to repay the debt to such creditor.</p> <ul style="list-style-type: none"> - The financial institution has assigned all of its claims to another financial institution. - The only asset of EGV Co., Ltd. is its ITV Public Company Limited shares, which were pledged as collateral to the Company's financial institution creditor at no cost. Therefore, the Company will proceed to have EGV Co., Ltd. transfer these shares to the Company for debt settlement when the Company transfers assets and cash collateral to repay its debt to such financial institution creditor. 			

MEASURES OR PROCEDURES FOR APPROVING RELATED PARTY TRANSACTIONS

All related party transactions must be approved by the Audit Committee and the Board of Directors or the shareholders' meeting, as the case may be, in accordance with the Notification of the Board of Governors of the SET Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (as amended) and the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (as amended), as well as laws on securities and exchange, regulations, notifications, orders or requirements of the SET relating to the execution of connected transactions or transactions which may create a conflict of interest or the relevant regulations that are applicable at such time (the "Relevant Rules and Regulations on Related Party Transactions").

POLICY OR TENDENCY ON RELATED PARTY TRANSACTIONS

The Company may need to enter into related party transactions with connected person(s) or person(s) who may have a conflict of interest in the future. In such an event, the Company will determine the transaction terms and conditions to correspond with the general trading conditions and market price comparable to those offered to third parties. The Company will also comply with the Relevant Rules and Regulations on Related Party Transactions.

If there is any related party transaction between the Company or subsidiary and a connected person or a person who may have a conflict of interest or a conflict of any kind, the Company will request the Audit Committee to review and give opinion on the necessity and appropriateness of such transaction. Moreover, if the Audit Committee does not have expertise to review such transaction, the Company will have an independent expert, independent financial advisor, or the Company's

auditor provide opinion on such transaction, so that the Board of Directors or the shareholders, as the case may be, can use such opinion to support their decision making. In case where the related party transaction is proposed for the shareholders' meeting's approval, the Company shall appoint an independent financial advisor to report and give opinion on the execution of such transaction to the shareholders. The Company will disclose the related party transactions in the remarks of the financial statements as audited by the Company's auditor, the Annual Registration Statement Disclosure Form (**Form 56-1**) and the Annual Report of the Company.

POLICIES RELATING TO TRANSACTIONS WHICH MAY BE IN CONFLICT WITH THE COMPANY'S INTEREST

In order to prevent an occurrence of a transaction which may be in conflict with the best interest of the Company and the shareholders and to maintain good corporate governance, the Board of Directors has established a set of policies relating to transactions which may be in conflict with the Company's interest as follows:

- **Policy on doing a new business**

The Company shall present the details of such business plan to the Board of Directors or any person appointed by the Board of Directors and arrange for the same to be considered whereby the returns and benefits to the Company and its shareholders will have to be taken into account. Nevertheless, the Company has no policy to do business with its directors, executives, major shareholders, or any related persons thereof, except there is a necessary cause or it will support the businesses of the Company, and it will mainly be for the best interest of the Company and its shareholders in general. The Company shall also comply with the Relevant Rules and Regulations on Related Party Transactions.

- **Policy on holding shares in a company in which the Company invests**

As for investments, the Company has a policy to hold shares on its own, except there is a necessary cause or it will be for the best interest of the Company or its shareholders in general, which shall be brought up for consideration and approval by the Audit Committee and the Board of Directors, provided that any person who has an interest in the transaction shall not be present at the Board of Directors' meeting during the course of consideration of such transaction and shall have no right to vote.

- **Policy on lending money to a joint venture company**

Lending money is not the business of the Company. However, if it is necessary for the Company to lend money to its joint venture company to support the financing of the joint venture company in the form of a shareholders' loan, the Company will provide the loan in proportion to its investment, except there is a necessary and appropriate cause as per the Board of Directors' consideration and approval on a case by case basis. Nevertheless, the Company has no policy to lend money to its directors, executives, major shareholders, and/or any related persons thereof, or the business in which the Company has jointly invested with such persons, except the loan is provided in proportion to the investment or it will be for the best interest of the Company or its shareholders in general. The Company shall also comply with the Relevant Rules and Regulations on Related Party Transactions. In addition, even if the size of a transaction is smaller than that required to be disclosed, the Company shall report such transaction to the Audit Committee for acknowledgement.

- **Policy on preparing documents in writing**

The Company will prepare promissory notes, loan agreements and/or financial support agreements in writing with due care and shall keep all evidence properly, even if such loan is provided to companies within the Group.

- **Policy on entering into connected transactions with the same commercial terms as those a person of ordinary prudence would have entered into with an ordinary counterparty under the same circumstances**

The Board of Directors has approved, in principle, a policy on entering into connected transactions between the Company or its subsidiaries and directors, executives, or any related persons thereof, with general commercial conditions and/or market price, in accordance with the same commercial terms as those a person of ordinary prudence would have entered into with an ordinary counterparty under the same circumstances and with the power in commercial negotiation not being influenced by the person's status as the director, executive, or connected person as stipulated in Section 89/12 of the Securities and Exchange Act B.E. 2535 (1992) (as amended). As for connected transactions that do not have general commercial conditions and/or market price, the Company shall comply with the Relevant Rules and Regulations on Related Party Transactions.

DIRECTOR AND EXECUTIVE PROFILES

As of 31 March 2017



Mr. Keeree Kanjanapas

Age 67

Chairman / Chairman of the Executive Committee / Chairman of the Corporate Governance Committee / Authorised Director

Date of Registration as Director 2 June 1993
(Date of registration for conversion into a public company)

- Education**
- Top Executive Program (CMA 10) Year 2010, Capital Market Academy
 - Director Accreditation Program (DAP) Year 2011, Thai Institute of Directors

Shareholding in the Company (%)* 3,891,164,652 (32.87%)

Family Relationship among the Executives

Father of Mr. Kavin Kanjanapas

Working Experience

2006-Present	Chairman, BTS Group Holdings Pcl
2010-Present	Chairman of the Executive Committee, BTS Group Holdings Pcl
2012-Present	Chairman of the Corporate Governance Committee, BTS Group Holdings Pcl
1993-Present	Director, BTS Group Holdings Pcl
1993-2006	Managing Director, BTS Group Holdings Pcl
Other listed companies in Thailand	
2012-Present	Chairman, VGI Global Media Pcl
Other companies	
2017-Present	Director, RB Services Co., Ltd.
2015-Present	Chairman of the Executive Committee, Bangkok Mass Transit System Pcl
2010-Present	Chairman, Bangkok Mass Transit System Pcl
1996-Present	Director, Bangkok Mass Transit System Pcl
1996-2015	Chief Executive Officer, Bangkok Mass Transit System Pcl
2015-Present	Director, BSS Holdings Co., Ltd.
2010-Present	Director, Rabbit Rewards Co., Ltd.
2009-Present	Director, BTS Land Co., Ltd.
2009-Present	Director, Bangkok Smartcard System Co., Ltd.
1994-Present	Director, Tanayong International Limited
1993-Present	Director, PrannaKiri Assets Co., Ltd.
1992-Present	Director, Tanayong Food and Beverage Co., Ltd.
1991-Present	Director, Thana City Golf & Sports Club Co., Ltd.
1990-Present	Director, Siam Paging and Communication Co., Ltd.
1990-Present	Director, Tanayong Property Management Co., Ltd.
1988-Present	Director, Muangthong Assets Co., Ltd.
2009-2015	Director, Nuvo Line Agency Co., Ltd.
2010-2015	Director, Kamkoong Property Co., Ltd.
2010-2012	Director, Kampoo Property Co., Ltd.
2007-2012	Director, Kamala Beach Resort & Hotel Management Co., Ltd.



Dr. Paul Tong

Age 76

Director

Date of Registration as Director 20 February 2007

- Education**
- PhD. Engineering, University of Manchester, UK
 - Master of Science in Engineering, University of Hong Kong, Hong Kong
 - Bachelor of Science in Engineering, University of Hong Kong, Hong Kong

Shareholding in the Company (%)* 30,776,501 (0.26%)

Family Relationship among the Executives -

Working Experience

2007-Present Director, BTS Group Holdings Pcl

Other listed companies in Thailand

-None-

Other companies

2016-Present	Independent Non-Executive Director, FSE Engineering Holdings Limited
2006-Present	Director, Chongbang Holdings (International) Limited
2010-2015	Chairman, BTS Assets Co., Ltd.
2007-2013	Managing Director, Hip Hing Construction (China) Co., Ltd.
2008-2012	Director, Kamala Beach Resort & Hotel Management Co., Ltd.
2006-2011	Managing Director, Hip Hing Construction Co., Ltd.
2006-2011	Director, NW Project Management Limited
2006-2010	Chairman, Bangkok Mass Transit System Pcl
2005-2010	Director, Parsons Brinckerhoff International, Pte Ltd., Singapore



Dr. Anat Arbhabhirama

Age 79

Executive Director /
Corporate Governance Committee Member /
Authorised Director

Date of Registration as Director 7 May 1998

Education

- PhD. Engineering (Civil Engineering), Colorado State University, USA
- Honorary Doctorate Degree in Engineering, Prince of Songkla University
- Honorary Doctorate Degree in Civil Engineering, Chulalongkorn University
- Master of Engineering (Hydraulic Engineering), Asian Institute of Technology
- Bachelor of Engineering (Civil Engineering), Chulalongkorn University
- Director Accreditation Program (DAP) Year 2011, Thai Institute of Directors

Shareholding in the Company (%)* -

Family Relationship among the Executives -

Working Experience

2010-Present	Executive Director, BTS Group Holdings Pcl
2012-Present	Corporate Governance Committee Member, BTS Group Holdings Pcl
1998-Present	Director, BTS Group Holdings Pcl
1998-2009	Audit Committee Member / Independent Director, BTS Group Holdings Pcl

Other listed companies in Thailand

-None-

Other companies

2015-Present	Member of the Advisory Board / Member of the Executive Committee, Bangkok Mass Transit System Pcl
2008-2013	Director, Bangkok Mass Transit System Pcl
2009-Present	Director, BTS Land Co., Ltd.
2010-2015	Director, Kamkoong Property Co., Ltd.
2010-2012	Director, Kampoo Property Co., Ltd.
2009-2010	Director, BTS Assets Co., Ltd.



Mr. Surapong Laoha-Unya

Age 55

Executive Director /
Authorised Director

Date of Registration as Director 30 July 2010

Education

- M.M.E. Civil Engineering, Chulalongkorn University
- Bachelor of Engineering (Civil Engineering), Kasetsart University
- Director Accreditation Program (DAP) Year 2010, Thai Institute of Directors
- The Senior Executive Bangkok Management Program Year 2013, Urban Green Development Institute

Shareholding in the Company (%)* 5,552,627 (0.05%)

Family Relationship among the Executives -

Working Experience

2010-Present	Executive Director / Director, BTS Group Holdings Pcl
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Other listed companies in Thailand

2006-Present	Director, VGI Global Media Pcl
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Other companies

2017-Present	Director, RB Services Co., Ltd.
2016-Present	Director, Rabbit Insurance Broker Co., Ltd.
2015-Present	Executive Director / Chief Executive Officer / Chief Operating Officer (acting) / Chief Administrative Officer (acting), Bangkok Mass Transit System Pcl
2006-2015	Chief Operating Officer, Bangkok Mass Transit System Pcl
2006-Present	Director, Bangkok Mass Transit System Pcl
2015-Present	Director, Rabbit Internet Co., Ltd.
2015-Present	Director, ASK Direct Group Co., Ltd.
2015-Present	Director, RabbitPay System Co., Ltd.
2015-Present	Director, BSS Holdings Co., Ltd.
2014-Present	Director, Bangkok Payment Solutions Co., Ltd.
2010-Present	Director, Rabbit Rewards Co., Ltd.
2009-Present	Director, BTS Land Co., Ltd.
2009-Present	Executive Director / Director, Bangkok Smartcard System Co., Ltd.
2010-2015	Director, Kamkoong Property Co., Ltd.
2009-2015	Director, Nuvo Line Agency Co., Ltd.
2010-2012	Director, Kampoo Property Co., Ltd.
2009-2010	Director, BTS Assets Co., Ltd.

Other organisations

2013-Present	Director, Profession Standard and Professional Qualification for Rail System and High Speed Rail
2010-Present	Advisory to the Academic Subcommittee of Traffic and Transportation Engineering Program, The Engineering Institute of Thailand under the Royal Patronage of H.M. the King



Mr. Kavin Kanjanapas

Age 42

Executive Director /
Chief Executive Officer /
Authorised Director

Date of Registration as Director 23 January 2007

Education

- Stonyhurst College, UK
- Director Accreditation Program (DAP)
Year 2007, Thai Institute of Directors
- Top Executive Program (CMA 16)
Year 2013, Capital Market Academy

Shareholding in the Company (%)* 602,459,295 (5.09%)

Family Relationship among the Executives

Son of Mr. Keeree Kanjanapas

Working Experience

2015-Present Chief Executive Officer, BTS Group Holdings Pcl
 2010-Present Executive Director, BTS Group Holdings Pcl
 2007-Present Director, BTS Group Holdings Pcl
 2007-2010 Managing Director, BTS Group Holdings Pcl

Other listed companies in Thailand

2012-Present Chairman of the Executive Committee,
VGI Global Media Pcl
 2003-Present Director, VGI Global Media Pcl

Other companies

2017-Present Director, RB Services Co., Ltd.
 2017-Present Director, Keystone Management Co., Ltd.
 2016-Present Director, KMJ 2016 Co., Ltd.
 2016-Present Director, Nine Square Property Co., Ltd.
 2015-Present Director, The Community Two Co., Ltd.
 2015-Present Director, The Community One Co., Ltd.
 2015-Present Director, Kingkaew Assets Co., Ltd.
 2015-Present Director, Ratburana Property Co., Ltd.
 2015-Present Director, Keystone Estate Co., Ltd.
 2015-Present Director, Unicorn Enterprise Co., Ltd.
 2015-Present Director, BSS Holdings Co., Ltd.
 2015-Present Executive Director,
Bangkok Smartcard System Co., Ltd.
 2009-Present Director, Bangkok Smartcard System Co., Ltd.
 2009-2015 Managing Director,
Bangkok Smartcard System Co., Ltd.
 2014-Present Director, Little Corner Co., Ltd.
 2014-Present Director, Primary Kitchen Co., Ltd.
 2014-Present Director, Mak8 Co., Ltd.
 2013-Present Director, Man Kitchen Co., Ltd.
 2010-Present Director, Tanayong Hong Kong Limited
 2010-Present Director, Absolute Hotel Services
Hong Kong Limited
 2010-Present Director, Rabbit Rewards Co., Ltd.
 2010-Present Director, BTS Land Co., Ltd.
 2009-Present Director, Bangkok Mass Transit System Pcl
 2009-Present Director, Point of View (POV) Media Group Co., Ltd.
 2009-Present Director, VGI Advertising Media Co., Ltd.
 2008-Present Director, Thana City Golf & Sports Club Co., Ltd.
 2008-Present Director, Tanayong Property Management Co., Ltd.
 2008-Present Director, Muangthong Assets Co., Ltd.
 2008-Present Director, PrannaKiri Assets Co., Ltd.
 2008-Present Director, Siam Paging and Communication Co., Ltd.
 2008-Present Director, Tanayong Food and Beverage Co., Ltd.
 2008-Present Director, Absolute Hotel Services Co., Ltd.
 2010-2015 Director, VGI Advertising China Co., Ltd.
 2010-2015 Director, 888 Media Co., Ltd.
 2010-2015 Director, 999 Media Co., Ltd.
 2010-2015 Executive Chairman / Director, BTS Assets Co., Ltd.
 2010-2015 Director, Kamkoong Property Co., Ltd.
 2009-2015 Director, Nuvo Line Agency Co., Ltd.
 2009-2014 Director, Midas Global Media Co., Ltd.
 2010-2012 Director, Kampoo Property Co., Ltd.
 2007-2012 Director, Kamala Beach Resort & Hotel
Management Co., Ltd.



Mr. Rangsin Kritalug

Age 55

Executive Director / Nomination and
Remuneration Committee Member /
Corporate Governance Committee Member /
Chief Operating Officer / Authorised Director

Date of Registration as Director 19 December 1997

Education

- MBA, Thammasat University
- Bachelor of Architecture, Silpakorn University
- Director Accreditation Program (DAP)
Year 2003, Thai Institute of Directors
- Role of the Compensation Committee (RCC)
Year 2011, Thai Institute of Directors
- Director Certification Program (DCP)
Year 2011, Thai Institute of Directors
- Anti-Corruption for Executive Program
Year 2012, Thai Institute of Directors
- Role of the Nomination and Governance
Committee (RNG) Year 2012,
Thai Institute of Directors

Shareholding in the Company (%) -

Family Relationship among the Executives -

Working Experience

2010-Present Executive Director / Chief Operating Officer,
BTS Group Holdings Pcl
 2009-Present Nomination and Remuneration Committee Member,
BTS Group Holdings Pcl
 2012-Present Corporate Governance Committee Member,
BTS Group Holdings Pcl
 1997-Present Director, BTS Group Holdings Pcl
 2006-2010 Deputy Managing Director, BTS Group Holdings Pcl

Other listed companies in Thailand

-None-

Other companies

2017-Present Director, BTS Sansiri Holding Twenty Two Limited
 Director, BTS Sansiri Holding Twenty One Limited
 2016-Present Director, BTS Sansiri Holding Twenty Limited
 2016-Present Director, BTS Sansiri Holding Nineteen Limited
 2016-Present Director, BTS Sansiri Holding Eighteen Limited
 2016-Present Director, BTS Sansiri Holding Seventeen Limited
 2016-Present Director, BTS Sansiri Holding Sixteen Limited
 2016-Present Director, BTS Sansiri Holding Fifteen Limited
 2016-Present Director, Nine Square Property Co., Ltd.
 2016-Present Director, The Community Two Co., Ltd.
 2016-Present Director, The Community One Co., Ltd.
 2016-Present Director, BTS Sansiri Holding Fourteen Limited
 2015-Present Director, Kingkaew Assets Co., Ltd.
 2015-Present Director, Ratburana Property Co., Ltd.
 2015-Present Director, Bayswater Co., Ltd.
 2015-Present Director, Keystone Estate Co., Ltd.
 2015-Present Director, Unicorn Enterprise Co., Ltd.
 2015-Present Director, BTS Sansiri Holding Twelve Limited
 2015-Present Director, BTS Sansiri Holding Eleven Limited
 2015-Present Director, BTS Sansiri Holding Nine Limited
 2015-Present Director, BTS Sansiri Holding Eight Limited
 2015-Present Director, BTS Sansiri Holding Seven Limited
 2015-Present Director, BTS Sansiri Holding Six Limited
 2015-Present Director, BTS Sansiri Holding Five Limited
 2015-Present Director, BTS Sansiri Holding Four Limited
 2015-Present Director, BTS Sansiri Holding Three Limited
 2015-Present Director, BTS Sansiri Holding Two Limited
 2014-Present Director, BTS Sansiri Holding One Limited
 2014-Present Director, Primary Kitchen Co., Ltd.
 2014-Present Director, Little Corner Co., Ltd.
 2014-Present Director, Mak8 Co., Ltd.
 2013-Present Director, Man Kitchen Co., Ltd.
 2011-Present Director, BTS Land Co., Ltd.
 2010-Present Director, Nuvo Line Agency Co., Ltd.
 2008-Present Director, Siam Paging and Communication Co., Ltd.
 2008-Present Director, Absolute Hotel Services Co., Ltd.
 2007-Present Director, Muangthong Assets Co., Ltd.
 2007-Present Director, HHT Construction Co., Ltd.
 2001-Present Director, DNAL Co., Ltd.
 2001-Present Director, Tanayong Food and Beverage Co., Ltd.
 2001-Present Director, PrannaKiri Assets Co., Ltd.
 2001-Present Director, Tanayong Property Management Co., Ltd.
 2001-Present Director, Yongsu Co., Ltd.
 1998-Present Director, Thana City Golf & Sports Club Co., Ltd.
 2010-2015 Director, BTS Assets Co., Ltd.
 2010-2015 Director, Kamkoong Property Co., Ltd.
 2010-2012 Director, Kampoo Property Co., Ltd.
 2007-2012 Director, Kamala Beach Resort &
Hotel Management Co., Ltd.



Mr. Kong Chi Keung

Age 42

Executive Director / Nomination and Remuneration Committee Member / Deputy Chief Executive Officer / Authorised Director

Date of Registration as Director 23 January 2007

Education

- MBA (Executive) Sasin Graduate Institute of Business Administration of Chulalongkorn University
- BA (Honorary Degree) Business Administrative, University of Greenwich, UK
- Director Accreditation Program (DAP) Year 2007, Thai Institute of Directors

Shareholding in the Company (%)* 3,200,000 (0.03%)

Family Relationship among the Executives -

Working Experience

2015-Present	Deputy Chief Executive Officer, BTS Group Holdings Pcl
2010-Present	Executive Director, BTS Group Holdings Pcl
2010-Present	Nomination and Remuneration Committee Member, BTS Group Holdings Pcl
2007-Present	Director, BTS Group Holdings Pcl
2008-2010	Deputy Managing Director, BTS Group Holdings Pcl

Other listed companies in Thailand

2000-Present	Director, VGI Global Media Pcl
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Other companies

2017-Present	Director, BTS Sansiri Holding Twenty One Limited
2017-Present	Director, BTS Sansiri Holding Nineteen Limited
2016-Present	Director, Rabbit Insurance Broker Co., Ltd.
2016-Present	Director, BTS Sansiri Holding Twenty Limited
2016-Present	Director, BTS Sansiri Holding Eighteen Limited
2016-Present	Director, BTS Sansiri Holding Seventeen Limited
2016-Present	Director, BTS Sansiri Holding Sixteen Limited
2016-Present	Director, BTS Sansiri Holding Fifteen Limited
2016-Present	Director, RABBIT-LINE PAY Co., Ltd.
2016-Present	Director, Nine Square Property Co., Ltd.
2016-Present	Director, The Community Two Co., Ltd.
2016-Present	Director, The Community One Co., Ltd.
2016-Present	Director, Kingkaew Assets Co., Ltd.
2016-Present	Director, Ratburana Property Co., Ltd.
2016-Present	Director, Unicorn Enterprise Co., Ltd.
2016-Present	Director, BTS Sansiri Holding Fourteen Limited
2016-Present	Director, BTS Sansiri Holding Twelve Limited
2016-Present	Director, BTS Sansiri Holding Eleven Limited
2015-Present	Director, ASK Direct Group Co., Ltd.
2015-Present	Director, Rabbit Internet Co., Ltd.
2015-Present	Director, BTS Sansiri Holding Nine Limited
2015-Present	Director, BTS Sansiri Holding Eight Limited
2015-Present	Director, BTS Sansiri Holding Seven Limited
2015-Present	Director, BTS Sansiri Holding Six Limited
2015-Present	Director, BTS Sansiri Holding Five Limited
2015-Present	Director, BTS Sansiri Holding Four Limited
2015-Present	Director, BTS Sansiri Holding Three Limited
2015-Present	Director, BTS Sansiri Holding Two Limited
2015-Present	Director, BTS Sansiri Holding One Limited
2015-Present	Director, Nuvo Line Agency Co., Ltd.
2015-Present	Member of Executive Committee, Bangkok Mass Transit System Pcl
2012-Present	Chief Financial Officer, Bangkok Mass Transit System Pcl
2010-2013	Director, Bangkok Mass Transit System Pcl
2015-Present	Director, ATS Rabbit Special Purpose Vehicle Co., Ltd.
2014-Present	Director, Bangkok Payment Solutions Co., Ltd.
2010-Present	Director, Tanayong Hong Kong Limited
2008-Present	Director, Absolute Hotel Services Co., Ltd.
2016-2017	Director, Keystone Estate Co., Ltd.
2010-2015	Director, VGI Advertising China Co., Ltd.
2010-2015	Director, BTS Assets Co., Ltd.



Professor Lt. Gen. Phisal Thepsithar

Age 85

Independent Director / Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee

Date of Registration as Director 4 August 2000

Education

- Honorary Doctorate Degree in Dental Surgery, Khon Kaen University, Chulalongkorn University and Mahidol University
- Master of Business Administration, Thammasat University
- Higher Diploma (equivalent to Master's degree) in Accounting, Thammasat University
- Bachelor of Education (First Class Honor), in Educational Administration, Sukhothai Thammathirat University
- Bachelor of Law, Thammasat University
- Bachelor of Dental Surgery (Second Class Honor), University of Medical Science (currently known as Mahidol University)
- Bachelor of Accounting, Thammasat University
- Bachelor of Commerce, Thammasat University
- Director Certification Program (DCP) Year 2002, Thai Institute of Directors
- Audit Committee Program (ACP) Year 2009, Thai Institute of Directors
- Role of the Compensation Committee (RCC) Year 2014, Thai Institute of Directors
- Anti-Corruption: The Practical Guide (ACPG) Year 2015, Thai Institute of Directors

Shareholding in the Company (%)* 80,000 (0.001%)

Family Relationship among the Executives -

Working Experience

2000-Present	Chairman of the Audit Committee / Independent Director, BTS Group Holdings Pcl
2009-Present	Chairman of the Nomination and Remuneration Committee, BTS Group Holdings Pcl

Other listed companies in Thailand

1999-Present	Chairman of the Audit Committee / Nomination and Remuneration Committee Member / Independent Director, President Rice Products Pcl
1999-Present	Chairman of the Audit Committee / Independent Director, Rockworth Pcl
2005-2012	Independent Director, President Bakery Pcl

Other companies

2009-2010	Audit Committee Member / Independent Director, Bangkok Mass Transit System Pcl
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Other organisations

2014-Present	Chairman of Scientific Commission on the Standards of Dental Products, Thai Industrial Standards Institute, Ministry of Industry
2013-Present	Director, Board of the Art of Healing, Ministry of Public Health
2009-Present	Legal Advisor / Member of the Subcommittee on Excessive Expense Deduction of Service Units, Natural Health Security Office
2007-Present	Awards and Outstanding Dentist Graduate, Judge, Mahidol Adulyadej, Prince of Songkla Foundation
2004-Present	Chairman, Thai Dentist Against Tobacco Project
2004-2010, 2016-Present	Director, Board of Sanatorium, Ministry of Public Health
2004-2010, 2016-Present	Director, Board of National Health Security Office
2014-2016	Member of Audit Subcommittee, Board of National Health Security Office
2013-2016	Director, The Dental Council of Thailand
2015	Award and Outstanding Dentists, Judge, The Dental Council of Thailand
2013-2015	President, The Dental Association of Thailand
2004-2015	Chairman of the Board of Directors, Dental Public Health Foundation
2004-2010	Chairman of Appeal Case Screening Subcommittee, Board of National Health Security Office



Mr. Suchin Wanglee

Age 81

Independent Director /
Audit Committee Member /
Nomination and Remuneration
Committee Member

Date of Registration as Director 30 July 2010

Education

- Bachelor Degree Electrical Engineering, Northrop Institute of Technology, USA
- Executive Course, Harvard University, USA
- Role of the Chairman Program (RCP) Year 2001, Thai Institute of Directors
- Top Executive Program (CMA 9) Year 2009, Capital Market Academy
- Top Executive Program in Commerce and Trade, Commerce Academy 2010
- The Urban Development & Administration Training Course for the Executive Administrator, Year 2011, Urban Green Development Institute
- Thailand Insurance Leadership Program, Year 2012, Office of Insurance Commission
- Director Accreditation Program (DAP) Year 2013, Thai Institute of Directors

Shareholding in the Company (%)* 7,680,023 (0.06%)

Family Relationship among the Executives -

Working Experience

2010-Present	Audit Committee Member / Independent Director, BTS Group Holdings Pcl
2010-Present	Nomination and Remuneration Committee Member, BTS Group Holdings Pcl

Other listed companies in Thailand

2013-Present	Audit Committee Member, Sermsuk Pcl
2013-Present	Independent Director, Sermsuk Pcl
2012-Present	Chairman of the Compensation Committee, Sermsuk Pcl
2011-Present	Vice Chairman, Sermsuk Pcl
2010-Present	Director, Sermsuk Pcl
2010-Present	Vice Chairman, Thai Metal Drum MFG. Pcl
2010-Present	Chairman of the Remuneration and Nomination Committee, Thai Metal Drum MFG. Pcl
1989-Present	Director, Thai Metal Drum MFG. Pcl
2001-Present	Chairman, The Navakij Insurance Pcl
1993-Present	Director, The Navakij Insurance Pcl
1999-Present	Chairman, Thaire Life Assurance Pcl
1994-Present	Independent Director, Varopakorn Pcl
1978-2016	Chairman / Director, Thai Reinsurance Pcl
1969-2013	Independent Director, Thai-German Ceramics Industry Pcl

Other companies

2014-Present	Advisor, The Falcon Insurance Pcl
2007-2014	Chairman, The Falcon Insurance Pcl
1970-2014	Director, The Falcon Insurance Pcl
2007-Present	Director, Aqua Infinite Co., Ltd.
2006-Present	Director, Wanglee Pattana Co., Ltd.
2005-Present	Director, Rajadamri Hotel Pcl
1991-Present	Chairman, Rangsit Plaza Co., Ltd.
1990-Present	Director, Nuchapon Co., Ltd.
1988-Present	Director, The Pet Co., Ltd.
1982-Present	Chairman, Sathorn Thani Co., Ltd.
1968-Present	Director, Wanglee Co., Ltd.
1988-2010	Director, Thai-Petchaboon Co., Ltd.

Other organisations

1971-2010	Director, The General Insurance Association
1974-1976, 2001-2005, 2007-2009	Chairman, The General Insurance Association



Professor Charoen Wattanasin

Age 80

Independent Director / Audit Committee
Member / Nomination and Remuneration
Committee Member / Corporate
Governance Committee Member

Date of Registration as Director 30 July 2010

Education

- Business Administration, City of Liverpool College of Commerce, UK
- Management, B.I.M. London, UK
- Director Accreditation Program (DAP) Year 2011, Thai Institute of Directors
- Director Certification Program (DCP) Year 2011, Thai Institute of Directors
- Audit Committee Program (ACP) Year 2011, Thai Institute of Directors
- Role of the Nomination and Governance Committee (RNG) Year 2014, Thai Institute of Directors
- Anti-Corruption: The Practical Guide (ACPG) Year 2015, Thai Institute of Directors

Shareholding in the Company (%)* 351,713 (0.003%)

Family Relationship among the Executives -

Working Experience

2010-Present	Audit Committee Member / Independent Director, BTS Group Holdings Pcl
2010-Present	Nomination and Remuneration Committee Member, BTS Group Holdings Pcl
2012-Present	Corporate Governance Committee Member, BTS Group Holdings Pcl

Other listed companies in Thailand

-None-

Other companies

-None-

Other organisations

2007-Present	Rules Committee, The Olympic Council of Asia
2005-Present	Hon. Life Vice President, Badminton World Federation
2004-Present	Councilor, South East Asian Games Federation
2003-Present	Vice President, National Olympic Committee of Thailand under the Royal Patronage of H.M. the King
1987-Present	Special Professorship of Marketing, Faculty of Commerce and Accountancy, Chulalongkorn University
2002-2013	President, The Badminton Association of Thailand under The Royal Patronage of H.M. the King
2005	National Outstanding Achievement Award For Promotional of International Recognition (Athletics), The National Identity Office, The Office of the Permanent Secretary, Prime Minister Office
2000	Inductee-Hall of Fame, Badminton World Federation



Mr. Cheong Ying Chew, Henry

Age 69

Independent Director

Date of Registration as Director 30 July 2010

Education

- Master of Science in Operational Research and Management, Imperial College, University of London, UK
- Bachelor of Science (Mathematics), Chelsea College, University of London, UK

Shareholding in the Company (%)*

Family Relationship among the Executives -

Working Experience

2010-Present Independent Director, BTS Group Holdings Pcl

Other listed companies in Thailand

- None -

Other companies

2015-Present Independent Non-Executive Director, CK Property Holdings Limited

2015-Present Independent Non-Executive Director, Skyworth Digital Holdings Limited

2009-Present Independent Non-Executive Director, Hutchison Telecommunications Hong Kong Holdings Limited

2008-Present Independent Non-Executive Director, CNNC International Limited

2007-Present Independent Non-Executive Director, New World Department Store China Limited

2006-Present Independent Non-Executive Director, Greenland Hong Kong Holdings Limited

2000-Present Independent Non-Executive Director, TOM Group Limited

1997-Present Deputy Chairman / Executive Director, Worldsec Limited

1996-Present Independent Non-Executive Director, Cheung Kong Infrastructure Holdings Limited

2015 Independent Non-Executive Director, CK Hutchison Holdings Limited

2004-2015 Independent Non-Executive Director, Cheung Kong (Holdings) Limited

2010-2015 Independent Non-Executive Director, Kirin Group Holdings Limited (previously known as Creative Energy Solutions Holdings Limited)

2000-2012 Independent Non-Executive Director, Hong Kong Jewellery Holding Limited

Other organisations

2009-2015 Member, Securities and Futures Appeals Tribunal, Hong Kong

2009-2015 Member, Advisory Committee of the Securities and Futures Commission, Hong Kong



Mr. Chulchit Bunyaketu

Age 74

Executive Director

Date of Registration as Director 27 July 2015

Education

- M.A., Political Science, Kent State University, USA
- Advance Diploma, Public Administration, University of Exeter, UK
- Bachelor of Laws, Faculty of Political Science, Chulalongkorn University
- Diploma, National Defence College of Thailand, Joint State-Private Sector Course, Class 355
- Director Accreditation Program (DAP) Year 2005, Thai Institute of Directors

Shareholding in the Company (%)* 2,300,000 (0.019%)

Family Relationship among the Executives -

Working Experience

2016-Present Executive Director, BTS Group Holdings Pcl

2015-Present Director, BTS Group Holdings Pcl

Other listed companies in Thailand

2014-Present Chairman / Independent Director, WP Energy Pcl

2000-Present Chairman of the Audit Committee / Independent Director, Total Access Communication Pcl

Other companies

2016-Present Advisor, King Power Group

2004-2016 Group Vice Chairman, King Power Group

2012-Present Chairman, Dtac Trinet Co., Ltd.

1992-2015 Chairman of the Audit Committee Independent Director, Bangkok Mass Transit System Pcl

1998-2003 Managing Director, Thai Oil Co., Ltd.

1998-2003 Managing Director / Director, Thai Oil Power Co., Ltd.

1996 Chairman, Thai Paraxylene Co., Ltd.

1996 Director, Independent Power (Thailand) Co., Ltd.

Other organisations

2004 Honorary Advisor, Royal Thai Army Radio and Television Station

2004 Vice President, Thailand Polo Association

1996 Director, Population and Community Development Association

1996 Member of the Executive Committee, Royal Thai Army Radio and Television Channel 5,

1996 Member of the Executive Committee, Bangkok Broadcasting Television Channel 7

1996 Director, Tawee Bunyaketu Foundation

1991 Vice President, Amateur Athletic Association of Thailand under His Majesty's Patronage

1967 Government Officer, Department of Technical and Economic Cooperation, Ministry of National Development



Dr. Karoon Chandrangsu

Age 67

Director

Date of Registration as Director 27 July 2015

Education

- Ph.D., Ohio State University, Columbus, Ohio, USA
- M.S. (Civil Engineering), Ohio State University, Columbus, Ohio, USA
- B.Eng. (Hons), Chulalongkorn University
- License for Professional Practice, Senior Professional Engineer, Civil Engineering (Reg. No. WorYor.1023)
- Director Certification Program (DCP) Year 2005, Thai Institute of Directors
- Finance for Non-Finance Director (FN) Year 2005, Thai Institute of Directors
- Strategic Board Master Class (SBM) Year 2017, Thai Institute of Directors

Shareholding in the Company (%)* -

Family Relationship among the Executives -

Working Experience

2015-Present Director, BTS Group Holdings Pcl

Other listed companies in Thailand

2007-Present Director, Richy Place 2002 Pcl

2003-Present Audit Committee Member / Independent Director, Quality Construction Products Pcl

Other companies

1992-Present Chairman, K.C.S. & Associates Co., Ltd.

1982-Present Executive Director, K.C.S. Consulting Engineers Co., Ltd.

1996-2001 Chief Operating Officer / Director, Bangkok Mass Transit System Pcl

Other organisations

2012-2015 First Vice President, Council of Engineers, Engineering Act B.E. 2542

2006-2015 Director, Council of Engineers, Engineering Act B.E. 2542

2007-2010 Chairman, Etiquette Committee, Council of Engineers, Engineering Act B.E. 2542

2006-2007 President, Engineering Institute of Thailand under H.M. the King's Patronage (EIT)

1992-1996 Deputy Governor (Public Works Department), Bangkok Metropolitan Administration

1977-1992 Vice Dean / Head of Civil Engineering Department, Faculty of Engineering, Chulalongkorn University



Mrs. Pichitra Mahaphon

Age 66

Independent Director /
Audit Committee Member

Date of Registration as Director 1 April 2016

Education

- BA, University of Oregon, USA
- MAI, the Appraisal Institute, Chicago, USA
- RICS, The Royal Institute of Chartered Surveyors
- Director Accreditation Program (DAP) Year 2013, Thai Institute of Directors
- Advanced Audit Committee Program (AAP), Year 2013, Thai Institute of Directors
- Risk Management Program for Corporate Leaders (RCL), Year 2015, Thai Institute of Directors
- Anti-Corruption: The Practical Guide (ACPG) Year 2016, Thai Institute of Directors

Shareholding in the Company (%)* 300,000 (0.003%)

Family Relationship among the Executives -

Working Experience

2016-Present Audit Committee Member / Independent Director
BTS Group Holdings Pcl

Other listed companies in Thailand

2016-Present Chairman of the Audit Committee / Independent Director, Nation Multimedia Group Pcl

Other companies

2010-2016 Chairman of the Audit Committee / Independent Director, Bangkok Mass Transit System Pcl

2008-2016 Principal / Partner, Advance Advisory Co., Ltd.

2006-2008 Managing Director, Pullman Bangkok King Power Hotel

2000-2003 Executive Director, Arthur Andersen / KPMG

1998-2000 Regional Director, Cushman & Wakefield (Thailand) Ltd.

1994-1998 Vice President, Eastwest Bank, USA (listed bank in USA)

1991-1994 Vice President, Bank of America, USA (listed bank in USA)

1986-1991 Associate Director, Laventhol & Horwath, USA (Big Eight Accounting firm)



Mr. Surayut Thavikulwat

Age 45

Chief Financial Officer

Education

- MBA, Ross School of Business, University of Michigan – Ann Arbor, USA
- BA, Chulalongkorn University
- TLCA Executive Development Program (EDP 7) Year 2011, Thai Listed Companies Association
- Bhumipalung Pandin Program (PPP 1) Year 2012, Chulalongkorn University
- How to Develop a Risk Management Plan (HRP) Year 2014, Thai Institute of Directors
- Director Certification Program (DCP) 2016, Thai Institute of Directors

Shareholding in the Company (%)* 427,748 (0.004%)

Family Relationship among the Executives -

Working Experience

2011-Present Chief Financial Officer, BTS Group Holdings Pcl

Other listed companies in Thailand

2015-Present Director, U City Pcl

2010-2011 Chief Financial Officer, Unique Mining Services Pcl

1998-2010 SVP, Head of Strategic Planning & Budgeting, Bangkok Bank Pcl

Other companies

2017-Present Director, Keystone Management Co., Ltd.

2015-Present Director, BTS Assets Co., Ltd.

2015-Present Director, Kamkoong Property Co., Ltd.

2015-Present Director, Natural Park Ville Co., Ltd.

2015-Present Director, Natural Real Estate Co., Ltd.

2015-Present Director, Park Opera Co., Ltd.

2015-Present Director, Richee Property Management Co., Ltd.

2015-Present Director, Park Gourmet Co., Ltd.

1994-1996 Senior Auditor, EY Office Limited

Other organisations

2014-Present President of Thai Investor Relations Club, Thai Listed Companies Association

2013-2014 Director of Thai Investor Relations Club, Thai Listed Companies Association

2014-Present Director of Accounting Profession in Managerial Accounting Committee, Federation of Accounting Professions under the Royal Patronage of His Majesty the King



Mr. Daniel Ross

Age 41

Chief Investment Officer /
Head of Investor Relations

Education

- Bachelor of Science in Mathematics (First Class Honors) King's College, University of London, UK
- Director Certification Program (DCP) Year 2009, Thai Institute of Directors
- TLCA Executive Development Program (EDP 14) Year 2014, Thai Listed Companies Association

Shareholding in the Company (%)* 601,191 (0.005%)

Family Relationship among the Executives -

Working Experience

2015-Present Chief Investment Officer, BTS Group Holdings Pcl

2009-Present Head of Investor Relations, BTS Group Holdings Pcl

2009-2015 Financial Director, BTS Group Holdings Pcl

Other listed companies in Thailand

2015-Present Director, U City Pcl

Other companies

2017-Present Director, Keystone Management Co., Ltd.

2017-Present Director, Vienna House Capital GmbH

2016-Present Director, Thirty Three Gracechurch 2 Limited

2016-Present Director, Thirty Three Gracechurch 1 Limited

2015-Present Director, Natural Park Ville Co., Ltd.

2015-Present Director, Natural Real Estate Co., Ltd.

2015-Present Director, Park Opera Co., Ltd.

2015-Present Director, Richee Property Management Co., Ltd.

2015-Present Director, Park Gourmet Co., Ltd.

2015-Present Director, Project Green Co., Ltd.

2015-Present Director, Prime Area 38 Co., Ltd.

2015-Present Director, BTS Assets Co., Ltd.

2015-Present Director, Kamkoong Property Co., Ltd.

2008-2010 Audit Committee Member / Independent Director, SFG Pcl

2007-2009 Director and Project Management Committee Member, AP Pacific Star Co., Ltd. (Ratchada)

2007-2009 Director and Project Management Committee Member, AP Pacific Star Co., Ltd. (Sathorn)

2006-2009 Vice President / Head of Investments, Pacific Star International (Thailand) Co., Ltd.

2002-2006 Associate Director, Mullis Partners

1999-2001 Credit Analyst, Global Markets, JPMorganChase, London

Other organisations

2002 Business Relations Associate, Stock Exchange of Thailand



**Mrs. Duangkamol
Chaichanakajorn**

Age 57

Accounting Director



**Ms. Chawadee
Rungruang**

Age 40

Financial Controller

Education

- MBA, Thammasat University
- BA, Thammasat University

Shareholding in the Company (%)* 720,041 (0.006%)

Family Relationship among the Executives -

Working Experience

2001-Present Accounting Director, BTS Group Holdings Pcl

Other listed companies in Thailand

-None-

Other companies

-None-

Education

- MBA, Chulalongkorn University
- BA, Chulalongkorn University
- TLCA Executive Development Program
Year 2013 (EDP 12),
Thai Listed Companies Association

Shareholding in the Company (%)* 387,557 (0.003%)

Family Relationship among the Executives -

Working Experience

2011-Present Financial Controller, BTS Group Holdings Pcl

Other listed companies in Thailand

2003-2010 Assistant Corporate Controller,
Central Plaza Hotel Pcl

Other companies

1998-2003 Senior Auditor, EY Office Limited

* % of a total of 11,839,114,412 shares having the voting rights, including shares held by their spouse and minor children

INFORMATION ON THE POSITION OF DIRECTORS AND EXECUTIVES IN SUBSIDIARIES, ASSOCIATED COMPANIES, AND JOINTLY CONTROLLED ENTITIES

(as of 31 March 2017)

Directors and Executives Companies	1. Mr. Keeree Kanjanapas	2. Dr. Paul Tong	3. Dr. Anat Arhahirama	4. Mr. Surapong Laoha-Ujnya	5. Mr. Kavin Kanjanapas	6. Mr. Rangsin Kritalug	7. Mr. Kong Chi Keung	8. Professor Lt. Gen. Phisal Thepsithar	9. Mr. Suchin Wanglee	10. Professor Charoen Wattanasin	11. Mr. Cheong Ying Chew, Henry	12. Mr. Chulchit Buryaketu	13. Dr. Karoon Chandrangsru	14. Mrs. Pichitra Mahaphon	15. Mr. Surayut Thavikulwat	16. Mr. Daniel Ross	17. Mrs. Duangkamol Chatchanakajorn	18. Miss Chawadee Rungruang
BTS Group Holdings Pcl	A,B	G	E,G	E,G	C,E,G	E,G	D,E,G	H,J	I,J	I,J	J	E,G	G	I,J	K	K	K	K
Bangkok Mass Transit System Pcl	A,B		F	C,E,G	G		F,K											
BTS Rail Mass Transit Growth Infrastructure Fund																		
VGI Global Media Pcl	A			G	B,G		G											
VGI Advertising Media Co., Ltd.					G													
888 Media Co., Ltd.																		
Point of View (POV) Media Group Co., Ltd.					G													
VGI Global Media (Malaysia) Sdn Bhd																		
Demo Power (Thailand) Co., Ltd.																		
Aero Media Group Co., Ltd.																		
The ICON VGI Co., Ltd.																		
Master Ad Pcl																		
Master & More Co., Ltd.																		
Open Plays Co., Ltd.																		
MACO Outdoor Sdn Bhd																		
Eyeballs Channel Sdn Bhd																		
Eye On Ads Co., Ltd.																		
Green Ad Co., Ltd.																		
Multi Sign Co., Ltd.																		
InkJet Images (Thailand) Co., Ltd.																		
Landy Development Co., Ltd.																		
U City Pcl															G	G		
Unicorn Enterprise Co., Ltd.					G	G	G											
PrannaKiri Assets Co., Ltd.	G				G	G												
Siam Paging and Communication Co., Ltd.	G				G	G												
DNAL Co., Ltd.						G												
Muangthong Assets Co., Ltd.	G				G	G												
BTS Land Co., Ltd.	G		G	G	G	G												
Tanayong Food and Beverage Co., Ltd.	G				G	G												
Tanayong Property Management Co., Ltd.	G				G	G												
Yongsu Co., Ltd.						G												
Thana City Golf & Sports Club Co., Ltd.	G				G	G												
Mak8 Co., Ltd.					G	G												
Ratburana Property Co., Ltd.					G	G	G											
Kingkaew Assets Co., Ltd.					G	G	G											
The Community One Co., Ltd.					G	G	G											
The Community Two Co., Ltd.					G	G	G											
Nine Square Property Co., Ltd.					G	G	G											
Keystone Estate Co., Ltd.					G	G												
Keystone Management Co., Ltd.					G										G	G		
Bayswater Co., Ltd.						G												
BTS Sansiri Holding One Limited						G	G											
BTS Sansiri Holding Two Limited						G	G											
BTS Sansiri Holding Three Limited						G	G											
BTS Sansiri Holding Four Limited						G	G											
BTS Sansiri Holding Five Limited						G	G											
BTS Sansiri Holding Six Limited						G	G											
BTS Sansiri Holding Seven Limited						G	G											
BTS Sansiri Holding Eight Limited						G	G											
BTS Sansiri Holding Nine Limited						G	G											
Nuvo Line Agency Co., Ltd.						G	G											
BTS Sansiri Holding Eleven Limited						G	G											
BTS Sansiri Holding Twelve Limited						G	G											
BTS Sansiri Holding Fourteen Limited						G	G											
BTS Sansiri Holding Fifteen Limited						G	G											
BTS Sansiri Holding Sixteen Limited						G	G											
BTS Sansiri Holding Seventeen Limited						G	G											
BTS Sansiri Holding Eighteen Limited						G	G											
BTS Sansiri Holding Nineteen Limited						G	G											
BTS Sansiri Holding Twenty Limited						G	G											
BTS Sansiri Holding Twenty One Limited						G	G											
BTS Sansiri Holding Twenty Two Limited						G												

Companies	Directors and Executives																	
	1. Mr. Keeree Kanjanapas	2. Dr. Paul Tong	3. Dr. Anat Abhathirama	4. Mr. Surapong Laoha-Unya	5. Mr. Kavin Kanjanapas	6. Mr. Rangsin Kritalug	7. Mr. Kong Chi Keung	8. Professor Lt. Gen. Phisal Thepsithar	9. Mr. Suchin Wanglee	10. Professor Charoen Wattanasin	11. Mr. Cheong Ying Chew, Henry	12. Mr. Chulchit Bunyaketu	13. Dr. Karoon Chandrangsue	14. Mrs. Pichitra Mahaphon	15. Mr. Surayut Thavikulwat	16. Mr. Daniel Ross	17. Mrs. Duangkamol Chaichanakajorn	18. Miss Chawadee Rungruang
Tanayong International Limited	G																	
Tanayong Hong Kong Limited					G		G											
Primary Kitchen Co., Ltd.					G	G												
Man Kitchen Co., Ltd.					G	G												
Little Corner Co., Ltd.					G	G												
Man Food Products Co., Ltd.																		
KMJ 2016 Co., Ltd.					G													
RB Services Co., Ltd.	G			G	G													
Rabbit Rewards Co., Ltd.	G			G	G													
Bangkok Payment Solutions Co., Ltd.				G			G											
HHT Construction Co., Ltd.						G												
Absolute Hotel Services Co., Ltd.					G	G	G											
Absolute Hotel Services Hong Kong Limited					G													
Bangkok Smartcard System Co., Ltd.	G			E,G	E,G													
BSS Holdings Co., Ltd.	G			G	G													
RabbitPay System Co., Ltd.				G														
RABBIT-LINE PAY Co., Ltd.							G											
ATS Rabbit Special Purpose Vehicle Co., Ltd.							G											
Rabbit Internet Co., Ltd.				G			G											
ASK Direct Group Co., Ltd.				G			G											
Rabbit Insurance Broker Co., Ltd.				G			G											

The Company
 Subsidiaries
 Associated Companies
 Jointly Controlled Entities

A = Chairman **B** = Chairman of Executive Committee **C** = Chief Executive Officer **D** = Deputy Chief Executive Officer **E** = Executive Director
F = Member of Executive Committee **G** = Director **H** = Chairman of Audit Committee **I** = Audit Committee **J** = Independent Director
K = Executive

DETAILS OF DIRECTORS IN THE SUBSIDIARIES AS OF 31 MARCH 2017

As of 31 March 2017, the Company has totally 47 subsidiaries. Bangkok Mass Transit System Pcl and VGI Global Media Pcl Ltd. are 2 core subsidiaries as each of their revenue is more than 10% of the total operating revenue in FY 2016/17. The directors of these 2 subsidiaries are as follows:

Companies	Directors															
	1. Mr. Keeree Kanjanapas	2. Mr. Surapong Laoha-Unya	3. Mr. Chitchanok Kemavuthanon	4. Mrs. Voravan Tarapoom	5. Mr. Anan Santichewasattian	6. Mr. Kavin Kanjanapas	7. Mr. Wasin Wattanaworakijkul	8. Mr. Sudhipongse Phuaphanprasert	9. Mr. Manoo Ordeedichest	10. Mr. Kong Chi Keung	11. Mr. Marut Arthakaivavatee	12. Mr. Chan Kin Tak	13. Assoc. Prof. Jaruporn Viyanant	14. Mrs. Maneeporn Siriwatanawong	15. Mr. Kiet Srichomkwan	
Bangkok Mass Transit System Pcl	A	A	B	A	B	A	A	A	B							
VGI Global Media Pcl	A	A				A				A	A	A	B	B	B	

A = Director **B** = Independent Director



6.0 FINANCIAL REPORT

In this section we provide information on the financial position of the Company including the Audited Financial Statements. You will also find the Directors' Responsibility Report and Independent Auditor's Report. The Management Discussion and Analysis can be found in Section 4.4

- 6.1 Directors' Responsibility Report
- 6.2 Independent Auditor's Report
- 6.3 Audited Financial Statements
- 6.4 Notes to the Consolidated Financial Statements

DIRECTORS' RESPONSIBILITY REPORT

REPORT ON THE RESPONSIBILITIES OF THE BOARD OF DIRECTORS FOR THE FINANCIAL REPORT

The Board of Directors of BTS Group Holdings Public Company Limited is responsible for the financial statements of the Company and its subsidiaries, which have been prepared in accordance with generally accepted accounting standards (GAAP) in Thailand under the Accounting Profession Act B.E. 2547, and the presented in compliance with stipulations under Accounting Act B.E. 2543. The Board is aware of the accounting policies and believes that these are appropriate and have been consistently applied. The notes to the financial statements disclose details of useful and material financial information supported by reasonable and prudent judgments and estimations where necessary. The Company's external auditor has audited the financial statements and expressed an unqualified opinion in the auditor's report.

The Board of Directors further recognises the importance of presenting a comprehensive view of the Company's financial position and has reviewed and included in this annual report, the Management's discussion and analysis report on the Company's business performance for the benefit of shareholders and other stakeholders.

The Board is also responsible for overseeing that an effective system of corporate governance, including risk management, internal controls and compliance is put in place in order to have reasonable assurance that the financial records of the Company are accurate and complete. The Board evaluates the adequacy of the internal controls system on an annual basis.

The Board of Directors has also appointed the Audit Committee, entirely comprised of Independent Directors, to oversee the accuracy and adequacy of the financial reporting process as well as review the suitability and efficiency of the internal control and independence of the internal audit system. The opinion of the Audit Committee is shown in the Audit Committee Report contained in this Annual Report.

In the opinion of the Board, the audited financial statements and accompanying notes show essential and accurately the financial status, performance and cash flow of the Company during the reporting period in accordance with GAAP, and that the management discussion and analysis offer a fair and relevant view of the business performance of the Company. Further, that the Company has established and maintains a system of corporate governance and internal controls that give reasonable assurance on the integrity of the financial reporting procedures.



Mr. Keeree Kanjanapas

Chairman of the Board of Directors



Mr. Kavin Kanjanapas

Executive Director

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF
BTS GROUP HOLDINGS PUBLIC COMPANY LIMITED

OPINION

I have audited the accompanying consolidated financial statements of BTS Group Holdings Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 March 2017, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of BTS Group Holdings Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of BTS Group Holdings Public Company Limited and its subsidiaries and of BTS Group Holdings Public Company Limited as at 31 March 2017, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

BASIS FOR OPINION

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

EMPHASIS OF MATTER

I draw attention to Note 56.8 g) to the financial statements regarding litigation, a company filed petitions with the Central Bankruptcy Court relating to the land that a jointly controlled entity purchased through an auction. My opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

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

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

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

DIVIDEND INCOME AND INTEREST INCOME

During the year, the Company recognised dividend income and interest income amounting to Baht 3,954 million and Baht 565 million, respectively, in the statement of comprehensive income. Since these transactions were significant, I attached importance to the recognition of dividend income and interest income in accordance with the Company's accounting policy, as stated in Note 4.1 to the financial statements.

I examined the recognition of dividend income and interest income by gaining an understanding of the Company's internal controls with respect to the recognition of these transactions and examining sample supporting documents for the transactions occurring during the year, as well as testing calculations related to the transactions, in order to determine whether recognition is in accordance with the Company's accounting policy.

INVESTMENTS

As at 31 March 2017, the Company and its subsidiaries had investments in subsidiaries, joint ventures and associates totaling Baht 22,405 million (Separate financial statements: Baht 63,645 million), and current and other long-term investments totaling Baht 19,897 million (Separate financial statements: Baht 8,108 million), as discussed in Notes 8, 15, 16, 17 and 18 to the financial statements. These investments were significant to the statement of financial position. In addition, during the year, the Company and its subsidiaries had gains on sales of investments amounting to Baht 416 million (Separate financial statements: Baht 634 million) and share of profit from investments under the equity method amounting to Baht 387 million, which were significant to the statement of comprehensive income. The management also had to exercise significant judgment with respect to recognition of impairment of such investments.

I examined the investments by assessing and testing the internal controls with respect to the investments by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls. I also examined supporting documents, on a sampling basis, for the purchase and sale transactions, tested the calculation of gains and losses from sales of investments and the measurement of the value of various investments to determine their compliance with the Company's accounting policies. In addition, I examined the recognition of share of profit (loss) from investments under the equity method to determine its compliance with financial reporting standards. Moreover, I gained an understanding of the management's consideration of impairment of investments and reviewed the assumptions and methods used by the management in calculating the recoverable amount of investments.

RECOGNITION OF TRANSACTIONS UNDER THE OPERATION AND MAINTENANCE FOR MASS TRANSIT SYSTEM AGREEMENTS OF SUBSIDIARY (BANGKOK MASS TRANSIT SYSTEM PUBLIC COMPANY LIMITED)

The subsidiary has the Operation and Maintenance for Mass Transit System Agreements, under which the subsidiary is to procure a number of trains for public service and provide maintenance under service concessions for a specified period, as discussed in Notes 1.2 b) and c) and 11 to the financial statements. As at 31 March 2017, the subsidiary had significant transactions relating to these agreements, including receivable under concession agreements amounting to Baht 4,305 million as presented in the consolidated financial statements. Moreover, during the year, the subsidiary had revenues from provision of operating services, interest income and train procurement service income under concession agreements totaling Baht 2,610 million. The management had to exercise significant judgment with respect to analysis of the contents of the agreements and the recording of the accounting transactions in accordance with the scope of Thai Financial Reporting Standard Interpretations 12 *Service Concession Arrangements*.

I examined the recognition of transactions under the Operation and Maintenance for Mass Transit System Agreements by gaining an understanding of the management's consideration of service concession arrangements to determine whether the management understood the agreements and exercised judgment with respect to analysis of the contents of the agreements and the recording of the transactions in accordance with the scope of Thai Financial Reporting Standard Interpretations 12 *Service Concession Arrangements*. I also examined the recognition of train procurement service income under concession agreements and tested the calculation of interest income using the effective interest rate method. In addition, I examined the recognition of revenues from provision of operating services to determine its compliance with the agreements.

ALLOCATION OF TRANSACTIONS RELATING TO SALE OF NET FUTURE FARE BOX REVENUES OF SUBSIDIARY (BANGKOK MASS TRANSIT SYSTEM PUBLIC COMPANY LIMITED)

In 2013, the subsidiary sold the rights to collect future fare box revenues to BTS Rail Mass Transit Growth Infrastructure Fund ("BTSGIF"), and the basis of recognition of the relevant transactions from an accounting and tax perspective is discussed in Note 1.2 a) to the financial statements. During the year, the subsidiary had significant transactions relating to the above transaction, consisting of allocations of assets, liabilities, revenues and expenses to BTSGIF ("Allocation transactions relating to sale of net future fare box revenues"). As discussed in Note 5 to the financial statements, in making these allocations the management needed to apply significant judgment to determine the basis and assumptions for recognition of the transactions in compliance with the terms and conditions stipulated in the agreements made with BTSGIF.

I examined the allocation transactions relating to the sale of net future fare box revenues by assessing and testing the internal controls with respect to the transactions by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls. On a sampling basis, I also tested allocation transactions relating to the sale of net future fare box revenues and sent a confirmation request to BTSGIF for the balance of net future fare box revenue remittance, consisting of the outstanding inter-company balance and the amount of fare box revenue remitted during the year.

ASSESSMENT OF CONTROL OF SUBSIDIARY (VGI GLOBAL PUBLIC COMPANY LIMITED)

As described in Note 15.2.2 to the financial statements, the subsidiary additionally acquired 375 million ordinary shares of Master Ad Public Company Limited (“MACO”), representing 12.46% of all issued and paid-up shares of MACO, from existing shareholders. MACO also issued new ordinary shares to increase its capital, and the subsidiary acquired MACO’s shares through the Stock Exchange of Thailand during the current year. As a result, as at 31 March 2017, the subsidiary had 33.68% interest in MACO, and is deemed to have control over MACO since it has the rights, or is exposed to variable returns from its involvement with MACO. The subsidiary also has the ability to direct the activities that significantly affect the amount of its return, even though the subsidiary holds a percentage of shares and voting rights that are less than half of the total shares and voting rights. Management is required to exercise a high degree of judgement in reaching a decision on the issue of control, which has a significant impact on the preparation of the consolidated financial statements.

The subsidiary’s auditor performed an audit of this matter. I gained an understanding of and assessed the auditor’s work to obtain sufficient and appropriate audit evidence. The subsidiary’s auditor reviewed the terms and conditions of the share purchase agreement and management’s responses to the auditor’s enquiries as to the nature and objectives of the acquisition, and assessed control to determine whether it meets the definition under financial reporting standards, taking into account the conditions and facts relevant to power, the rights to variable returns, and the ability to direct the activities that significantly affect the amount of the return.

BUSINESS COMBINATION AND GOODWILL OF SUBSIDIARY (VGI GLOBAL PUBLIC COMPANY LIMITED)

During the year, the subsidiary acquired ordinary shares of Master Ad Public Company Limited (“MACO”), and Green Ad Company Limited, another subsidiary of MACO, invested in Multi Sign Company Limited. The subsidiaries recognised gain from the change in the status of these investments amounting to approximately Baht 207 million in the consolidated statement of income and, during the current year, the subsidiaries completed the measurement of the fair value at the acquisition date of the identifiable assets acquired, the liabilities assumed and the non-controlling interest in the subsidiaries, and the goodwill, as discussed in Note 15.2.2 to the financial statements. As at 31 March 2017, the subsidiary had goodwill at a carrying value of Baht 1,487 million in the consolidated statement of financial position. Management was required to exercise substantial judgment when appraising the fair value of the identifiable assets acquired and liabilities assumed and these business acquisitions are significant to the financial statements. In addition, the assessment of impairment of goodwill is a significant accounting estimate requiring management to exercise a high degree of judgment in identifying the cash generating units, estimating the cash inflows that are expected to be generated from that group of assets in the future, and setting an appropriate discount rate and long-term growth rate.

The subsidiary’s auditor performed an audit of this matter. I gained an understanding of and assessed the auditor’s work to obtain sufficient and appropriate audit evidence. The procedures carried out by the subsidiary’s auditor related to the assessment of the business combination and goodwill were as follows:

- A review of the terms and conditions of the share purchase agreements and inquiries made with the management as to the nature and objectives of the acquisition in order to evaluate whether the acquisition meets the definition of a business combination, including a check of the consideration transferred for the acquisition of the business.
- Testing of the calculation of the gain from the change in the status of investments and the fair value of the identifiable assets acquired and liabilities assumed under the Purchase Price Allocation method prepared by the management, through assessment of the methods and significant assumptions used, tests of the calculation of fair value and a review of the recognition of goodwill and the disclosures related to the business combination in the notes to the financial statements.

- An assessment of the identification of cash generating units and the financial models selected by management based on an understanding of management's decision-making process.
- Testing of the significant assumptions applied by management in preparing estimates of the cash flows expected to be realised from the assets based on, comparison of those assumptions with information from both internal and external sources and comparison of the past cash flow projections with the actual operating results in order to evaluate the cash flow projections and the discount rate applied by the management of the subsidiary, through analysis of the moving average finance costs of the subsidiary and of the industry, and also testing of the calculation of the recoverable amount of the assets based on the financial model and determination of the impact of changes in key assumptions on those recoverable amounts, especially changes in the discount rate and long-term revenue growth rates.

OTHER MATTER

The consolidated financial statements of BTS Group Holdings Public Company Limited and its subsidiaries (the Group) and the separate financial statements of BTS Group Holdings Public Company Limited for the year ended 31 March 2016 were audited by another auditor who expressed an unqualified opinion on those financial statements and drew attention to the fact that a jointly controlled entity purchased through an auction and the disposal of ordinary shares of subsidiaries and receipt of compensation in the form of newly issued ordinary shares and newly issued warrants to purchase the ordinary shares of an associate, and recording a gain on the transactions, under her report dated 27 May 2016.

OTHER INFORMATION

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

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

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

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

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS

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

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

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

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

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

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

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

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

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

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



Waraporn Prapasirikul

Certified Public Accountant (Thailand) No. 4579

EY OFFICE LIMITED

BANGKOK: 29 MAY 2017

6.3

BTS Group Holdings Public Company Limited and its subsidiaries

STATEMENT OF
FINANCIAL POSITION

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		As at 31 March 2017	As at 31 March 2016	As at 31 March 2017	As at 31 March 2016
Assets			(Restated)		
Current assets					
Cash and cash equivalents	7	15,094,507,172	2,362,232,654	1,775,464,755	381,354,351
Current investments	8	6,375,943,944	4,667,288,651	580,000,218	864,109,521
Bank account for advances from cardholders	9	375,228,953	284,785,698	-	-
Trade and other receivables	10	2,175,919,605	1,085,501,894	1,177,276,969	222,329,739
Current portion of receivable under concession agreements	11	97,093,367	94,584,365	-	-
Current portion of receivable under finance lease agreement	12	2,550,431	29,645,535	-	-
Unbilled receivables		51,077,502	32,681,209	-	-
Accrued income		344,151,935	205,220,301	-	-
Short-term loans to related parties	6	-	14,317,951	-	-
Current portion of long-term loans to related parties	6	91,402,480	53,662,500	-	-
Current portion of loan to a cooperative	19	12,000,000	12,000,000	-	-
Real estate development costs	14	663,770,895	508,491,701	663,770,895	508,491,701
Assets awaiting transfer under rehabilitation plan	30	-	68,254,159	-	68,254,159
Investments in subsidiaries awaiting transfer under rehabilitation plan	30	-	224,342,586	-	197,438,333
Advances to contractors		648,447,321	28,847,640	-	7,381,908
Prepaid expenses		156,739,937	82,790,015	9,831,867	7,732,971
Withholding tax deducted at source and prepaid corporate tax		313,015,666	278,164,530	247,988,496	247,940,045
Other current assets		302,836,605	157,716,456	738,726	64,434
Total current assets		26,704,685,813	10,190,527,845	4,455,071,926	2,505,097,162

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

STATEMENT OF FINANCIAL POSITION (CONTINUED)

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		As at 31 March 2017	As at 31 March 2016	As at 31 March 2017	As at 31 March 2016
			(Restated)		
Non-current assets					
Restricted deposits		116,995,848	1,270,649,012	30,000,000	1,183,680,000
Cash deposited as collateral for debt settlement	30	50,560,781	170,918,686	50,560,781	170,918,686
Loans to related parties - net of current portion	6	9,225,535,061	5,948,521,149	13,772,594,679	9,834,508,376
Loan to a cooperative - net of current portion	19	59,000,000	-	-	-
Investments in subsidiaries	15	-	-	33,707,463,903	35,493,998,977
Investments in joint ventures	16	2,398,259,548	638,098,504	-	-
Investments in associates	17	20,006,847,907	21,019,678,097	29,937,464,416	30,060,920,416
Other long-term investments	18	13,520,948,111	9,751,429,135	7,527,740,114	7,106,864,929
Project costs - media	20	2,262,158,424	2,297,384,634	-	-
Reusable spare parts	21	89,757,909	91,255,725	-	-
Land and projects awaiting development		1,067,134,580	2,078,365,934	-	-
Investment properties	22	799,852,327	733,949,575	1,699,206,844	1,645,629,727
Property, plant and equipment	23	6,314,599,942	5,673,905,418	435,583,836	419,002,281
Leasehold rights	24	10,101,889	10,881,352	5,944,994	6,340,744
Intangible assets	25	707,511,425	358,287,191	510,306	266,420
Goodwill	15.2.2, 15.2.6	1,486,844,341	236,287,202	-	-
Deposit and advances for asset acquisitions	56.5d), e)	2,466,535,628	128,807,192	-	-
Accrued income	33	506,110,669	447,691,360	-	-
Rights of claim from acquisition of debts per rehabilitation plan	26	255,514,861	255,514,861	-	-
Receivable under concession agreements - net of current portion	11	4,207,689,884	3,520,646,530	-	-
Receivable under finance lease agreement - net of current portion	12	-	2,550,432	-	-
Receivable under purchase and installation of operating system agreement	13	712,060,131	-	-	-
Prepaid expenses		505,783,327	317,931,000	-	-
Deferred tax assets	49	50,156,875	38,228,299	201,302,018	267,838,536
Other non-current assets		126,624,769	77,875,433	12,703,817	13,184,411
Total non-current assets		66,946,584,237	55,068,856,721	87,381,075,708	86,203,153,503
Total assets		93,651,270,050	65,259,384,566	91,836,147,634	88,708,250,665

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

STATEMENT OF FINANCIAL POSITION (CONTINUED)

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		As at 31 March 2017	As at 31 March 2016	As at 31 March 2017	As at 31 March 2016
			(Restated)		
Liabilities and shareholders' equity					
Current liabilities					
Short-term loans from financial institutions	27	778,000,000	3,750,000,000	-	3,510,000,000
Bills of exchange payables	29	13,374,278,158	2,917,307,254	13,374,278,158	2,917,307,254
Trade and other payables	28	2,802,267,311	1,622,733,576	1,031,231,158	516,737,381
Advances received from cardholders		374,921,300	280,669,072	-	-
Short-term loans from related parties	6	3,500,000	35,942,121	16,500,000,000	18,033,500,000
Current portion of creditors per rehabilitation plan	30	73,855,316	610,667,765	73,855,316	610,667,765
Current portion of long-term loans	31	245,893,326	1,095,222,000	-	1,062,222,000
Current portion of long-term debentures	32	-	1,347,471,024	-	-
Unearned revenues		108,341,919	133,284,074	-	-
Fare box revenues awaiting transfer		76,853,964	80,986,117	-	-
Income tax payable		327,778,196	294,872,892	-	-
Short-term provisions	34	83,940,932	58,952,543	-	-
Other current liabilities		386,576,860	331,401,921	44,437,657	40,741,570
Total current liabilities		18,636,207,282	12,559,510,359	31,023,802,289	26,691,175,970
Non-current liabilities					
Unearned revenues		565,675,958	589,488,488	-	-
Creditors per rehabilitation plan - net of current portion	30	1,437,212	26,951,953	1,437,212	26,951,953
Long-term loans - net of current portion	31	1,933,000,000	173,000,000	-	-
Long-term debentures - net of current portion	32	21,978,428,153	-	-	-
Retention payable		141,158,400	136,843,358	26,842,009	18,538,513
Provision for transaction under equity method of investments in joint ventures	16	646,684,513	455,510,391	-	-
Provision for long-term employee benefits	33	860,911,537	782,395,543	70,070,555	67,221,787
Long-term provisions	34	1,334,113,556	1,324,715,991	-	-
Deferred tax liabilities	49	2,239,453,119	2,218,479,448	-	-
Other non-current liabilities		132,116,810	91,533,558	6,155,863	8,107,645
Total non-current liabilities		29,832,979,258	5,798,918,730	104,505,639	120,819,898
Total liabilities		48,469,186,540	18,358,429,089	31,128,307,928	26,811,995,868

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

STATEMENT OF FINANCIAL POSITION (CONTINUED)

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		As at 31 March 2017	As at 31 March 2016	As at 31 March 2017	As at 31 March 2016
			(Restated)		
Shareholders' equity					
Share capital	35				
Registered					
15,928,911,087 ordinary shares of Baht 4 each		63,715,644,348	63,715,644,348	63,715,644,348	63,715,644,348
Issued and fully paid					
11,934,954,312 ordinary shares of Baht 4 each (2016: 11,929,349,186 ordinary shares of Baht 4 each)		47,739,817,248	47,717,396,744	47,739,817,248	47,717,396,744
Share premium	35	1,853,722,168	1,834,603,129	1,853,722,168	1,834,603,129
Deficit on business combination under common control	37	(3,371,978,137)	(3,371,978,137)	(3,657,783,711)	(3,715,435,231)
Surplus from business restructuring under common control	38	-	-	656,733,583	656,733,583
Adjustment of asset value as a result of business restructuring under common control	39	-	-	(479,140,100)	(479,140,100)
Surplus (deficit) from the changes in the ownership interests in subsidiaries	40	430,816,662	(59,586,583)	-	-
Surplus on sales of warrants of the subsidiary	41	494,317,120	494,317,120	-	-
Treasury shares	43	(925,479,618)	(925,479,618)	(925,479,618)	(925,479,618)
Retained earnings					
Appropriated - statutory reserve	44	2,384,922,325	2,163,731,005	2,384,922,325	2,163,731,005
Appropriated - treasury share reserve	43	925,479,618	925,479,618	925,479,618	925,479,618
Unappropriated (deficit)		(9,495,196,342)	(5,515,711,502)	11,454,944,325	13,229,896,076
Other components of shareholders' equity		2,110,656,092	2,187,384,108	754,623,868	488,469,591
Equity attributable to owners of the Company		42,147,077,136	45,450,155,884	60,707,839,706	61,896,254,797
Non-controlling interest of the subsidiaries		3,035,006,374	1,450,799,593	-	-
Total shareholders' equity		45,182,083,510	46,900,955,477	60,707,839,706	61,896,254,797
Total liabilities and shareholders' equity		93,651,270,050	65,259,384,566	91,836,147,634	88,708,250,665

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

6.3

BTS Group Holdings Public Company Limited and its subsidiaries

STATEMENT OF
COMPREHENSIVE INCOME

For the year ended 31 March 2017

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2017	2016 (Restated)	2017	2016
Profit or loss:					
Revenues					
Service income	45	5,803,948,110	4,959,782,665	145,769,603	136,470,771
Revenues from installation and construction services and train procurement service under concession agreement		1,748,348,005	94,369,301	-	-
Revenues from sales of real estate		33,169,500	297,680,390	120,055,500	43,228,600
Other income					
Management income		3,000,000	3,000,000	47,400,000	47,411,900
Dividend income		271,322,892	280,795,585	3,953,964,858	3,437,823,795
Interest income	46	763,775,179	501,404,458	565,033,482	241,225,287
Gain on sales of investments		416,225,508	183,403,766	634,074,046	142,248,881
Gain on swap of investments	15.1.6	-	3,458,509,914	-	4,714,767,694
Gain on change in status of investment	15.2.2	207,437,995	-	-	-
Gain on debt settlement/reversal of creditors per rehabilitation plan	30	149,381,616	95,568,422	176,285,870	95,568,422
Others		221,723,468	194,416,162	208,754,765	96,177,181
Total revenues		9,618,332,273	10,068,930,663	5,851,338,124	8,954,922,531
Expenses					
Cost of services and servicing expenses		2,686,620,746	2,191,211,310	155,376,066	140,581,919
Cost of installation and construction services and train procurement service under concession agreement		1,538,806,996	100,532,420	-	-
Cost of sales of real estate		23,531,633	178,207,074	50,365,038	30,639,677
Selling expenses		389,820,628	173,663,690	3,051,244	3,470,054
Administrative expenses		1,776,296,418	1,453,178,668	613,463,178	529,899,877
Other expenses	47	50,543,387	581,944,732	1,161,267	574,819,282
Total expenses		6,465,619,808	4,678,737,894	823,416,793	1,279,410,809
Profit before share of profit (loss) from investments in joint ventures and associates, finance cost and income tax expenses		3,152,712,465	5,390,192,769	5,027,921,331	7,675,511,722
Share of loss from investments in joint ventures	16.2	(400,253,375)	(339,633,490)	-	-
Share of profit from investments in associates	17.2	787,434,229	751,031,291	-	-
Profit before finance cost and income tax expenses		3,539,893,319	5,801,590,570	5,027,921,331	7,675,511,722
Finance cost		(646,614,476)	(289,694,082)	(592,733,740)	(313,840,858)
Profit before income tax expenses		2,893,278,843	5,511,896,488	4,435,187,591	7,361,670,864
Income tax expenses	49	(657,554,968)	(1,121,115,349)	(11,361,188)	(806,709,284)
Profit for the year		2,235,723,875	4,390,781,139	4,423,826,403	6,554,961,580

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

STATEMENT OF COMPREHENSIVE INCOME (CONTINUED)

For the year ended 31 March 2017

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2017	2016	2017	2016
			(Restated)		
Other comprehensive income:					
<i>Other comprehensive income to be reclassified to income statement in subsequent periods:</i>					
Exchange differences on translation of financial statements in foreign currencies		119,391	(278,821)	-	-
Exchange differences on translation of financial statements in foreign currencies of associate		(89,069,868)	-	-	-
Effect of exchange rate from cash flow hedges - net of income tax		(171,663,604)	-	-	-
Gain (loss) on changes in value of available- for-sale investments - net of income tax		227,024,637	(449,538,894)	268,912,566	(506,882,907)
Share of gain (loss) on changes in value of available-for-sale investments of associate		(45,804,485)	10,914,232	-	-
Other comprehensive income to be reclassified to income statement in subsequent periods - net of income tax		(79,393,929)	(438,903,483)	268,912,566	(506,882,907)
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>					
Actuarial loss - net of income tax		-	(54,492,135)	-	(15,198,285)
Share of actuarial gain of associate		-	6,421,202	-	-
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax		-	(48,070,933)	-	(15,198,285)
Other comprehensive income for the period		(79,393,929)	(486,974,416)	268,912,566	(522,081,192)
Total comprehensive income for the year		2,156,329,946	3,903,806,723	4,692,738,969	6,032,880,388
Profit attributable to:					
Equity holders of the Company		2,003,480,249	4,133,886,746	4,423,826,403	6,554,961,580
Non-controlling interests of the subsidiaries		232,243,626	256,894,393		
		2,235,723,875	4,390,781,139		
Total comprehensive income attributable to:					
Equity holders of the Company		1,929,510,522	3,648,686,226	4,692,738,969	6,032,880,388
Non-controlling interests of the subsidiaries		226,819,424	255,120,497		
		2,156,329,946	3,903,806,723		
Earnings per share	50				
Basic earnings per share Profit attributable to equity holders of the Company		0.1692	0.3494	0.3737	0.5541
Diluted earnings per share Profit attributable to equity holders of the Company		0.1692	0.3492	0.3736	0.5538

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

6.3

BTS Group Holdings Public Company Limited and its subsidiaries

STATEMENT OF CHANGES
IN SHAREHOLDERS' EQUITY

For the year ended 31 March 2017

	Consolidated financial								
	Equity attributable to								
	Issued and paid-up share capital	Share premium	Deficit on business combination under common control	Surplus (deficit) from the change in the ownership interests in subsidiaries	Surplus on sales of warrants of the subsidiary	Treasury shares	Retained earnings		
							Statutory reserve	Treasury share reserve	Unappropriated (Deficit)
Balance as at 1 April 2015	47,677,000,644	1,807,590,613	(3,371,978,137)	1,353,171,672	494,317,120	(925,479,618)	1,835,982,926	925,479,618	(2,286,690,380)
Profit for the year - restated	-	-	-	-	-	-	-	-	4,133,886,746
Other comprehensive income for the year	-	-	-	-	-	-	-	-	(44,840,499)
Total comprehensive income for the year	-	-	-	-	-	-	-	-	4,089,046,247
Exercised warrants (Note 35)	40,396,100	27,012,516	-	-	-	-	-	-	-
Purchases of investments in subsidiaries	-	-	-	(1,418,672,691)	-	-	-	-	-
Sales of investment in subsidiary without loss of control	-	-	-	5,914,436	-	-	-	-	-
Transfer of revaluation surplus on assets to retained earnings (Note 15.1.6)	-	-	-	-	-	-	-	-	579,587,121
Issuance of ordinary shares of subsidiary	-	-	-	-	-	-	-	-	-
Dividend paid by subsidiaries to non-controlling interests of the subsidiaries	-	-	-	-	-	-	-	-	-
Dividend paid (Note 54)	-	-	-	-	-	-	-	-	(7,569,906,411)
Share-based payment transaction	-	-	-	-	-	-	-	-	-
Retained earnings transferred to statutory reserve (Note 44)	-	-	-	-	-	-	327,748,079	-	(327,748,079)
Balance as at 31 March 2016	47,717,396,744	1,834,603,129	(3,371,978,137)	(59,586,583)	494,317,120	(925,479,618)	2,163,731,005	925,479,618	(5,515,711,502)

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

(Unit: Baht)

statements												
owners of the Company											Equity attributable to non-controlling interests of the subsidiaries	Total shareholders' equity
Other comprehensive income			Other components of equity				Capital reserve for share-based payment transaction	Total other components of shareholders' equity	Amount recognised in equities relating to assets classified as held for sale	Total equity attributable to owners of the Company	Equity attributable to non-controlling interests of the subsidiaries	Total shareholders' equity
Translation adjustment	Revaluation surplus on assets	Deficit on changes in value of investments	Surplus on debenture conversion	Capital reserve on consolidation	Share premium on sales of company's shares held by subsidiaries							
(121,418,801)	1,797,101,317	(440,969,226)	1,356,596,955	2,685,013	8,525,682	36,870,181	2,639,391,121	579,587,121	50,728,372,700	1,284,103,202	52,012,475,902	
-	-	-	-	-	-	-	-	-	4,133,886,746	256,894,393	4,390,781,139	
(278,821)	-	(440,081,200)	-	-	-	-	(440,360,021)	-	(485,200,520)	(1,773,896)	(486,974,416)	
(278,821)	-	(440,081,200)	-	-	-	-	(440,360,021)	-	3,648,686,226	255,120,497	3,903,806,723	
-	-	-	-	-	-	(20,949,490)	(20,949,490)	-	46,459,126	-	46,459,126	
-	-	-	-	-	-	-	-	-	(1,418,672,691)	(98,898,591)	(1,517,571,282)	
-	-	-	-	-	-	-	-	-	5,914,436	2,005,564	7,920,000	
-	-	-	-	-	-	-	-	(579,587,121)	-	-	-	
-	-	-	-	-	-	-	-	-	-	190,740,000	190,740,000	
-	-	-	-	-	-	-	-	-	-	(182,271,079)	(182,271,079)	
-	-	-	-	-	-	-	-	-	(7,569,906,411)	-	(7,569,906,411)	
-	-	-	-	-	-	9,302,498	9,302,498	-	9,302,498	-	9,302,498	
-	-	-	-	-	-	-	-	-	-	-	-	
(121,697,622)	1,797,101,317	(881,050,426)	1,356,596,955	2,685,013	8,525,682	25,223,189	2,187,384,108	-	45,450,155,884	1,450,799,593	46,900,955,477	

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (CONTINUED)

For the year ended 31 March 2017

	Consolidated financial								
	Equity attributable to								
	Issued and paid-up share capital	Share premium	Deficit on business combination under common control	Surplus (deficit) from the change in the ownership interests in subsidiaries	Surplus on sales of warrants of the subsidiary	Treasury shares	Retained earnings		
							Statutory reserve	Treasury share reserve	Unappropriated (Deficit)
Balance as at 31 March 2016 – as previously reported	47,717,396,744	1,834,603,129	(3,371,978,137)	(59,586,583)	494,317,120	(925,479,618)	2,163,731,005	925,479,618	(5,508,518,273)
Fair value adjustment of assets acquired and liabilities assumed of subsidiaries (Note 15.2.6)	-	-	-	-	-	-	-	-	(7,193,229)
Balance as at 31 March 2016 – as restated	47,717,396,744	1,834,603,129	(3,371,978,137)	(59,586,583)	494,317,120	(925,479,618)	2,163,731,005	925,479,618	(5,515,711,502)
Profit for the year	-	-	-	-	-	-	-	-	2,003,480,249
Other comprehensive income for the year	-	-	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-	-	-	-	2,003,480,249
Exercised warrants (Note 35)	22,420,504	19,119,039	-	-	-	-	-	-	-
Purchases and sales of investments in subsidiaries and issuances of ordinary shares of the subsidiaries without loss of control (Note 15.2.1, 15.2.2 and 15.2.6)	-	-	-	706,138,960	-	-	-	-	-
Transfer of surplus from the changes in the ownership interests in subsidiaries to retained earnings	-	-	-	(215,813,065)	-	-	-	-	215,813,065
Exercised warrants of the subsidiary by non-controlling interests of the subsidiary	-	-	-	77,350	-	-	-	-	-
Issuances of ordinary shares of subsidiaries	-	-	-	-	-	-	-	-	-
Change in non-controlling interests of the subsidiaries as a result of change in status of investment and purchase of investment in subsidiary (Note 15.2.2)	-	-	-	-	-	-	-	-	-
Increase in non-controlling interests of the subsidiary as a result of adjustment of liability under loan agreement (Note 15.2.6)	-	-	-	-	-	-	-	-	-
Dividend paid by subsidiaries to non-controlling interests of the subsidiaries	-	-	-	-	-	-	-	-	-
Dividend paid (Note 54)	-	-	-	-	-	-	-	-	(5,977,586,834)
Share-based payment transaction	-	-	-	-	-	-	-	-	-
Retained earnings transferred to statutory reserve (Note 44)	-	-	-	-	-	-	221,191,320	-	(221,191,320)
Balance as at 31 March 2017	47,739,817,248	1,853,722,168	(3,371,978,137)	430,816,662	494,317,120	(925,479,618)	2,384,922,325	925,479,618	(9,495,196,342)

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

(Unit: Baht)

statements											
owners of the Company											
Other comprehensive income				Other components of equity					Total equity attributable to owners of the Company	Equity attributable to non-controlling interests of the subsidiaries	Total shareholders' equity
Translation adjustment	Revaluation surplus on assets	Effect of exchange rate from cash flow hedges	Deficit on changes in value of investments	Surplus on debenture conversion	Capital reserve on consolidation	Share premium on sales of company's shares held by subsidiaries	Capital reserve for share-based payment transaction	Total other components of shareholders' equity			
(121,697,622)	1,797,101,317	-	(881,050,426)	1,356,596,955	2,685,013	8,525,682	25,223,189	2,187,384,108	45,457,349,113	1,459,543,693	46,916,892,806
-	-	-	-	-	-	-	-	-	(7,193,229)	(8,744,100)	(15,937,329)
(121,697,622)	1,797,101,317	-	(881,050,426)	1,356,596,955	2,685,013	8,525,682	25,223,189	2,187,384,108	45,450,155,884	1,450,799,593	46,900,955,477
-	-	-	-	-	-	-	-	-	2,003,480,249	232,243,626	2,235,723,875
(88,950,477)	-	(167,303,349)	182,284,099	-	-	-	-	(73,969,727)	(73,969,727)	(5,424,202)	(79,393,929)
(88,950,477)	-	(167,303,349)	182,284,099	-	-	-	-	(73,969,727)	1,929,510,522	226,819,424	2,156,329,946
-	-	-	-	-	-	-	(13,487,372)	(13,487,372)	28,052,171	-	28,052,171
-	-	-	-	-	-	-	-	-	706,138,960	917,945,783	1,624,084,743
-	-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	77,350	-	77,350
-	-	-	-	-	-	-	-	-	-	39,890,000	39,890,000
-	-	-	-	-	-	-	-	-	-	639,692,687	639,692,687
-	-	-	-	-	-	-	-	-	-	61,699,206	61,699,206
-	-	-	-	-	-	-	-	-	-	(301,840,319)	(301,840,319)
-	-	-	-	-	-	-	-	-	(5,977,586,834)	-	(5,977,586,834)
-	-	-	-	-	-	-	10,729,083	10,729,083	10,729,083	-	10,729,083
-	-	-	-	-	-	-	-	-	-	-	-
(210,648,099)	1,797,101,317	(167,303,349)	(698,766,327)	1,356,596,955	2,685,013	8,525,682	22,464,900	2,110,656,092	42,147,077,136	3,035,006,374	45,182,083,510

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (CONTINUED)

For the year ended 31 March 2017

	Separate financial						
	Issued and paid-up share capital	Share premium	Deficit on business combination under common control	Surplus on swap of investments in subsidiaries under common control	Surplus from business restructuring under common control	Adjustment of asset value as a result of business restructuring under common control	Treasury shares
Balance as at 1 April 2015	47,677,000,644	1,807,590,613	(3,715,435,231)	325,065,107	-	-	(925,479,618)
Profit for the year	-	-	-	-	-	-	-
Other comprehensive income for the year	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-	-	-
Exercised warrants (Note 35)	40,396,100	27,012,516	-	-	-	-	-
Sale of investments in subsidiaries with loss of control	-	-	-	(325,065,107)	-	-	-
Dividend paid (Note 54)	-	-	-	-	-	-	-
Share-based payment transaction	-	-	-	-	-	-	-
Business restructuring under common control	-	-	-	-	656,733,583	(479,140,100)	-
Retained earnings transferred to statutory reserve (Note 44)	-	-	-	-	-	-	-
Balance as at 31 March 2016	47,717,396,744	1,834,603,129	(3,715,435,231)	-	656,733,583	(479,140,100)	(925,479,618)
				-			
Balance as at 1 April 2016	47,717,396,744	1,834,603,129	(3,715,435,231)	-	656,733,583	(479,140,100)	(925,479,618)
Profit for the year	-	-	-	-	-	-	-
Other comprehensive income for the year	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-	-	-
Exercised warrants (Note 35)	22,420,504	19,119,039	-	-	-	-	-
Sale of investments in subsidiaries without loss of control	-	-	57,651,520	-	-	-	-
Dividend paid (Note 54)	-	-	-	-	-	-	-
Share-based payment transaction	-	-	-	-	-	-	-
Retained earnings transferred to statutory reserve (Note 44)	-	-	-	-	-	-	-
Balance as at 31 March 2017	47,739,817,248	1,853,722,168	(3,657,783,711)	-	656,733,583	(479,140,100)	(925,479,618)

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

(Unit: Baht)

statements			Other components of equity				Amount recognised in equities relating to assets classified as held for sale	Total shareholders' equity
Retained earnings		Unappropriated (Deficit)	Other comprehensive income	Surplus on debenture conversion	Capital reserve for share-based payment transaction	Total other components of shareholders' equity		
Appropriated	Statutory reserve		Deficit on changes in value of investments					
1,835,982,926	925,479,618	14,262,722,164	(386,467,646)	1,356,596,955	36,870,181	1,006,999,490	(75,000,000)	63,124,925,713
-	-	6,554,961,580	-	-	-	-	-	6,554,961,580
-	-	(15,198,285)	(506,882,907)	-	-	(506,882,907)	-	(522,081,192)
-	-	6,539,763,295	(506,882,907)	-	-	(506,882,907)	-	6,032,880,388
-	-	-	-	-	(20,949,490)	(20,949,490)	-	46,459,126
-	-	325,065,107	-	-	-	-	75,000,000	75,000,000
-	-	(7,569,906,411)	-	-	-	-	-	(7,569,906,411)
-	-	-	-	-	9,302,498	9,302,498	-	9,302,498
-	-	-	-	-	-	-	-	177,593,483
327,748,079	-	(327,748,079)	-	-	-	-	-	-
2,163,731,005	925,479,618	13,229,896,076	(893,350,553)	1,356,596,955	25,223,189	488,469,591	-	61,896,254,797
2,163,731,005	925,479,618	13,229,896,076	(893,350,553)	1,356,596,955	25,223,189	488,469,591	-	61,896,254,797
-	-	4,423,826,403	-	-	-	-	-	4,423,826,403
-	-	-	268,912,566	-	-	268,912,566	-	268,912,566
-	-	4,423,826,403	268,912,566	-	-	268,912,566	-	4,692,738,969
-	-	-	-	-	(13,487,372)	(13,487,372)	-	28,052,171
-	-	-	-	-	-	-	-	57,651,520
-	-	(5,977,586,834)	-	-	-	-	-	(5,977,586,834)
-	-	-	-	-	10,729,083	10,729,083	-	10,729,083
221,191,320	-	(221,191,320)	-	-	-	-	-	-
2,384,922,325	925,479,618	11,454,944,325	(624,437,987)	1,356,596,955	22,464,900	754,623,868	-	60,707,839,706

CASH FLOW STATEMENT

For the year ended 31 March 2017

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
		(Restated)		
Cash flows from operating activities				
Profit before tax	2,893,278,843	5,511,896,488	4,435,187,591	7,361,670,864
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	577,410,387	452,507,536	80,450,753	83,408,178
Unrealised loss (gain) on exchange	21,005,616	(5,136,857)	(25,847,768)	(7,708,247)
Share of loss from investments in joint ventures	400,253,375	339,633,490	-	-
Share of profit from investments in associates	(787,434,229)	(751,031,291)	-	-
Unearned revenue recognition	(36,883,863)	(36,984,914)	-	-
Provision for long-term employee benefits	51,171,284	45,521,578	7,896,445	6,112,216
Loss on provisions	40,248,456	75,394,663	-	-
Allowance for impairment of investments	-	497,205,281	-	497,205,281
Written off withholding tax	-	16,476,431	-	16,476,431
Amortisation of premium on cross currency swap agreements	(437,722)	(16,408,574)	(437,722)	(16,408,574)
Gain on debt settlement/reversal of creditors per rehabilitation plan	(149,381,616)	(95,568,422)	(176,285,870)	(95,568,422)
Allowance for doubtful account (reversal)	(18,026,835)	9,344,787	(6,236,819)	77,614,001
Gain from sales of investments	(416,225,508)	(183,403,766)	(634,074,046)	(142,248,881)
Gain on swap of investments	-	(3,458,509,914)	-	(4,714,767,694)
Gain on change in status of investment	(207,437,995)	-	-	-
Revenue from investment in foreign party	(85,608,404)	-	(85,608,404)	-
Unrealised loss (gain) on changes in value of current investments in trading securities	20,599,127	14,269,191	13,418,089	(11,443,968)
Allowance for impairment loss of other long-term investment	7,890,866	-	-	-
Loss (gain) on sales of assets	3,458,290	(68,991,186)	(2,293,363)	5,511,982
Gain on transfer of rights in land purchase	(5,914,383)	-	-	-
Dividend income	(271,322,892)	(280,795,585)	(3,953,964,858)	(3,437,823,795)
Share-based payment transaction	10,729,083	9,302,498	2,230,025	1,551,199
Interest income	(763,775,179)	(501,404,458)	(565,033,482)	(241,225,287)
Interest expenses	642,043,742	283,013,132	592,733,740	313,840,858

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

CASH FLOW STATEMENT

(CONTINUED)

For the year ended 31 March 2017

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
		(Restated)		
Profit (loss) from operating activities before changes in operating assets and liabilities	1,925,640,443	1,856,330,108	(317,865,689)	(303,803,858)
Decrease (increase) in operating assets				
Bank account for advance from cardholders	(90,443,255)	(74,252,575)	-	-
Trade and other receivables	(406,921,992)	273,224,757	(28,686,865)	42,778,668
Receivable under concession agreements	(659,247,853)	92,205,164	-	-
Receivable under finance lease agreement	29,645,536	27,944,785	-	-
Receivable under purchase and installation of operating system agreement	(712,060,131)	-	-	-
Unbilled receivables	(18,396,293)	(32,681,209)	-	-
Real estate development costs	(178,634,962)	159,520,955	(178,634,962)	26,516,635
Advances to contractors	(619,599,681)	(8,163,611)	7,381,907	20,931,738
Advances for acquisitions of assets	(2,421,535,628)	-	-	-
Other current assets	(286,551,172)	371,695,434	(2,995,737)	3,425,895
Other non-current assets	(261,013,466)	(21,887,252)	480,594	(985,437)
Increase (decrease) in operating liabilities				
Trade and other payables	140,971,056	(184,335,008)	(58,020,944)	(150,860,056)
Advances received from cardholders	94,252,228	69,595,833	-	-
Retention payable	4,582,189	(18,943,604)	8,303,496	6,070,296
Unearned income	(27,391,099)	39,114,830	-	-
Fare box revenues awaiting transfer	30,794,236	(1,949,504)	-	-
Provision for long-term employee benefits	(34,697,466)	(11,006,792)	(5,047,677)	14,863,173
Provisions	(69,114,346)	(264,088,023)	-	-
Other current liabilities	75,675,876	(24,011,479)	(10,398,861)	6,466,529
Cash from (used in) operating activities	(3,484,045,780)	2,248,312,809	(585,484,738)	(334,596,417)
Cash paid for interest expenses	(91,298,687)	(175,000,212)	(63,728,967)	(74,599,244)
Cash paid for corporate income tax	(747,458,812)	(1,808,319,038)	(12,101,262)	(961,282,149)
Net cash from (used in) operating activities	(4,322,803,279)	264,993,559	(661,314,967)	(1,370,477,810)

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

CASH FLOW STATEMENT

(CONTINUED)

For the year ended 31 March 2017

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
		(Restated)		
Cash flows from investing activities				
Decrease (increase) in restricted deposits	1,153,653,164	(81,800,592)	1,153,680,000	-
Increase in short-term loans to related parties	-	(4,238,000)	(10,200,000)	(61,200,000)
Cash received from repayment of short-term loans to related parties	14,317,951	-	10,200,000	41,200,000
Increase in long-term loans to related parties	(9,018,440,832)	(6,751,170,380)	(20,023,905,844)	(7,690,158,208)
Cash received from repayment of long-term loans to related parties	5,873,798,620	1,514,792,731	16,041,943,741	2,033,367,730
Increase in long-term loan to a cooperative	(59,000,000)	-	-	-
Interest income	645,764,762	437,873,571	537,987,780	92,479,074
Dividend received	1,727,066,823	1,580,613,399	3,264,401,030	2,799,367,806
Increase in current investments	(46,468,861,913)	(22,356,472,436)	(8,414,316,207)	(2,967,466,736)
Cash received from sales of current investments	44,907,829,338	26,108,189,185	8,741,816,463	3,604,335,720
Net cash paid for purchases of investments in subsidiaries	(466,258,815)	-	(608,321,016)	(2,848,108,984)
Net cash received from sales of investments in subsidiaries	627,471,827	690,227,513	2,995,562,010	769,018,703
Cash paid for purchases of investments in associates	(492,424,890)	(100,000,000)	-	-
Cash paid for purchases of investments in joint ventures	(1,214,212,100)	(500,000,000)	-	(450,000,000)
Cash received from sale of investment in a joint venture	-	38,750,000	-	-
Cash received from return of capital of subsidiary, joint venture and associate	123,456,000	655,092,000	123,456,000	593,592,000
Cash paid for purchases of other long-term investments	(6,867,865,497)	(6,014,809,136)	(1,994,061,539)	(5,550,966,221)
Cash received from sales of other long-term investments	3,401,866,815	2,886,892,369	2,012,020,969	2,886,892,369
Cash received from investment in foreign party	97,999,300	-	97,999,300	-
Increase in rights of claim from acquisition of debts per rehabilitation plan	-	(51,482,228)	-	-
Cash received from transfer of rights in land purchase	89,721,575	-	-	-
Cash paid for purchases of land and projects awaiting development	(493,181,681)	(1,019,270,237)	-	-
Cash paid for purchases of property, plant and equipment	(852,808,504)	(559,929,991)	(27,567,396)	(150,958,553)
Cash received from sales of property, plant and equipment	5,261,635	56,463,667	143,598	62,701
Cash paid for purchases of investment properties	-	(4,292,501)	(106,969,407)	(90,421,956)
Cash received from sales of investment properties	12,978,000	31,500,000	12,978,000	-
Cash paid for purchases of intangible assets	(46,052,304)	(50,287,878)	(321,289)	(53,232)
Cash received from sales of intangible assets	-	22,096,531	-	-
Net cash from (used in) investing activities	(7,297,920,726)	(3,471,262,413)	3,806,526,193	(6,989,017,787)

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

CASH FLOW STATEMENT

(CONTINUED)

For the year ended 31 March 2017

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
		(Restated)		
Cash flows from financing activities				
Increase in short-term loans from financial institutions	10,301,732,240	8,134,000,000	8,741,732,240	7,614,000,000
Cash paid for short-term loans from financial institutions	(12,973,732,240)	(4,914,000,000)	(12,251,732,240)	(4,104,000,000)
Increase in bills of exchange payables	41,553,261,595	3,405,688,907	41,553,261,595	3,405,688,907
Cash paid for bills of exchange payables	(31,280,000,000)	(500,000,000)	(31,280,000,000)	(500,000,000)
Increase in long-term loans from financial institutions	2,000,000,000	-	-	-
Cash paid for long-term loans from financial institutions	(1,399,874,000)	(26,000,000)	(1,056,600,000)	-
Increase in short-term loans from related parties	3,499,464	14,200,000	28,000,000	17,525,500,000
Cash paid for short-term loans from related parties	(35,941,585)	(36,469,112)	(1,561,500,000)	(8,067,000,000)
Cash received from exercised warrants	28,052,171	46,459,126	28,052,171	46,459,126
Cash paid for liability awaiting final court order	-	(181,869,687)	-	(181,869,687)
Dividend paid	(5,951,434,908)	(7,557,430,618)	(5,951,434,908)	(7,557,430,618)
Increase in long-term debentures	21,976,836,992	-	-	-
Cash paid for long-term debentures	(1,348,450,000)	(1,468,900,000)	-	-
Cash paid for transaction cost of business restructuring under common control	-	-	-	(45,445,002)
Cash paid for purchases of investments in subsidiaries	(368,190,044)	(1,543,182,388)	-	-
Cash received from sales of investments in subsidiaries	1,649,788,526	-	-	-
Dividend paid by subsidiaries to non-controlling interests of subsidiaries	(275,963,890)	(173,714,541)	-	-
Cash received from non-controlling interests of subsidiary for exercised warrants	77,350	-	-	-
Cash received from non-controlling interests for issuance of ordinary shares of subsidiaries	480,167,394	190,740,000	-	-
Net cash from (used in) financing activities	24,359,829,065	(4,610,478,313)	(1,750,221,142)	8,135,902,726
Increase in translation adjustment	119,391	481,883	-	-
Net increase (decrease) in cash and cash equivalents	12,739,224,451	(7,816,265,284)	1,394,990,084	(223,592,871)
Effect of exchange rate for cash and cash equivalents	(6,949,933)	(1,241,919)	(879,680)	(818,000)
Cash and cash equivalents at beginning of the year	2,362,232,654	10,111,920,166	381,354,351	605,765,222
Cash and cash equivalents classified as assets held for sale at beginning of the year	-	67,819,691	-	-
Cash and cash equivalents at end of the year	15,094,507,172	2,362,232,654	1,775,464,755	381,354,351

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

CASH FLOW STATEMENT (CONTINUED)

For the year ended 31 March 2017

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
		(Restated)		
Supplemental cash flow information				
Non-cash transactions				
Transfer equipment to intangible assets	38,235,088	18,912,726	160,500	50,932
Transfer real estate development cost to investment properties	23,355,769	-	23,355,769	-
Transfer real estate development cost to land and projects awaiting development	-	118,565,628	-	-
Transfer investment properties to property, plant and equipment	-	6,046,381	9,829,020	11,912,873
Transfer investment properties to land and projects awaiting development	-	676,552,478	-	-
Payable of acquisition of equipment	64,210,438	51,507,430	-	48,193,148
Receivable of sales of equipment	-	54,000,000	-	-
Payable of acquisition of investment properties	-	-	3,330,360	6,384,134
Payable of acquisition of intangible assets	1,894,959	2,915,491	-	-
Payable of acquisition of investments	422,128,885	28,532,345	206,629,885	28,532,345
Receivable of sales of investments	201,405,608	1,176,607	201,405,608	1,176,607
Increase in investment in associate from swap of investments in subsidiaries	-	9,468,845,000	-	9,468,845,000
Transfer short-term loan to long-term loan from financial institution	300,000,000	-	-	-
Settle short-term loan from related party with dividend received	-	-	-	610,000,000
Settle interest payable with dividend received	-	-	-	11,963,019
Settle return of capital of joint venture with long-term loan to related party	137,500,000	-	-	-
Transfer equipment to settle other payables	-	31,231,951	-	-
Transfer intangible assets to settle other payables	-	26,631,430	-	-
Transfer other long-term investments to current investments	-	1,937,907,063	-	-
Transfer long-term loans to related parties and interest receivables to investments in subsidiaries	-	-	339,457,129	2,853,977,404
Transfer short-term loan to related party to long-term loan	-	-	-	114,000,000
Transfer land, investments, loans, to related parties and interest receivables to subsidiary as a result of business restructuring	-	-	-	4,773,642,216

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2017

1. GENERAL INFORMATION

1.1 CORPORATE INFORMATION

BTS Group Holdings Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. Its major shareholder is the group of Keeree Kanjanapas. The Group is principally engaged in the mass transit business, property business, media business and service business. The registered office of the Company is at 21 Soi Choei Phuang, Viphavadi-Rangsit Road, Jompol, Jatujak, Bangkok.

1.2 ADDITIONAL INFORMATION OF THE MASS TRANSIT BUSINESS

The mass transit business operated by a subsidiary (Bangkok Mass Transit System Public Company Limited (“BTSC”)) consists of the provision of operating services of the Core BTS Sky Train System as an operator, operating services under operating and maintenance service agreement of extension to the Core BTS Sky Train System and operating service under operating and bus procurement (BRT) agreement. The details are as follows:

- a) The operation of an elevated mass transit system in prime business areas in Bangkok over two routes (“the Core BTS Sky Train System”), which covers a distance of 23.5 km, comprising the 17 km of the Sukhumvit line from Mo Chit to On Nut stations, and the 6.5 km of the Silom line from National Stadium to Taksin Bridge stations, under the concession agreement dated 9 April 1992 and the amendment to the concession agreement between the Bangkok Metropolitan Administration (“BMA”) and the subsidiary, for 30 years after commissioning under the concession granted by BMA. The commercial operations commenced on 5 December 1999. The concession stipulates that the civil works are to be structured on a build-transfer-operate basis whereby the subsidiary will transfer legal title of the assets to BMA as they are brought into service. The electrical and mechanical works are to be transferred to BMA on a build-operate-transfer basis at the expiry of the concession.

On 17 April 2013, the subsidiary and BTS Rail Mass Transit Growth Infrastructure Fund (“BTSGIF”) entered into the Net Revenue Purchase and Transfer Agreement in relation to the Bangkok Mass Transit System Concession Agreement, covering the remainder of the concession. From an accounting perspective, the subsidiary carefully and thoroughly considered these transactions and concluded that the sale of the rights to collect future fare box revenues was a true sale of an intangible asset (project cost). As a result, the subsidiary derecognised project cost and the related accounts from its books and recognised a gain on sale of future net fare box revenues in the financial statements for the year ended 31 March 2014. The agreement stipulates that the subsidiary continues to be the operator of the train services, overseen by BTSGIF, while decision-making authority as the owner belongs to BTSGIF. The subsidiary submits cash receipts of net fare box revenues to BTSGIF, as a middleman responsible only for the collection of fare box revenue. The subsidiary receives fees as the operator under the conditions as stipulated in the agreement.

However, from a tax perspective, the sale of future net fare box revenues was treated as borrowing from BTSGIF. The subsidiary remains the owner of the intangible asset (project cost) and fare box revenues and expenses still belong to the subsidiary. The subsidiary calculates corporate income tax based on taxable revenues and expenses determined in accordance with tax legislation.

- b) The provision of operation and maintenance services for the extension to the Core BTS Sky Train System under the Operation and Maintenance for Bangkok Mass Transit System Agreement dated 3 May 2012 made with Krungthep Thanakom Company Limited (“Krungthep Thanakom”) (established by the Bangkok Metropolitan Authority) and the amendment to the agreement, for 30 years from 8 May 2012 to 2 May 2042.

- c) The provision of operation and maintenance services for the Green Line under the Operating and Maintenance Agreement for the Green Line (Mo Chit-Saphan Mai-Kukot and Bearing-Samutprakarn) dated 1 August 2016 made with Krungthep Thanakom and the amendment to the agreement, for 26 years from 1 August 2016 to 2 May 2042.
- d) The provision of operation and maintenance services under an operating and bus procurement (BRT) agreement dated 10 February 2010 with Krungthep Thanakom and the amendment to the agreement, for 7 years from 15 May 2010 to 28 May 2017.

2. BASIS OF PREPARATION

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

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

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

2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of the Company and the following subsidiary companies ("the subsidiaries"):

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2017	2016
Subsidiaries directly owned by the Company				
Bangkok Mass Transit System Public Co., Ltd. ("BTSC")	Mass transit business	Thailand	97.46	97.46
Tanayong International Ltd.	Dormancy	Cayman Island	100	100
Tanayong Hong Kong Ltd.	Investment in securities	Hong Kong	100	100
Rabbit Rewards Co., Ltd.	CRM Loyalty Programme and Coupon Kiosks	Thailand	-	100
Man Kitchen Co., Ltd.	Restaurant and related businesses	Thailand	70	70
Primary Kitchen Co., Ltd.	Restaurant and related businesses	Thailand	100	100
BSS Holdings Co., Ltd.	Investment in the securities of other companies	Thailand	-	100
Unicorn Enterprise Co., Ltd.	Investment in the securities of other companies	Thailand	100	100
KMJ 2016 Co., Ltd.	Restaurant and related businesses	Thailand	51	-
Man Food Products Co., Ltd.	Producing and selling food	Thailand	100	-
RB Services Co., Ltd.	Investment in the securities of other companies	Thailand	100	-
Subsidiaries indirectly owned by the Company				
Held by BTSC				
VGI Global Media Public Co., Ltd. (20.57% held by the Company (2016: 23.30%))	Advertising services on Bangkok Mass Transit System (BTS), in department stores, in office buildings and others	Thailand	51	51
Bangkok Smartcard System Co., Ltd.	Provision for electronic payment services	Thailand	-	90

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2017	2016
Held by VGI Global Media Public Co., Ltd.				
Master Ad Public Co., Ltd.	Advertising, leasing of property and the purchase/sale of electronic billboards	Thailand	33.68	-
VGI Advertising Media Co., Ltd.	Management of advertising in department stores	Thailand	100	100
888 Media Co., Ltd.	Management of advertising in department stores	Thailand	100	100
Point Of View (POV) Media Group Co., Ltd.	Managing and providing of the advertising	Thailand	100	100
VGI Global Media (Malaysia) Sdn Bhd	Advertising media	Malaysia	100	-
BSS Holdings Co., Ltd.	Investment in the securities of other companies	Thailand	90	-
Bangkok Smartcard System Co., Ltd.	Provision of electronic payment services	Thailand	90	-
Held by Master Ad Public Co., Ltd.				
Master and More Co., Ltd.	Production and provision of outdoor advertising media services	Thailand	100	-
Eye On Ads Co., Ltd.	Production and sales of tri-vision equipment	Thailand	100	-
Green Ad Co., Ltd.	Provision of advertising services through the supply of tree wall-panel	Thailand	100	-
Inkjet Images (Thailand) Co., Ltd.	Production of advertising media and billboards	Thailand	50	-
Maco Outdoor Co., Ltd.	Holding company	Thailand	100	-
Held by Master and More Co., Ltd.				
Open Play Co., Ltd.	Provision of outdoor advertising media services	Thailand	80	-
Held by Green Ad Co., Ltd.				
Multi Sign Co., Ltd.	Provision of service for out of home media	Thailand	70	-
Held by BSS Holdings Co., Ltd.				
Bangkok Payment Solutions Co., Ltd.	Developing software and providing technology services, including technology associated with Thailand's mass transit and payment systems	Thailand	-	60
RabbitPay System Co., Ltd.	Electronic payment services through any devices or networks, bill payment service, and investment in the securities of other companies	Thailand	80	80
Rabbit Internet Co., Ltd.	Data management and processing	Thailand	25	25
ASK Direct Group Co., Ltd. ¹	Provision of direct sales services for all types of product via telesales and online channels	Thailand	51	51
ASK Broker Association Co., Ltd. ¹	Insurance broker	Thailand	51	51
¹ 49% held by Rabbit Internet Co., Ltd.				
Held by RB Services Co., Ltd.				
Bangkok Payment Solutions Co., Ltd.	Developing software and providing technology services, including technology associated with Thailand's mass transit and payment systems	Thailand	60	-
Rabbit Rewards Co., Ltd.	CRM Loyalty Programme and Coupon Kiosks	Thailand	100	-

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2017	2016
Held by Man Kitchen Co., Ltd.				
Little Corner Co., Ltd.	Restaurant and related businesses	Thailand	69	69
Held by Unicorn Enterprise Co., Ltd.				
Dnal Co., Ltd.	Office rental	Thailand	100	100
Muangthong Assets Co., Ltd.	Hotel	Thailand	100	100
PrannaKiri Assets Co., Ltd.	Property development	Thailand	100	100
Yong Su Co., Ltd.	Dormancy	Thailand	100	100
Tanayong Food and Beverage Co., Ltd.	Property development	Thailand	100	100
Thana City Golf & Sports Club Co., Ltd.	Management of golf course and club house	Thailand	100	100
Siam Paging and Communication Co., Ltd.	Property development	Thailand	100	100
Tanayong Property Management Co., Ltd.	Building management	Thailand	100	100
HHT Construction Co., Ltd.	Construction services	Thailand	51	51
BTS Land Co., Ltd.	Trademark development for property development and service businesses	Thailand	100	100
Mak8 Co., Ltd.	Property development	Thailand	100	100
Ratburana Property Co., Ltd.	Property development	Thailand	100	100
Kingkaew Assets Co., Ltd.	Property development	Thailand	100	100
The Community One Co., Ltd.	Property development	Thailand	100	100
The Community Two Co., Ltd.	Property development	Thailand	100	100
Nine Square Property Co., Ltd.	Property development	Thailand	100	100
Keystone Estate Co., Ltd.	Property development	Thailand	-	100

- b) The Company and its subsidiaries are deemed to have control over an investee or subsidiaries if they have rights, or are exposed, to variable returns from their involvement with the investee, and they have the ability to direct the activities that affect the amount of its returns.
- c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- e) The assets and liabilities in the financial statements of an overseas subsidiary is translated to Baht using the exchange rate prevailing on the end of reporting period, and revenues and expenses are translated using monthly average exchange rates. The resulting differences are shown under the caption of "Exchange differences on translation of financial statements in foreign currency" in the statements of changes in shareholders' equity.
- f) Material balances and transactions between the Company and its subsidiaries have been eliminated from the consolidated financial statements.
- g) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated statement of comprehensive income and within equity in the consolidated statement of financial position.

2.3 The separate financial statements present investments in subsidiaries, joint venture and associates under the cost method.

3. NEW FINANCIAL REPORTING STANDARDS

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

During the year, the Company and subsidiaries have adopted the revised (revised 2015) and new financial reporting standards and accounting treatment guidance issued by the Federation of Accounting Professions which became effective for fiscal years beginning on or after 1 January 2016 (beginning on or after 1 April 2016 for the Company and its subsidiaries). 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 did not have any significant impact on the Company and its subsidiaries' financial statements.

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

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

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

TAS 27 (revised 2016) Separate Financial Statements

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

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

4. SIGNIFICANT ACCOUNTING POLICIES

4.1 REVENUE RECOGNITION

Service income

Advertising income

Advertising income is recognised when services have been rendered, taking into account the stage of completion, charged is in accordance with service areas. The service charge depends on the area, the service charge per area and the period of service stipulated in the contracts.

Revenues from provision of operating services

Income from providing of operating services is recognised when services have been rendered taking into account the stage of completion, excluding value added tax. Service rate charged is in accordance with rates as stipulated in the contract.

Revenues from provision of space

Space rental income is income from the rental of advertising space and retail space. Space rental income is recognised on a straight-line basis over the lease term. The rental charge depends on the area rented, the rental rate charged per area, and the rental period stipulated in the contract.

Revenues from hotel and restaurant operations

Revenues from hotel and restaurant operations mainly comprise of room sales, food and beverage sales and revenues from auxiliary activities, and represent the invoiced value (excluding value added tax) of goods delivered and services rendered after deducting discounts and service charges.

Other service income

Insurance brokerage income is recognised on the date the insurance policy comes into effect, net of discounts, and when services have been rendered. In cases where it is highly uncertain that such income will be received, as a result of policy cancellation, the brokerage income is recorded as advance brokerage income, and recognised as income over the coverage period of the policy.

Service revenue is recognised when services have been rendered taking into account the stage of completion, excluding value added tax.

Revenues from utility services are recognised when services have been rendered and represent the invoiced value (excluding value added tax) of services rendered after deducting discounts and service charges reference to the term of the contract.

Rental income in conjunction with apartments and condominiums is recognised as revenue on an accrual basis.

Revenues from installation and construction services

Revenues from installation and construction services are recognised on a percentage of completion basis. The percentage of completion is measured based on comparison of actual installation and construction costs incurred up to the end of the period and total anticipated installation and construction costs to be incurred to completion. The recognised revenue which is not yet due per the contracts has been presented under the caption of "Unbilled receivables" in the statement of financial position.

Train procurement service income under concession agreement

Train procurement service income under concession agreement is recognised when service has been rendered, taking into account the stage of completion.

Revenues from sales of real estate

Revenues from sales of land, land and houses and condominium units are recognised in full when significant risks and rewards are transferred to the buyer.

Other income

Management income is recognised when services have been rendered, with reference to the term of the contract, excluding value added tax.

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

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

Finance lease income is recognised over the term of the agreement, using the effective interest rate, and income is recognised as the installments fall due irrespective of when actual collection is made. Finance lease income is presented under interest income in the profit or loss.

4.2 EXPENSES

Cost of installation and construction services

The cost of installation and construction comprises the costs of materials, labor, subcontractors' charges, consultation, services and other expenses, which are recognised on an accrual basis.

Provision for anticipated losses on installation and construction projects is made in the accounts in full when the possibility of loss is ascertained.

Cost of train procurement service under concession agreement

The cost of train procurement service under concession agreement comprises the costs of trains, related equipment and other expenses, which are recognised on an accrual basis.

Cost of sales of real estate

Cost of sales of real estate, which is determined by attributing the total anticipated real estate development costs after recognition of the costs incurred to date to the units already sold on the basis of salable area, is recognised as costs in profit or loss.

4.3 CASH AND CASH EQUIVALENTS

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

4.4 ACCOUNTS RECEIVABLE

- a) Accounts receivable are stated at the net realisable value.
- b) Receivables under concession and finance lease agreements are stated at the outstanding balance, net of deferred revenue.

Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experiences and analysis of debt aging.

4.5 REAL ESTATE DEVELOPMENT COSTS

Real estate development costs are valued at the lower of cost and net realisable value.

Real estate development costs consist of the costs of land, land development, project management fees, design, construction and related interest.

4.6 INVESTMENTS

- a) Investments in securities held for trading are stated at fair value. Changes in the fair value of these securities are recorded in the profit or loss.
- b) Investments in available-for-sale securities are stated at fair value. Changes in the fair value of these securities are recorded in other comprehensive income, and will be recorded in profit and loss when the securities are sold.
- c) Investments in debt securities, both due within one year and expected to be held to maturity, are recorded at amortised cost. The premium/discount on debt securities is amortised/accreted by the effective rate method with the amortised/accreted amount presented as an adjustment to the interest income.
- d) Investments in non-marketable equity securities, which the Company classifies as other investments, are stated at cost net of allowance for impairment loss (if any).
- e) Investments in joint venture and associates are accounted for in the consolidated financial statements using the equity method.
- f) Investments in subsidiaries, joint ventures and associates are accounted for in the separate financial statements using the cost method.

The fair value of marketable securities is based on the latest bid price of the last working day of the year. The fair value of debt instruments is determined based on yield rates quoted by the Thai Bond Market Association or yield rate of government bond adjusted by an appropriate risk factor, as the case may be. The fair value of unit trusts is determined from their net asset value.

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

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

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

4.7 PROJECT COSTS – MEDIA

Project costs - media are stated at cost less any accumulated amortisation and any accumulated impairment losses (if any).

Amortisation of project costs - media is calculated by reference to cost, at a proportion of the actual rental and advertising income and budgeted rental and advertising income over the concession period.

Amortisation is included in determining income.

4.8 SPARE PARTS AND AMORTISATION

Spare parts are consisted as follows:

- a) Consumable spare parts are valued at the lower of cost (weighted average method) and net realisable value and are charged through profit or loss whenever actually consumed.
- b) Reusable spare parts are stated at cost less accumulated amortisation. Amortisation of reusable spare parts is calculated by reference to their costs on the straight-line basis over the period of the operation and maintenance agreement for a mass transit system in Bangkok and is recorded through the profit or loss.

4.9 INVESTMENT PROPERTIES

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and allowance for loss on impairment (if any).

Depreciation of investment properties is calculated by reference to their costs on the straight-line basis over the following estimated useful lives:

Golf course and construction for rent	5 - 30	years or period of lease
Buildings and hotel for rent		period of lease

Depreciation of the investment properties is included in determining income.

No depreciation is provided on land awaiting sales and investment properties in progress.

On disposal of investment properties, the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period when the asset is derecognised.

4.10 PROPERTY, PLANT AND EQUIPMENT AND DEPRECIATION

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

Land is initially recorded at cost on the acquisition date, and subsequently revalued by an independent professional appraiser to its fair values. Revaluation is made with sufficient regularity to ensure that the carrying amount does not differ materially from fair value at the end of reporting period.

Differences arising from the revaluation are dealt with in the financial statements as follows:

- When an asset's carrying amount is increased as a result of a revaluation of the Company and its subsidiaries' assets, the increase is recognised in the statements of other comprehensive income and credited directly to equity under the heading of "Revaluation surplus on assets". However, a revaluation increase will be recognised as income to the extent that it reverses a revaluation decrease of the same asset previously recognised as an expense.
- When an asset's carrying amount is decreased as a result of a revaluation of the Company and its subsidiaries' assets, the decrease is recognised as an expense in profit or loss. However, a revaluation decrease is to be charged directly against the related "Revaluation surplus on assets" to the extent that the decrease does not exceed the amount held in the "Revaluation surplus on assets" in respect of those same assets.

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

Buildings and improvements	5 - 30	years or period of lease
Golf course development costs	5 - 30	years
Machinery and equipment	2 - 10	years and remaining period of concession
Furniture and office equipment	2 - 5	years
Motor vehicles	5	years

Depreciation is included in determining income.

No depreciation is provided on land, construction in progress and assets under installation.

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

4.11 LEASEHOLD RIGHTS AND AMORTISATION

Leasehold rights are stated at cost less accumulated amortisation and allowance for loss on impairment of assets (if any). Amortisation of leasehold rights is calculated by reference to their cost on a straight-line basis over the leasehold period.

Amortisation is included in determining income.

4.12 INTANGIBLE ASSETS

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

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

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

Useful lives

Intangible assets acquired through business combination	3 years - 7 years 7 months and remaining contract period
Computer software	3 - 5 years

No amortisation is provided on computer software under development.

4.13 GOODWILL

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

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

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

4.14 BORROWING COSTS

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

4.15 IMPAIRMENT OF ASSETS

At the end of each reporting period, the Company and its subsidiaries perform impairment reviews in respect of the property, plant and equipment whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Company and its subsidiaries could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss.

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

4.16 PROVISIONS

General

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

estimate can be made of the amount of the obligation.

Major maintenance or restoration of elevated trains under service concession

The subsidiary has contractual obligations to maintain or restore the elevated trains under service concession to a specified level of service ability. The obligations are recognised and measured at the best estimate of the expenditure that would be required to settle the present obligation at the end of the reporting period.

4.17 EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS

The Company recognises the share-based payment transactions at the date on which the options are granted, based on the fair value of the share options. They are recorded as expenses over the expected life of the share options, and a capital reserve for share-based payment transactions is presented in shareholders' equity.

Estimating fair value for share-based payment transactions requires determination relating to appropriate assumptions, including the expected life of the share options, share price volatility and dividend yield.

4.18 LONG-TERM LEASES

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

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

4.19 RELATED PARTY TRANSACTIONS

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

They also include shareholders, associated companies, joint ventures, and enterprises or individuals who have significant influence over the Company and its subsidiaries, key management personnel, directors and officers with authority in the planning and direction of the Company and its subsidiaries' operations, including their family members.

4.20 FOREIGN CURRENCIES

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

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period, with the exception of those covered by forward exchange contracts, which are translated at the contracted rates.

Translation differences on investments in debt securities and other monetary financial assets measured at fair value are included in gains and losses on exchange. Translation differences on non-monetary items such as investments in equity securities held for trading are reported as part of the fair value gain or loss. Translation differences on available-for-sale investments in equity securities are included in the fair value gain or loss in other comprehensive income.

Gains and losses on exchange are included in determining income.

4.21 EMPLOYEE BENEFITS

Short-term employee benefits

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

Post-employment benefits and other long-term employee benefits

Defined contribution plans

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

Defined benefit plans and other long-term employee benefits

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

The obligation under the defined benefit plan and other long-term employee benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

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

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

4.22 TREASURY SHARE

Treasury share is stated at cost and presented in statement of financial position as a reduction from shareholders' equity. Gains on disposal of treasury stock are determined by reference to its carrying amount and are taken to premium on treasury share, losses on disposal of treasury share are determined by reference to its carrying amount and are taken to premium on treasury share and retained earnings, consecutively.

4.23 SERVICE CONCESSION ARRANGEMENTS

The subsidiary provides services to procure electric trains to be used in the provision of public services and to operate and maintain elevated trains under service concession for a specified period of time under an Operating and Maintenance of Bangkok Mass Transit System Agreement. The subsidiary is paid for its services over the period of the arrangement, and the arrangement is governed by a contract that sets out performance standards. Such arrangement is a public-to-private service concession arrangement.

The subsidiary recognises the consideration received or receivable for its provision of train procurement services as a financial asset (receivable under concession agreement) to the extent that it has an unconditional contractual right to receive cash or another financial asset for the services from or at the direction of the grantor. Receivables are measured at fair value upon initial recognition. Receivable under concession agreement is presented and measured at amortised cost. Interest is calculated using the effective interest method to be recognised in the profit or loss.

Borrowing costs attributable to the arrangement are recognised as an expense in the period in which they are incurred in case the subsidiary recognises the consideration as financial asset.

4.24 INCOME TAX

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

Current tax

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

Deferred tax

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

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

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

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

4.25 DERIVATIVES

Cross currency swap agreement/Forward exchange agreement

Payables and receivables arising from cross currency swap agreement/ forward exchange agreement are translated into Baht at the rates of exchange ruling at the end of reporting period. Unrecognised gains and losses from the translation are recognised in profit or loss. Premiums or discounts on cross currency swap agreement/forward exchange agreement are amortised on a straight-line basis over the contract periods.

Interest rate swap contracts

The net amount of interest to be received from or paid to the counterparty under an interest rate swap contract is recognised as income or expenses on an accrual basis.

4.26 FAIR VALUE MEASUREMENT

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

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

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

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

4.27 HEDGE ACCOUNTING – CASH FLOW HEDGES OF FIRM COMMITMENT OF TRAIN AND RELATED EQUIPMENT ACQUISITION AGREEMENTS

A subsidiary applies hedge accounting when the risk that has been hedged can be clearly identified and the effectiveness of the hedge can be measured. Gains or losses arising from changes in the fair value of hedging instruments or derivatives that effectively hedge exposure to fluctuations in cash flows that are either attributable to a particular risk associated with a recognised financial asset or financial liability, or to a highly probable forecast transaction, are recognised directly in other comprehensive income and transferred to be recognised in profit or loss when the hedged cash flow transaction occurs. However, if the hedge instrument is not effective, any gain or loss from a change in the fair value of the derivative financial instrument is recognised immediately to profit or loss.

5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

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

CONSOLIDATION OF SUBSIDIARIES HOLDING LESS THAN HALF OF SHARES

The management of the subsidiary determined that the subsidiary has control over Master Ad Public Company Limited (“MACO”), even though the subsidiary holds 33.68% of shares and voting rights, which represent less than half of the total shares and voting rights. In addition, MACO has control over Inkjet Images (Thailand) Company Limited (“Inkjet”), even though MACO holds 50% of shares and voting rights. This is because the subsidiaries are major shareholders with the power to direct significant activities of such companies. Furthermore, the other shareholders of MACO are only minor shareholders. As a result, MACO and Inkjet are deemed to be subsidiaries of the Group and have to be included in the consolidated financial statements from the date on which the subsidiaries assumed control.

In addition, the subsidiary’s management determined that BSS Holdings Company Limited (“BSSH”) has control over Rabbit Internet Company Limited (“RI”), even though BSSH holds 25% of shares and voting rights, which represents less than half of shares and voting rights. This is because the subsidiary has the power to direct the policies, management or operations of RI through RI’s Board of Directors, and the rights to variable returns from RI. As a result, RI is deemed to be a subsidiary of the Group and has to be included in the consolidated financial statements from the date on which the subsidiary assumed control.

LEASES

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

ALLOWANCE FOR DOUBTFUL ACCOUNTS

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

IMPAIRMENT OF INVESTMENTS

The Company and its subsidiaries treat available-for-sale investments and other investments as impaired when there has been a significant or prolonged decline in the fair value below their cost or where other objective evidence of impairment exists. The determination of what is “significant” or “prolonged” requires judgment of the management.

PROPERTY, PLANT AND EQUIPMENT AND DEPRECIATION

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

The Company and its subsidiaries measure land at revalued amounts in the consolidated financial statements. Such amounts are determined by the independent valuer using the market approach. The valuation involves certain assumptions and estimates.

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

GOODWILL AND INTANGIBLE ASSETS

The initial recognition and measurement of goodwill and intangible assets, and subsequent impairment testing, require management to make estimates of cash flows to be generated by the asset or the cash generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

DEFERRED TAX ASSETS

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

POST-EMPLOYMENT BENEFITS UNDER DEFINED BENEFIT PLANS AND OTHER LONG-TERM EMPLOYEE BENEFITS

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

PROVISIONS

The subsidiaries determined the provisions using various assumptions relevant to each provision. Estimates are reviewed whenever circumstances change.

ALLOCATION OF ASSETS AND LIABILITIES AND REVENUES AND EXPENSES TO BTSGIF OF A SUBSIDIARY (BTSC)

The subsidiary allocated assets, liabilities, revenues and expenses in order to submit net fare box revenues to BTSGIF. In making these allocations the management needs to apply judgment, bases, information and various assumptions, regarding matters such as route length and the expenses reimbursable from BTSGIF. The allocations are reviewed whenever new transactions occur and circumstances change. In addition, the bases, information and various assumptions have to be verified and approved by BTSGIF.

CORPORATE INCOME TAX OF A SUBSIDIARY (BTSC)

From a tax perspective, the sale of future net fare box revenues was treated as borrowing from BTSGIF and so in calculating corporate income tax, the subsidiary calculated interest expense based on the difference between the net fare box revenues submitted to BTSGIF and the amortisation of BTSGIF's investment in rights to receive fare box revenue of the Core Bangkok Mass Transit System of BTSGIF (calculated based on projections of numbers of passengers in the report prepared by an independent valuer). The estimate is reviewed whenever new transactions occur and circumstances change.

LITIGATIONS

The Company and its subsidiaries have contingent liabilities as a result of litigation. The Company and its subsidiaries' management has used judgment to assess of the results of the litigation and believe that no loss will result. Therefore no contingent liabilities are recorded as at the end of reporting period.

6. RELATED PARTY TRANSACTIONS

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

(Unit: Million Baht)

	For the years ended 31 March				Pricing policy
	Consolidated financial statements		Separate financial statements		
	2017	2016	2017	2016	
Transactions with subsidiaries					
(Eliminated from the consolidated financial statements)					
Sales of land and investments	-	-	1,440	2,992	Contract price
Interest income	-	-	431	73	At cost of funds plus margin
Management income	-	-	47	47	Contract price
Utility income	-	-	11	12	Contract price
Revenue from guarantee	-	-	54	57	Contract price
Rental income	-	-	56	50	Contract price
Dividend income	-	-	2,406	2,001	Announce rate
Purchases of fixed assets and investment properties	-	-	22	207	Contract price
Return of capital	-	-	-	501	Announce rate
Management fee	-	-	42	7	Contract price
Rental expenses	-	-	12	12	Contract price
Interest expenses	-	-	393	284	At cost of fund plus margin
Transactions with jointly controlled entities and associates					
Service income	80	88	-	-	Contract price
Management income	3	-	-	-	Contract price
Interest income	392	145	-	119	At cost of fund plus margin
Rental income	5	-	-	-	Contract price
Dividend income	1,471	1,316	1,412	1,292	Announce rate
Other income	5	-	-	-	Contract price
Return of capital	261	656	123	93	Announce rate
Administrative expenses	10	-	-	-	Contract price
Management fee	35	34	-	13	Contract price
Special business tax paid	60	57	-	-	Contract price
Shortfall in revenues being lower than the minimum guaranteed amounts paid	28	135	-	-	Contract price
Net fare box revenues transferred	4,576	4,475	-	-	Contract price

(Unit: Million Baht)

	For the years ended 31 March				Pricing policy
	Consolidated financial statements		Separate financial statements		
	2017	2016	2017	2016	
Transactions with related parties					
Sale of investment	-	769	-	769	Contract price
Interest income	5	4	115	9	At cost of funds plus margin
Service income	43	31	-	-	Contract price
Revenue from installation and construction services	222	33	-	-	Contract price
Revenue sharing paid	-	25	-	-	Contract price
Purchases of fixed assets and investment properties	14	24	-	4	Contract price
Management fee	13	12	17	4	Contract price
Rental expenses	5	4	-	-	Contract price

As at 31 March 2017 and 2016, the balances of the accounts between the Company and those related parties are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Trade and other receivables - related parties (Note 10)				
Subsidiary companies	-	-	887,069	50,714
Jointly controlled entities and associated companies	155,435	160,604	-	-
Related companies (common shareholders/ shareholder of related company)	17,979	2,643	1,840	101,156
Total trade and other receivables - related parties	173,414	163,247	888,909	151,870
Unbilled receivables - related parties				
Jointly controlled entities	286	-	-	-
Related company (shareholder of subsidiary)	22,102	28,243	-	-
Total unbilled receivables - related parties	22,388	28,243	-	-
Accrued income - related parties				
Jointly controlled entities and associated companies	506,502	447,723	-	-
Related company (shareholders of jointly controlled entities)	1,288	14	-	-
Total accrued income - related parties	507,790	447,737	-	-
Prepaid expenses - related parties				
Associated company	13,892	-	-	-
Related company (shareholder of related companies)	5,401	-	-	-
Total prepaid expenses - related parties	19,293	-	-	-
Investments in debt securities - related parties				
Jointly controlled entities	1,010,694	497,405	774,473	497,405
Total investments in debt securities - related parties	1,010,694	497,405	774,473	497,405
Retention receivable - related party				
Related company (co-director)	11,036	-	-	-
Total retention receivable - related party	11,036	-	-	-

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Trade and other payables – related parties (Note 28)				
Subsidiary companies	-	-	614,862	316,941
Jointly controlled entities and associated companies	46,709	274	281	-
Related companies (common shareholders/ shareholder of related company)	20,679	25,383	309	1,168
Total trade and other payables - related parties	67,388	25,657	615,452	318,109
Unearned revenue – related party				
Associated company	467,970	504,854	-	-
Total unearned revenue - related party	467,970	504,854	-	-
Retention payable – related parties				
Subsidiary company	-	-	16,304	13,017
Related company (shareholder of subsidiary company)	-	16,679	-	-
Total retention payable - related party	-	16,679	16,304	13,017
Provision – related parties (Note 34)				
Associated companies	1,202,938	1,171,299	-	-
Total provision - related parties	1,202,938	1,171,299	-	-

LOANS TO INDIVIDUALS AND RELATED PARTIES AND LOANS FROM RELATED INDIVIDUALS AND PARTIES

As at 31 March 2017 and 2016, the balances of loans between the Company and those related individuals and parties and the movements are as follows:

(Unit: Thousand Baht)

Short-term loans to related parties	Related by	Consolidated financial statements			
		Balance as at 31 March 2016	Increase during the year	Decrease during the year	Balance as at 31 March 2017
EGV Co., Ltd.	Related company	4,018	-	-	4,018
Related individual	Director of subsidiaries	14,318	-	(14,318)	-
		18,336	-	(14,318)	4,108
Less: Allowance for doubtful debt		(4,018)	-	-	(4,018)
Net		14,318	-	(14,318)	-

(Unit: Thousand Baht)

Short-term loans to related parties	Related by	Separate financial statements			
		Balance as at 31 March 2016	Increase during the year	Decrease during the year	Balance as at 31 March 2017
KMJ 2016 Co., Ltd.	Subsidiary company	-	10,200	(10,200)	-
EGV Co., Ltd.	Related company	4,018	-	-	4,018
		4,018	10,200	(10,200)	4,018
Less: Allowance for doubtful debt		(4,018)	-	-	(4,018)
Net		-	10,200	(10,200)	-

(Unit: Thousand Baht)

Long-term loans to related parties	Related by	Consolidated financial statements			
		Balance as at 31 March 2016	Increase during the year	Decrease during the year	Balance as at 31 March 2017
BTS Sansiri Holding One Ltd.	Jointly controlled entity	320,000	286,000	(275,000)	331,000
BTS Sansiri Holding Two Ltd.	Jointly controlled entity	126,688	-	-	126,688
BTS Sansiri Holding Three Ltd.	Jointly controlled entity	270,000	61,000	(331,000)	-
BTS Sansiri Holding Four Ltd.	Jointly controlled entity	222,000	606,000	-	828,000
BTS Sansiri Holding Five Ltd.	Jointly controlled entity	28,000	-	-	28,000
BTS Sansiri Holding Six Ltd.	Jointly controlled entity	450,000	565,000	-	1,015,000
BTS Sansiri Holding Seven Ltd.	Jointly controlled entity	5,000	195,000	(110,000)	90,000
BTS Sansiri Holding Eight Ltd.	Jointly controlled entity	209,000	100,000	(30,000)	279,000
BTS Sansiri Holding Nine Ltd.	Jointly controlled entity	36,000	205,000	(111,000)	130,000
BTS Sansiri Holding Eleven Ltd.	Jointly controlled entity	63,000	140,000	(70,000)	133,000
BTS Sansiri Holding Twelve Ltd.	Jointly controlled entity	174,000	376,000	-	550,000
BTS Sansiri Holding Fourteen Ltd.	Jointly controlled entity	10,000	15,000	-	25,000
BTS Sansiri Holding Fifteen Ltd.	Jointly controlled entity	-	341,000	-	341,000
BTS Sansiri Holding Sixteen Ltd.	Jointly controlled entity	-	677,500	(250,000)	427,500
BTS Sansiri Holding Nineteen Ltd.	Jointly controlled entity	-	379,000	(265,000)	114,000
BTS Sansiri Holding Twenty One Ltd.	Jointly controlled entity	-	780,000	(495,000)	285,000
BTS Sansiri Holding Twenty Two Ltd.	Jointly controlled entity	-	39,000	-	39,000
Nuvo Line Agency Co., Ltd.	Jointly controlled entity	50,000	201,500	-	251,500
ATS Rabbit Special Purpose Vehicle Co., Ltd.	Jointly controlled entity	29,870	15,393	-	45,263
Bayswater Co., Ltd.	Jointly controlled entity	3,901,300	4,171,000	(3,901,300)	4,171,000
Eyeballs Channel SDN. BHD.	Associated company	-	30,360 ⁽¹⁾	(3,867)	26,493
Hwa Kay Thai (Thailand) Co., Ltd.	Related company	20,100	-	(4,800)	15,300
Midas Global Media Co., Ltd.	Related company	107,325	-	(26,831)	80,494
		6,022,283	9,183,753	(5,873,798)	9,332,238
Less: Allowance for doubtful debts		(20,100)	-	4,800	(15,300)
		6,002,183	9,183,753	(5,868,998)	9,316,938
Less: Current portion		(53,662)	(53,663)	15,923	(91,402)
Net		5,948,521	9,130,090	(5,853,075)	9,225,536

⁽¹⁾ Increase from acquisition of subsidiary by Baht 28 million as discussed in Note 15.2.2 to the financial statements.

(Unit: Thousand Baht)

Long-term loans to related parties	Related by	Separate financial statements			
		Balance as at 31 March 2016	Increase during the year	Decrease during the year	Balance as at 31 March 2017
Tanayong International Ltd.	Subsidiary company	442,681	60	(1,615)	441,126
Tanayong Hong Kong Ltd.	Subsidiary company	3,818	50	-	3,868
Unicorn Enterprise Co., Ltd.	Subsidiary company	6,082,309	20,013,796	(12,140,644)	13,955,461
Rabbit Rewards Co., Ltd.	Subsidiary company	326,500	-	(326,500)	-
RB Services Co., Ltd.	Subsidiary company	-	10,000	-	10,000
Bayswater Co., Ltd.	Jointly controlled entity	3,901,300	-	(3,901,300)	-
		10,756,608	20,023,906	(16,370,059)	14,410,455
Less: Allowance for doubtful debts		(922,100)	(110)	284,349	(637,861)
Net		9,834,508	20,023,796	(16,085,710)	13,772,594

(Unit: Thousand Baht)

Short-term loans from related parties	Related by	Consolidated financial statements			
		Balance as at 31 March 2016	Increase during the year	Decrease during the year	Balance as at 31 March 2017
Theory Ltd.	Shareholder of subsidiary company	35,669	-	(35,669)	-
Inteltion Co., Ltd.	Shareholder of subsidiary company	-	3,500	-	3,500
Related individuals	Director of subsidiaries	273	-	(273)	-
Total		35,942	3,500	(35,942)	3,500

(Unit: Thousand Baht)

Short-term loans from related parties	Related by	Separate financial statements			
		Balance as at 31 March 2016	Increase during the year	Decrease during the year	Balance as at 31 March 2017
Bangkok Mass Transit System Plc.	Subsidiary company	17,929,500	-	(1,429,500)	16,500,000
BSS Holdings Co., Ltd.	Subsidiary company	104,000	-	(104,000)	-
RB Services Co., Ltd.	Subsidiary company	-	28,000	(28,000)	-
Total		18,033,500	28,000	(1,561,500)	16,500,000

DIRECTORS' AND MANAGEMENT'S BENEFITS

During the years ended 31 March 2017 and 2016, the Company and its subsidiaries had employee benefit expenses to their directors and management as below.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Short-term employee benefits	418	322	113	113
Post-employment benefits	17	27	4	2
Share-based payment	2	3	1	1
Total	437	352	118	116

GUARANTEE OBLIGATIONS WITH RELATED PARTIES

The Company and its subsidiary have outstanding guarantee obligations with its related parties, as described in Note 56.7 d) and e) to the financial statements.

7. CASH AND CASH EQUIVALENTS

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Cash	44,096	(Restated) 36,237	184	183
Current deposits and saving deposits	5,073,977	2,080,407	1,775,277	240,883
Fixed deposits with maturity date due not more than 3 months	9,955,122	35,096	4	4
Certificates of deposits	-	140,284	-	140,284
Bills of exchange	21,312	70,209	-	-
Total	15,094,507	2,362,233	1,775,465	381,354

As at 31 March 2017, cash and cash equivalents carried interests between -0.60 and 3.00% per annum (2016: 0.01 and 3.00% per annum) (Separate financial statements: between 0.01 and 1.40% per annum (2016: 0.01 and 1.25% per annum)).

8. CURRENT INVESTMENTS

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Fixed deposits and certificates of deposits with maturity date due more than 3 months	1,625,243	1,170,779	154,285	589,761
Held to maturity securities				
Foreign government and state-owned enterprise bonds	783,213	-	-	-
Domestic private debt securities	1,770,000	1,368,225	-	-
Foreign private debt securities	1,125,361	605,052	-	7,655
	3,678,574	1,973,277	-	7,655
Investments in trading securities				
Unit trust in fixed income funds	353,783	891,963	-	-
Domestic marketable equity securities	427,689	255,249	427,689	255,249
Derivative warrants	129,983	129,983	-	-
Domestic government and state-owned enterprise bonds	-	47,847	-	-
Domestic private debt securities	88,138	175,346	-	-
	999,593	1,500,388	427,689	255,249
Allowance for change in value	2,246	22,845	(1,974)	11,444
	1,001,839	1,523,233	425,715	266,693
Investments in available for sale securities				
Unit trust in fixed income funds	70,033	-	-	-
Allowance for change in value	255	-	-	-
	70,288	-	-	-
Total	6,375,944	4,667,289	580,000	864,109

The Company and its subsidiaries had sale and purchase transactions of investments in trading securities. The details were as follows:

(Unit: Million Baht)

	For the years ended 31 March			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Purchases of investments	40,359	20,287	7,599	2,167
Sales of investments	40,860	19,462	7,426	1,912

The Company and its subsidiary recognised gain or loss on the sales of investments in trading securities in the profit or loss. The details were as follows:

(Unit: Million Baht)

	For the years ended 31 March			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Gain on sales	153	90	87	5

9. BANK ACCOUNT FOR ADVANCES FROM CARDHOLDERS

In order to comply with the Notification of the Bank of Thailand applicable to electronic card businesses, the subsidiary (Bangkok Smartcard System Co., Ltd.) has to deposit cash received in advance from cardholders with a financial institution in an amount not less than the outstanding balance of the advance receipts at the end of each day. These funds cannot be used for any purposes other than making payment to goods or service providers on behalf of the cardholder. As at 31 March 2017, the balance of cash received in advance from cardholders was Baht 375 million (2016: Baht 285 million).

10. TRADE AND OTHER RECEIVABLES

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
		(Restated)		
Trade receivables – related parties				
Not yet due	2,092	2,514	-	-
Past due				
Up to 3 months	1,959	413	-	-
3-6 months	12,104	-	-	-
Total trade receivables - related parties	16,155	2,927	-	-
Trade receivables – unrelated parties				
Not yet due	733,692	585,370	-	-
Past due				
Up to 3 months	569,030	159,606	-	-
3 - 6 months	199,862	27,926	-	-
6 - 12 months	2,152	16,139	-	-
Over 12 months	68,061	63,808	-	-
Total	1,572,797	852,849	-	-
Less: Allowance for doubtful debts	(64,051)	(59,054)	-	-
Net	1,508,746	793,795	-	-
Cheques awaiting deposit	712	-	-	-
Total trade receivables - unrelated parties - net	1,509,458	793,795	-	-
Total trade receivables - net	1,525,613	796,722	-	-
Other receivables				
Advances	8,130	12,535	5,837	1,169
Interest receivables - related parties	115,150	110,777	156,149	142,951
Interest receivables	132,724	29,702	2,969	6,786
Dividend receivables - related parties	32,335	7,500	706,172	7,500
Dividend receivables	5,207	17,975	5,206	17,975
Other receivables - related parties	9,774	42,043	26,588	1,419
Other receivables	145,581	67,071	72,949	43,353
Receivables from sales of investments	201,406	1,177	201,406	1,177
Total other receivables	650,307	288,780	1,177,276	222,330
Total trade and other receivables - net	2,175,920	1,085,502	1,177,276	222,330

11. RECEIVABLE UNDER CONCESSION AGREEMENT

(Unit: Thousand Baht)

	Consolidated financial statements	
	2017	2016
Balance at beginning of year	3,615,231	3,707,436
Increase	784,136	-
Repayment	(94,584)	(92,205)
Balance at end of year	4,304,783	3,615,231
Current	97,093	94,584
Non-current	4,207,690	3,520,647
	4,304,783	3,615,231

The receivable represents receivables from the provision of train procurement services. The details are as follows:

- A receivable from the provision of train procurement services for extension line - Silom and Sukhumvit, and the core line after the expiry of the existing concession, in accordance with an arrangement under the Operating and Maintenance of Bangkok Mass Transit System Agreement dated 3 May 2012 between Krungthep Thanakom Company Limited ("Krungthep Thanakom") and a subsidiary (BTSC), and the amendment to that agreement, with a term of 30 years from 8 May 2012 to 2 May 2042.
- A receivable from the provision of train procurement services for the Green Line under the Operating and Maintenance Agreement for the Green Line (Mo Chit-Sapanmai-Kukot and Bearing-Samutprakan) dated 1 August 2016 between Krungthep Thanakom and the subsidiary, and the amendment to that agreement, with a term of 26 years from 1 August 2016 to 2 May 2042.

The agreements stipulate that the subsidiary is to procure a number of trains for a specified period and will receive a monthly fixed payment. In addition, the subsidiary has obligations to perform major maintenance or restoration of the trains, and these are recorded under the provision accounts, as discussed in Note 34 to the financial statements. Krungthep Thanakom has a call option to purchase the trains at the end of the agreement at the rates stipulated in the agreement mentioned in a) above.

The receivable under the concession agreement, which is due over 5 years, amounts to Baht 3,254 million (2016: Baht 3,116 million), and this is subject to interest at rates of 0.58%, 3.60% and 6.12% per annum (2016: 0.58% and 6.12% per annum).

12. RECEIVABLE UNDER FINANCIAL LEASE AGREEMENT

(Unit: Thousand Baht)

	Consolidated financial statements		
	2017		
	Amounts due under the agreements		
	Less than 1 year	1 - 5 years	Total
Gross investment in the agreement	2,563	-	2,563
Less: Deferred revenue	(13)	-	(13)
Receivable under finance lease agreement	2,550	-	2,550
Current portion of receivable under finance lease agreement			2,550

(Unit: Thousand Baht)

	Consolidated financial statements		
	2016		
	Amounts due under the agreements		
	Less than 1 year	1 - 5 years	Total
Gross investment in the agreement	30,756	2,563	33,319
Less: Deferred revenue	(1,110)	(13)	(1,123)
Receivable under finance lease agreement	29,646	2,550	32,196
Current portion of receivable under finance lease agreement			29,646
Receivable under finance lease agreement - net of current portion			2,550

The receivable represents a receivable from the provision of bus procurement services in accordance with an arrangement under the Operating and Bus Procurement (BRT) Agreement dated 10 February 2010 between a subsidiary (BTSC) and Krungthep Thanakom Company Limited and the amendment to the agreement, for 7 years, from 15 May 2010 to 28 May 2017.

13. RECEIVABLE UNDER PURCHASE AND INSTALLATION OF OPERATING SYSTEM AGREEMENT

On 28 June 2016, a subsidiary (BTSC) entered into the purchase and installation of operating system (Electric and Mechanic) agreement for the Green Line (Mo Chit-Sapanmai-Kukot and Bearing-Samutprakan) with Krungthep Thanacom Company Limited ("Krungthep Thanacom"). The agreement stipulates that Krungthep Thanacom has an option to make payment within a 4 year period after payment is due and can extend this period by another 2 years, with interest to be charged at the rate stipulated in the agreement as from the date the option is exercised. As at 31 March 2017, the subsidiary has issued billing letters to Krungthep Thanacom to bill a total of Baht 1,256 million (the subsidiary presented a balance of Baht 712 million receivable from Krungthep Thanacom in the statement of financial position, consisting of the balances per the billing letters and unbilled receivable together totaling Baht 1,700 million, net of advances from Krungthep Thanacom amounting to Baht 988 million). Krungthep Thanacom has exercised the payment option above and the subsidiary has charged interest at the rate stipulated in the agreement as from the date the option was exercised and recorded this in its accounts.

14. REAL ESTATE DEVELOPMENT COSTS

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Land and construction development	665,043	509,764	665,043	509,764
Less: Reduce cost to net realisable value	(1,272)	(1,272)	(1,272)	(1,272)
Real estate development costs - net	663,771	508,492	663,771	508,492
Mortgaged as collateral for credit facilities	822	822	822	822

15. INVESTMENTS IN SUBSIDIARIES

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

(Unit: Thousand Baht)

Company's name	Paid-up capital		Percentage owned by the Company		Cost		Dividend income	
	2017	2016	2017	2016	2017	2016	2017	2016
Bangkok Mass Transit System Public Co., Ltd. ("BTSC")	4,016,783	4,016,783	97.46	97.46	29,937,253	29,937,253	2,270,611	1,879,126
VGI Global Media Public Co., Ltd. (51% held by BTSC)	686,433	686,432	20.57	23.30	6,961,980	7,850,276	135,474	119,127
Tanayong International Ltd.	25	25	100	100	25	25	-	-
Tanayong Hong Kong Limited	42	42	100	100	42	42	-	-
Rabbit Rewards Co., Ltd.	-	2,000	-	100	-	2,000	-	-
Man Kitchen Co., Ltd.	165,800	165,800	70	70	116,060	116,060	-	-
Primary Kitchen Co., Ltd.	93,844	93,844	100	100	93,844	93,844	-	-
BSS Holdings Co., Ltd.	-	1,200,000	-	100	-	1,200,000	-	-
Unicorn Enterprise Co., Ltd.	10,000	10,000	100	100	10,000	10,000	-	-
KMJ 2016 Co., Ltd.	61,000	-	51	-	31,110	-	-	-
Man Food Products Co., Ltd.	80,000	-	100	-	80,000	-	-	-
RB Services Co., Ltd.	135,000	-	100	-	135,000	-	-	-
Total					37,365,314	39,209,500		
Less: Surplus on business combination under common control					(3,657,784)	(3,715,435)		
					33,707,530	35,494,065		
Less: Provision for loss on diminution in value					(66)	(66)		
Net					33,707,464	35,493,999		

Details of investments in subsidiaries that have material non-controlling interests were as follows:

(Unit: Million Baht)

Company's name	Proportion of equity interest held by non-controlling interests		Accumulated balance of non-controlling interests		Profit allocated to non-controlling interests during the year		Dividend paid to non-controlling interests during the year	
	2017	2016	2017	2016	2017	2016	2017	2016
Bangkok Mass Transit System Public Co., Ltd.	(%)	(%)						
	2.54	2.54	609	632	43	40	59	49
VGI Global Media Public Co., Ltd. ⁽¹⁾	28.43	25.70	716	576	238	247	184	133
Master Ad Public Co., Ltd. ⁽²⁾	66.32	-	964	-	39	-	34	-

⁽¹⁾ 20.57% (2016: 23.30%) held by the Company and 51% (2016: 51%) held by BTSC

⁽²⁾ held by VGI

Summarised financial information that based on amounts before inter-company elimination about subsidiaries that have material non-controlling were as follows:

Summarised information about financial position

(Unit: Million Baht)

	Bangkok Mass Transit System Public Co., Ltd.		VGI Global Media Public Co., Ltd.		Master Ad Public Co., Ltd.	
	2017	2016	2017	2016	2017	2016
Current assets	39,342	25,483	2,613	2,647	826	-
Non-current assets	22,200	12,299	5,372	2,916	860	-
Current liabilities	(5,180)	(4,086)	(2,808)	(1,506)	(454)	-
Non-current liabilities	(30,046)	(6,351)	(2,072)	(222)	(38)	-

Summarised information about comprehensive income

(Unit: Million Baht)

	For the years ended 31 March					
	Bangkok Mass Transit System Public Co., Ltd.		VGI Global Media Public Co., Ltd.		Master Ad Public Co., Ltd.	
	2017	2016	2017	2016	2017	2016
Revenue	7,610	5,077	3,358	2,585	643	-
Profit	2,016	2,013	768	933	68	-
Other comprehensive income	(213)	18	1	(14)	1	-
Total comprehensive income	1,803	2,031	769	919	69	-

Summarised information about cash flow

(Unit: Million Baht)

	For the years ended 31 March					
	Bangkok Mass Transit System Public Co., Ltd.		VGI Global Media Public Co., Ltd.		Master Ad Public Co., Ltd.	
	2017	2016	2017	2016	2017	2016
Cash flow from (used in) operating activities	(3,668)	1,507	957	732	147	-
Cash flow used in investing activities	(6,568)	(6,537)	(3,685)	(209)	(276)	-
Cash flow from (used in) financing activities	21,577	(2,071)	2,213	432	363	-
Increase in translation adjustment	1	-	4	-	5	-
Net increase (decrease) in cash and cash equivalents	(11,342)	(7,101)	(511)	955	239	-

15.1 SUBSIDIARIES DIRECTLY OWNED BY THE COMPANY

15.1.1 Bangkok Mass Transit System Public Company Limited ("BTSC")

All of BTSC's ordinary shares (excluding the ordinary shares of VGI Global Media Public Company Limited held by BTSC, benefits and rights on an Operating and Maintenance of Mass Transit System Agreement and an Operating and Bus Procurement (BRT) Agreement stipulated the Net Revenue Purchase and Transfer Agreement of the Core BTS Sky Train System) have been pledged with BTS Rail Mass Transit Growth Infrastructure Fund to secure its obligations under the Sponsor Support and Guarantee Agreement.

15.1.2 KMJ 2016 Company Limited

On 8 April 2016, the Company established KMJ 2016 Company Limited to engage in restaurant, food and beverage businesses, with a registered share capital of Baht 41 million (410,000 ordinary shares with a par value of Baht 100 each), with the Company to hold a 51% interest. On 2 February 2017, the Extraordinary General Meeting of the subsidiary's shareholders passed a resolution to increase its share capital from Baht 41 million (410,000 ordinary shares with a par value of Baht 100 each) to Baht 61 million (610,000 ordinary shares with a par value of Baht 100 each). The Company acquired ordinary shares of the subsidiary in proportion to its existing holding, and as a result, its shareholding in the subsidiary is unchanged at 51%.

15.1.3 Man Food Products Company Limited

On 18 May 2016, the Company established Man Food Products Company Limited to engage in producing and selling food, with a registered share capital of Baht 100 million (1,000,000 ordinary shares with a par value of Baht 100 each) (60% called up), with the Company to hold a 100% interest. Subsequently, on 28 November 2016, the subsidiary called up a further 20% of the registered share capital, amounting to Baht 20 million. The Company made a payment for the share capital.

15.1.4 RB Services Company Limited (“RBS”)

On 9 February 2017, the Company established RB Services Company Limited to engage in investment in the securities of other companies, with a registered share capital of Baht 100 million (1,000,000 ordinary shares with a par value of Baht 100 each), with the Company holding a 100% interest. On 1 March 2017, the Extraordinary General Meeting of RBS's shareholders approved a resolution to increase the registered share capital Baht 35 million (350,000 ordinary shares of Baht 100 each) to Baht 135 million (1,350,000 ordinary shares with a par value of Baht 100 each). The Company acquired all additional ordinary shares of the subsidiary, and as a result, its shareholding in the subsidiary is unchanged at 100%.

In accordance with a resolution of the meeting of Board of Directors of the Company on 22 August 2016 regarding the acquisition of ordinary shares in Bangkok Payment Solution Company Limited (“BPS”) from BSS Holdings Company Limited (“BSSH”), in February 2017 RBS acquired ordinary shares in BPS from BSSH at a price of Baht 40 million. As a result, RBS holds a 60% interest in BPS.

In addition, a meeting of the Board of Directors of the Company on 10 February 2017 passed resolutions to approve the restructuring of debt between the Company and Rabbit Rewards Company Limited (“RR”), by converting loans and interest payable of the Company to equity, and the restructuring of the service business unit. In March 2017, the Company transferred ordinary shares of RR to RBS at a price of Baht 61 million.

15.1.5 Nuvo Line Agency Company Limited

On 25 September 2015, a meeting of the Executive Committee of the Company passed a resolution to approve the Company's disposal of 7,500,000 shares of the subsidiary with a par value of Baht 100 per share, representing a 50% shareholding, to Sansiri Public Company Limited. On 6 October 2015, the Company sold the shares for a total price of Baht 769 million.

As a result of the disposal of the investment in subsidiary, the Company remained a 50% shareholding in this company and it was considered as investment in a jointly controlled entity, held by the Company and Sansiri Public Company Limited. The Company recorded loss on the sale of investment amounting to Baht 28 million in the profit and loss in the consolidated financial statements for the year ended 31 March 2016 (Separate financial statements: Gain by Baht 87 million).

15.1.6 BTS Assets Company Limited (“BTSA”) and Kamkoong Property Company Limited (“Kamkoong”)

Subsequently on 20 April 2015, the Company transferred all of the ordinary shares it held in BTSA and Kamkoong to U City Public Company Limited (“U City”) in accordance with the Share Purchase Agreement between the Company and U City dated 9 December 2014. In return, the Company has received compensation in the form of (i) the allotment of 200,086,877,212 new ordinary shares of U City (representing 35.64% of the total issued shares of U City), and (ii) 100,043,438,606 units of the newly issued warrants to purchase the ordinary shares of U City No. 2, at no cost (1 unit of warrant can be exercised to purchase 1 ordinary share of U City at a price of Baht 0.047 per share and the warrants are non-listed securities that cannot be traded on the Stock Exchange of Thailand).

In order to appropriately reflect the value of its investment in U City, the Company recorded the investment in U City as investment in associate at a fair value of ordinary shares and warrants of U City as at 20 April 2015, calculated based on the valuation report from an independent valuer, at a price of Baht 9,469 million. It also de-recognised its investments in BTSA and Kamkoong as at 20 April 2015 in the separate financial statements and de-recognised the net assets values of BTSA and Kamkoong as at 20 April 2015 from the consolidated financial statements. The Company recorded a gain on swap of investments in the profit or loss for the year ended 31 March 2016, as detailed below.

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Fair value of investment in U City	9,468,845	9,468,845
Less: Book value of investment in BTSA	-	(3,579,078)
Book value of investment in Kamkoong	-	(1,175,000) ⁽²⁾
Net assets of BTSA and Kamkoong per books	(4,095,151)	-
Gain on swap of investments	5,373,694	4,714,767
Less: Deferred gain on swap of investments	(1,915,184) ⁽¹⁾	-
Gain on swap of investments - net	3,458,510	4,714,767

⁽¹⁾ Gain on swap of investments was eliminated in proportion to the Company's 35.64% shareholding in U City.

⁽²⁾ After adjustment of deficit on swap of investment in subsidiary under common control.

The Company transferred revaluation surplus on assets of BTSA amounting to Baht 580 million to retained earnings in the consolidated financial statements.

15.2 SUBSIDIARIES INDIRECTLY OWNED BY THE COMPANY

15.2.1 VGI Global Media Public Company Limited (“VGI”) (51% held by BTSC)

Transactions for the year ended 31 March 2016

Purchase transactions of investment in the subsidiary

The Company purchased 324 million ordinary shares of the subsidiary at prices of Baht 4.22 - 5.05 per share. The purchase transactions are detailed below.

(Unit: Thousand Baht)

	Consolidated financial statements
Purchase price	1,513,181
Less: Non-controlling interests of subsidiary adjusted	(94,518)
Deficit from the change in the ownership interests in subsidiary	1,418,663

Transactions for the year ended 31 March 2017

Warrants

On 30 June 2016, the warrant holders exercised warrants to acquire 11,050 ordinary shares with a par value of Baht 0.1 each, at an exercise price of Baht 7 per share, or for a total share subscriptions received in advance of Baht 77,350. VGI registered the corresponding increase in its issued and fully paid-up share capital with the Ministry of Commerce on 7 July 2016.

Subsequently, on 5 July 2016, VGI's Board of Directors meeting No. 6/2016 passed a resolution to adjust the exercise ratio and the number of the warrants. Details are as follows:

	Before the adjustment	After the adjustment
Exercise price	Baht 7 per share	Baht 7 per share
Exercise ratio	1 warrant per 2 ordinary shares	1 warrant per 1 ordinary share
Number of warrants that remained after the exercise of warrants on 30 June 2016	857,786,164 warrants	1,715,572,328 warrants

The adjustment of the exercise ratio and the number of the warrants is effective from 15 July 2016 and the warrant holders received the allocation of the newly issued warrants at an allocation ratio of 1 newly issued warrant to 1 existing warrant on the same date.

Share capital

On 7 November 2016, the Extraordinary General Meeting of VGI's shareholders No. 2/2016 passed the following significant resolutions.

- a) Approved a resolution to decrease the registered share capital by Baht 2,730, from Baht 857,993,253 (8,579,932,530 ordinary shares of Baht 0.1 each) to Baht 857,990,523 (8,579,905,230 ordinary shares of Baht 0.1 each), through the cancellation of 27,300 unissued ordinary shares with a par value of Baht 0.1 each.

VGI registered the corresponding decrease in its registered share capital with the Ministry of Commerce on 17 November 2016.

- b) Approved a resolution to increase the registered share capital by Baht 34 million, from Baht 857,990,523 (8,579,905,230 ordinary shares of Baht 0.1 each) to Baht 891,990,523 (8,919,905,230 ordinary shares of Baht 0.1 each), through the issue of 340 million additional ordinary shares with a par value of Baht 0.1 each under a general mandate.

VGI registered the corresponding increase in its registered share capital with the Ministry of Commerce on 18 November 2016.

- c) Approved a resolution to allocate not more than 340 million additional ordinary shares with a par value of Baht 0.1 each issued under a general mandate to private placement offerings to made to up to 50 institutional investors and/or specific investors over a twelve-month period. The investors are not to be related parties and the offer price of the shares is to be the best price based on market conditions at the time that the shares are offered. The offer price may be discounted, but by no more than 10% of market price, which is defined as the weighted average price of the shares in trading on the Stock Exchange of Thailand during a period covering no less than the 7 business days immediately preceding and the 15 working days immediately following the date on which the Board of Directors and/or individuals assigned by the Board of Directors set the offer price for the particular allocation of additional ordinary shares.

Purchase transactions of investment in the subsidiary

The Company purchased 90.3 million ordinary shares of the subsidiary at prices of Baht 4.46 - 5.20 per share and 9.8 million warrants at prices of Baht 0.35 - 0.41 per warrant. The accounting records are detailed below.

(Unit: Thousand Baht)

Consolidated financial statements	
Purchase price	456,452
Less: Non-controlling interests of subsidiary adjusted	(28,969)
Deficit from the change in the ownership interests in subsidiary	427,483

Sale transactions of investment in the subsidiary

The Company sold 277.4 million ordinary shares of the subsidiary at a price of Baht 4.63 - 6.18 per share. The accounting records are detailed below.

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Selling price of investments in the subsidiary	1,499,828	1,499,828
Less: Selling expenses relating to the sales of investments in the subsidiary	(1,988)	(1,988)
Cash receipt from the sales of investments in the subsidiary	1,497,840	1,497,840
Less: Cost of investments in the subsidiary	-	(1,344,749)
Cash receipt from the sales of investments in the subsidiary / Gain on sales of investments in subsidiary	1,497,840	153,091
Less: Non-controlling interests of subsidiary	(93,928)	-
Surplus from the changes in the ownership interests in a subsidiary / Gain on sales of investments in subsidiary	1,403,912	153,091

Due to the sales of investments above, the Company reversed the surplus on business combination under common control of approximately Baht 58 million under shareholders' equity in the separate financial statements.

As a result of purchases and sales of ordinary shares of the subsidiary, the Company's shareholding in the subsidiary decreased from 23.30% to 20.57% (51% held by BTSC).

BTSC pledged all ordinary shares of VGI Global Media Public Company Limited with the Company in accordance with an agreement relating to the Net Revenue Purchase and Transfer Agreement.

Purchases of ordinary shares of BSS Holdings Company Limited ("BSSH") and Bangkok Smartcard System Company Limited ("BSS")

On 21 March 2017, VGI acquired 90% of the ordinary shares of BSSH from the Company and 90% of the ordinary shares of BSS from BTSC, in accordance with resolution passed by the Extraordinary General Meeting of VGI's shareholders No. 2/2016 on 7 November 2016, as detailed below.

- 1) VGI acquired 3.6 million ordinary shares in BSS with a par value of Baht 100 each, representing 90% of all issued shares of BSS, from BTSC, at a price of Baht 184.39 per share, or for a total of Baht 663,804,000.
- 2) VGI acquired 10.8 million ordinary shares of BSSH with a par value of Baht 100 each, representing 90% of all issued shares of BSSH, from the Company, at a price of Baht 119.69 per share, or for a total of Baht 1,292,652,000.

As a result of the acquisition of shares in BSSH, VGI became an indirect shareholder in 6 other companies as follows:

- a) RabbitPay System Company Limited
- b) Rabbit-LINE Pay Company Limited
- c) ATS Rabbit Special Purpose Vehicle Company Limited
- d) Rabbit Internet Company Limited
- e) Rabbit Insurance Broker Company Limited (formerly known as “ASK Broker Association Company Limited”)
- f) ASK Direct Group Company Limited

Before the date on which VGI completed the acquisition of BSSH's shares, BSSH sold all shares it held in Bangkok Payment Solutions Company Limited (“BPS”), which is a software developer and provides technology services, including technology related to mass transit systems and domestic payment systems, representing 60% shareholding, to a subsidiary of the Company. As a result, BPS was not included in the acquisition of BSSH's shares this time.

In addition, the Company sold the remaining 1.2 million shares in BSSH with a par value of Baht 100 each, representing 10% of all issued shares of BSSH, to Bangkok Bank Public Company Limited at a price of Baht 144 million.

Moreover, if the Company has to sell all or some of the shares of Rabbit Rewards Company Limited (“RR”), which is a provider of CRM loyalty programme and coupon kiosks, to another party in the future, the Company agrees to offer VGI first right of refusal to purchase RR's shares, under conditions and at a price to be agreed between the counterparties in the future.

The Company recorded gains from sales of investment in BSSH totaling to Baht 236 million in the profit or loss in the separate financial statements.

As a result of the sales of investments in BSSH and BSS, the Group's shareholding in BSSH and BSS decreased to 63.25% and 63.25% (held through VGI), respectively. The Company recorded the effects of the changes in its shareholding in BSSH and BSS, amounting to Baht 350 million, under the heading of “Deficit from changes in the ownership interests in subsidiaries” under shareholders' equity in the consolidated statements of financial position.

In addition, the Extraordinary General Meeting of VGI's shareholders No. 2/2016 on 7 November 2016 passed a resolution to borrow from BTSG in order to provide an alternative source of funds for the acquisitions of BSSH and BSS shares. However, VGI did not borrow from the Company for the acquisitions of BSSH and BSS shares.

15.2.2 Master Ad Public Company Limited (“MACO”) (held by VGI)

On 12 May 2014, VGI invested in 73.5 million ordinary shares of MACO, at a price of Baht 9 per share, or for a total of Baht 661.5 million, through the big lot board of the Stock Exchange of Thailand, in accordance with a resolution passed by the VGI's Board of Directors meeting No. 3/2014 on 9 May 2014. VGI gradually invested in a further number of MACO's shares through the Stock Exchange of Thailand during the year ended 31 March 2015. Furthermore, during the same year, VGI gradually purchased warrants to purchase the newly issued ordinary shares of MACO through the Stock Exchange of Thailand, in accordance with a resolution passed by the VGI's Board of Directors meeting No. 9/2014 on 28 November 2014. As a result, VGI held 24.96% of all issued shares of MACO and 28,351,500 warrants to purchase the newly issued ordinary shares of MACO, acquired for a total of Baht 11 million. VGI included its investment in these warrants in investment in MACO.

Subsequently, on 31 May 2016 (the acquisition date), in accordance with a resolution passed by the Extraordinary General Meeting of the VGI's shareholders No. 1/2016 on 30 May 2016, VGI acquired 375 million additional shares of MACO at a price of Baht 1.1 per share, or for a total of Baht 412.5 million, from existing shareholders, through the big lot board of the Stock Exchange of Thailand. This acquisition was made in accordance with a conditional share purchase and sale agreement based on the forms, agreements and conditions that the counterparties mutually agreed, which VGI had entered into with 3 sellers who were the existing shareholders of MACO on 17 March 2016. Significant details of the conditions were as follows:

- 1) VGI is granted approval by a meeting of its shareholders to acquire shares of MACO in accordance with the share purchase and sale agreement.
- 2) No changes occur that will have a significant adverse impact on the status of the business, operating results, assets and/or financial position of the MACO Group.

In addition, VGI submitted a mandatory tender offer for all securities of MACO to the Securities and Exchange Commission on 1 June 2016, with an offer period commencing as from 3 June 2016 to 8 July 2016 since, following the VGI's acquisition of shares of MACO in accordance with the share purchase and sale agreement, then together with the 750,967,400 shares of MACO already held by VGI, VGI held 1,125,967,400 shares of MACO, or 37.42% of all issued shares. In accordance with the Notification of the Capital Market Supervisory Board No. Thor Jor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (Chain Principle) dated 13 May 2011 and relevant amendments, VGI thus had to make a mandatory tender offer for all securities of MACO. This mandatory tender offer was for all of 1,883,002,100 remaining shares of MACO, or 62.58% of all issued shares, at a price of Baht 1.1 per share, or for a total of Baht 2,071 million. However, when the tender offer period ended, no existing shareholders had accepted the offer for the shares of MACO that they held.

As a result of the acquisition of additional shares, the shareholding of VGI increased from 24.96% to 37.42% of all issued shares of MACO. VGI's management determined that VGI has control over MACO, even though the VGI's holding of 37.42% of shares and voting rights is less than half of all shares and voting rights. This is because VGI is a major shareholder and has the ability to direct the significant activities of MACO, while other shareholders are only minor shareholders with dispersion of holdings. Consequently, MACO is deemed to be a subsidiary of VGI and has to be included in the consolidated financial statements from the date on which VGI assumed control. On the acquisition date, the classification of the investment therefore changed from investment in an associate to investment in a subsidiary. The fair value at the acquisition date of the existing interests in MACO held before the acquisition date was Baht 825 million and a gain of Baht 207 million from measuring the existing interests at their fair value was recognised as a separate item under the caption of "Gain on change in status of investment" in the consolidated statement of comprehensive income for year ended 31 March 2017.

The values of the identifiable assets acquired, the liabilities assumed and non-controlling interests in MACO at the acquisition date were summarised below.

(Unit: Thousand Baht)

	Fair value	Carrying value
Cash and cash equivalents	117,991	117,991
Trade and other receivables	281,450	281,450
Other current assets	201,685	201,685
Investment properties	64,920	35,317
Plant and equipment	150,961	150,961
Goodwill	-	13,998
Intangible assets	319,073	780
Other non-current assets	86,233	86,233
Trade and other payables	(106,458)	(106,458)
Other current liabilities	(39,831)	(39,831)
Deferred tax liabilities	(69,579)	-
Other non-current liabilities	(37,329)	(37,329)
Non-controlling interests of the subsidiaries	(14,779)	(14,779)
Net assets of the subsidiary	954,337	690,018

(Unit: Thousand Baht)

	Fair value	Carrying value
Less: Non-controlling interests' proportionate share of identifiable net assets of the acquiree	(597,220)	
VGI's proportionate share of identifiable net assets of the acquiree	357,117	
Costs of the acquisition of investment in a subsidiary *	1,237,292	
Less: VGI's proportionate share of identifiable net assets of the acquiree	(357,117)	
Goodwill	880,175	
*Carrying amount based on equity method of VGI's previous holding before business combination	617,354	
Gain on change in status of investment	207,438	
VGI's previous holding before business combination	824,792	
Cash paid for purchase of investment in a subsidiary	412,500	
Costs of the acquisition of investment in a subsidiary	1,237,292	
Cash paid for purchase of investment in a subsidiary	412,500	
Less: Cash and cash equivalents of a subsidiary	(117,991)	
Net cash paid for purchase of investment in a subsidiary	294,509	

During the current year, VGI has completed the process of measuring at the acquisition date of the identifiable assets acquired, the liabilities assumed, non-controlling interests in the subsidiary, and goodwill. VGI recorded goodwill amounting to approximately Baht 880 million in its account.

VGI incurred expenses related to the acquisition of additional shares totaling approximately Baht 12 million, which were recorded and included in administrative expenses in the consolidated statement of comprehensive income.

Revenues and losses of MACO as from 1 June 2016, amounting to Baht 576 million and Baht 20 million, respectively, were included in the consolidated statements of income for the year ended 31 March 2017.

MACO is a public company incorporated and domiciled in Thailand and is principally engaged in advertising, leasing of property and the purchase/sale of electronic billboards.

Subsidiaries of MACO that were consolidated as of the acquisition date were as follows.

Company's name	Nature of business	Country of incorporation	Percentage of shareholding
Subsidiaries held by MACO			
Master and More Company Limited	Production and provision of outdoor advertising media services	Thailand	100
Eye On Ads Company Limited (formerly known as "Maco Rite Sign Company Limited")	Production and sales of tri-vision equipment	Thailand	100
Green Ad Company Limited	Provision of advertising services through the supply of tree wall-panel	Thailand	100
Inkjet Images (Thailand) Company Limited	Production of advertising media and billboards	Thailand	50
Maco Outdoor Company Limited	Holding company	Malaysia	100
Subsidiary held by Master and More Company Limited			
Open Play Company Limited	Provision of outdoor advertising media services	Thailand	80

Eye On Ads Company Limited registered a change of its name from Maco Rite Sign Company Limited to Eye On Ads Company Limited on 28 October 2016.

On 3 August 2016, MACO's Board of Directors meeting No. 8/2016 passed a resolution to approve Green Ad Company Limited ("Green Ad") (MACO's subsidiary)'s acquisition of 98,000 ordinary shares with a par value of Baht 100 each of Multi Sign Company Limited ("MTS") from its existing shareholders ("the Sellers") at a cost of not more than Baht 439 million by increasing Green Ad's registered share capital and arranging for Green Ad to use cash received from the increase in Green Ad's share capital to acquire MTS's shares. This represents 70% of all issued shares of MTS, and the price is that agreed between MACO and the Sellers under the terms and conditions stipulated in a share purchase and sale agreement dated 3 August 2016 between Green Ad and the Sellers.

Under the conditions of the share purchase and sale agreement, the acquisition price is divided into 2 parts as follows:

- 1) A preliminary purchase price of Baht 373.15 million to be paid under the terms and conditions stipulated in the share purchase and sale agreement.
- 2) An additional purchase price of not more than Baht 65.85 million, which may be reduced depending on the operating results and other conditions stipulated in the share purchase and sale agreement.

MTS is a limited company incorporated and domiciled in Thailand and is principally engaged in the provision of services for out of home media business.

Subsequently, Green Ad completed the acquisition of 98,000 shares of MTS with a par value of Baht 100 each on 1 October 2016, and on 3 October 2016, Green Ad received all shares and paid Baht 219.50 million to the Sellers. The remainder of the purchase price will be paid in accordance with the conditions stipulated in the share purchase and sale agreement and is shown, at a net of deferred interest expenses, as payable for purchase of investment, under the caption of "Trade and other payables" in the consolidated statement of financial position.

The values of the identifiable assets acquired and the liabilities assumed of MTS at the acquisition date were summarised below.

(Unit: Thousand Baht)

	Fair value	Carrying value
Cash and cash equivalents	47,750	47,750
Trade and other receivables	31,545	31,545
Other current assets	27,342	27,342
Plant and equipment	22,634	22,634
Intangible assets	59,370	49
Other non-current assets	10,760	10,760
Trade and other payables	(86,955)	(86,955)
Other current liabilities	(4,970)	(4,970)
Deferred tax liabilities	(11,864)	-
Other non-current liabilities	(3,302)	(3,302)
Net assets of the subsidiary	92,310	44,853
Less: Non-controlling interests' proportionate share of identifiable net assets of the acquiree	(27,693)	
Green Ad's proportionate share of identifiable net assets of the acquiree	64,617	

(Unit: Thousand Baht)

	Fair value	Carrying value
Costs of the acquisition of investment in a subsidiary *	434,999	
Less: Green Ad's proportionate share of identifiable net assets of the acquiree	(64,617)	
Goodwill	370,382	
*Cash paid for purchase of investment in a subsidiary	219,500	
Liabilities from purchase of investment in a subsidiary under the share purchase and sale agreement	219,500	
Purchase price of investment in a subsidiary	439,000	
Less: Deferred interest expenses	(4,001)	
Costs of the acquisition of investment in a subsidiary	434,999	
Cash paid for purchase of investment in a subsidiary	219,500	
Less: Cash and cash equivalents of the subsidiary	(47,750)	
Net cash paid for purchase of investment in a subsidiary	171,750	

During the current year, Green Ad completed the process of measuring the fair value at the acquisition date of the identifiable assets acquired, the liabilities assumed and goodwill. Therefore, recorded goodwill amounting to approximately Baht 370 million in their accounts.

Revenues and profit of MTS as from 1 October 2016, amounting to Baht 65 million and Baht 4 million, respectively, were included in the consolidated statements of comprehensive income for the year ended 31 March 2017.

In addition, on 28 September 2016, the Extraordinary General Meeting of Green Ad's shareholders passed a resolution to increase its registered share capital of Baht 495 million, from Baht 5 million (1 million ordinary shares of Baht 5 each) to Baht 500 million (100 million ordinary shares of Baht 5 each), by issuing 99 million ordinary shares with a par value of Baht 5 each to MACO at a price of Baht 5 per share. Green Ad issued the additional shares and registered the corresponding increase in its share capital with the Ministry of Commerce on 30 September 2016.

On 21 September 2016, the Extraordinary General Meeting of MACO's shareholders No. 1/2016 passed a resolution to approve the increase in its registered share capital of Baht 33.4 million, from Baht 376,121,187.50 (3,761,211,875 ordinary shares of Baht 0.1 each) to Baht 409,521,187.50 (4,095,211,875 ordinary shares of Baht 0.1 each) by issuing 334 million additional ordinary shares with a par value of Baht 0.1 each, to be offered to Ashmore Special Opportunities Fund Limited Partnership ("ASOF") and Asset Holder PCC Limited for Ashmore Emerging Markets Liquid Investment Portfolio ("ASHEMLI") (together referred to as "Ashmore") by way of private placement at a price of Baht 1.28 per share, or for a total of Baht 427.52 million, in order to fund additional investment in out of home media business, including the acquisition of MTS's shares. The offer price represents a 10% discount on market price. This represents a discount of not more than 10% of the weighted average price of MACO's shares in trading on the Stock Exchange of Thailand over the 15 consecutive business days preceding the date that MACO's Board of Directors passed a resolution to propose that the Extraordinary General Meeting of MACO's shareholders No. 1/2016 approve the sale of MACO's additional ordinary shares. This corresponds to the period as from 11 July 2016 to 2 August 2016 and the relevant price is Baht 1.42 per share, in accordance with Stock Exchange of Thailand regulations.

In addition, the above offer price is not less than 90% of market price, which is defined as the weighted average price of MACO's shares in trading on the Stock Exchange of Thailand over the 15 consecutive business days preceding the first offer of shares, corresponding as from 3 October 2016 to 21 October 2016, which was Baht 1.08 per share. This meets Stock Exchange of Thailand regulations and so there is no requirement for Ashmore to observe a silent period of one year from the first date that the shares were offered.

However, following the restructuring of Ashmore Group, Ashmore OOH Media Limited was incorporated and domiciled in Hong Kong. ASHEMLI and ASOF hold 71.48% and 28.57%, respectively, of all issued shares of Ashmore OOH Media Limited which instead acquired and paid for MACO's additional shares.

MACO registered the corresponding increase in its registered share capital with the Ministry of Commerce on 30 September 2016, and issued 334 million additional shares and received payment from Ashmore OOH Media Limited on 25 October 2016.

In addition, during the current year, VGI acquired 7,022,500 shares of MACO through the Stock Exchange of Thailand, at an average price of Baht 0.9 per share, or for a total of Baht 6.5 million and sold ordinary shares of MACO through the Stock Exchange of Thailand, at an average price of Baht 1.2 per share, or for a total of Baht 8.3 million.

As a result of the increase in MACO's share capital and VGI's acquisitions and sales of MACO's shares, VGI's shareholding in MACO decreased from 37.42% to 33.68% of all issued shares of MACO. As a result of these events, the Company recorded surplus from changes in the ownership interest in a subsidiary of Baht 79 million under shareholders' equity in the consolidated statements of financial position.

In addition, on 24 April 2017, the Annual General Meeting of MACO's shareholders passed a resolution to pay to the shareholders a cash dividend for 2016 of Baht 0.011 per share, or a total of Baht 37 million. The dividend was paid on 12 May 2017.

15.2.3 VGI Global Media (Malaysia) Sdn Bhd (held by VGI)

On 14 March 2017, VGI received the transfer of 2 ordinary shares of VGI Global Media (Malaysia) Sdn Bhd, which registered its incorporation in Malaysia on 26 January 2017, at a price of MYR 1 per share, for a total of MYR 2, or equivalent to Baht 16.07, from VGI's representative, who established VGI with a registered share capital of MYR 1 million (1 million ordinary shares with a par value of MYR 1 each), in accordance with a resolution passed by VGI's Executive Committee Meeting No. 15/2016 on 19 December 2016. VGI paid for 999,998 ordinary shares, at a price of MYR 1 per share, for a total of MYR 999,998, or equivalent to Baht 8 million, in order to increase the share capital of the subsidiary from MYR 2 (2 ordinary shares with a par value of MYR 1 each) to MYR 1 million (1 million ordinary shares with a par value of MYR 1 each) on 5 April 2017, and holds 100% of all issued shares.

15.2.4 Mak8 Company Limited (held by Unicorn Enterprise Company Limited)

On 9 May 2016, the Annual General Meeting of the subsidiary's shareholders passed a resolution to decrease the subsidiary's registered and issued share capital by Baht 89 million from Baht 240 million to Baht 151 million by decreasing number of ordinary shares from 2,400,000 ordinary shares to 1,510,000 ordinary shares with a par value of Baht 100 each.

15.2.5 Bangkok Payment Solutions Company Limited (held by BSS Holdings Company Limited ("BSSH"))

On 23 August 2016, the Extraordinary General Meeting of the subsidiary's shareholders passed a resolution to increase its share capital from Baht 25 million (5 million ordinary shares with a par value of Baht 5 each) to Baht 50 million (10 million ordinary shares with a par value of Baht 5 each). The subsidiary registered its incorporation with the Ministry of Commerce on 15 November 2016. BSSH acquired ordinary shares of the subsidiary in proportion to its existing holding, and as a result its shareholding in the subsidiary remains unchanged at 60%. Subsequently, as discussed in Note 15.1.4 to the financial statements, BSSH sold the ordinary shares of the subsidiary to RBS.

15.2.6 Rabbit Internet Company Limited ("RI") (held by BSS Holdings Company Limited ("BSSH"))

On 23 November 2015, BSSH, RI and the existing shareholders of RI entered into Share Subscription Agreement, Investment Agreement and Loan Agreement ("Agreements") and on 27 November 2015, BSSH invested in 1,001 newly issued preferred shares of RI, at a price of Baht 87,975 per share, or for a total of Baht 88 million. As a result, BSSH holds 25% of all issued and paid-up shares of RI.

BSSH also invested in ordinary shares of RI's subsidiaries as follows:

- a) 510 ordinary shares of ASK Direct Group Company Limited ("ASKD"), at a price of Baht 1 per share, or for a total of Baht 510. As a result, BSSH holds 51% of all issued and paid-up shares of ASKD. RI holds 489 shares in ASKD, representing 49% of all issued and paid-up shares.
- b) 21,900 ordinary shares of Rabbit Insurance Broker Company Limited ("RIB") (Formerly known as "ASK Broker Association Co., Ltd."), at a price of Baht 1 per share, or for a total of Baht 21,900. As a result, BSSH holds 51% of all issued and paid-up shares of RIB. RI holds 21,000 shares in RIB, representing 49% of all issued and paid-up shares.

The Agreements stipulate that BSSH agrees to grant a credit facility of Baht 234,775,958 to RI to be used as working capital, and in settlement of this loan BSSH has call option to subscribe to 2,666 additional preferred shares of RI, at a price of Baht 234,775,958. BSSH also has call options to subscribe to shares of the existing shareholder of RI within September 2019 (sum of existing shares held by BSSH and new shares to be exercised will not exceed 70% of all shares), and the existing shareholder of RI has a put option to sell shares of RI to BSSH within September 2022 under the conditions stipulated in the Agreements.

The Agreements stipulate that BSSH is entitled to nominate 3 of 5 directors of RI. Since BSSH has the power to direct the policies, management or operations of RI through RI's board of directors, and the rights to variable returns from RI, BSSH has classified this investment as investment in subsidiary.

During the year, BSSH completed fair value measurement of the identifiable assets acquired and liabilities assumed at the acquisition date, which was 27 November 2015. During the measurement period, BSSH obtained further information on the fair value of the assets and liabilities and has retrospectively adjusted the provisional amount recognised at the acquisition date. The adjustments caused goodwill to increase by approximately Baht 158 million, intangible assets to increase by approximately Baht 14 million, other current liabilities to increase by approximately Baht 104 million, deferred tax liabilities to increase by approximately Baht 3 million, unallocated costs of business acquisition to decrease by approximately Baht 80 million, deficit to increase by approximately Baht 7 million, non-controlling interests of the subsidiaries to decrease by approximately Baht 9 million, cost of services and servicing expenses to decrease by approximately Baht 4 million and administrative expenses to increase by approximately Baht 20 million.

Details of the fair and book values of identifiable assets and liabilities of RI Group as at 27 November 2015 were as follows.

(Unit: Thousand Baht)

	Fair value	Book value
Cash and cash equivalents	94,173	94,173
Trade and other receivables	3,458	3,458
Short-term loans to related parties	12,892	12,892
Receivable under loan agreement with BSSH	230,989	-
Other current assets	1,673	1,673
Intangible assets	14,337	-
Other non-current assets	12,656	12,656
Trade and other payables	(19,074)	(19,074)
Other current liabilities	(1,121)	(1,121)
Deferred tax liabilities	(2,867)	-
Long-term loans from related parties	(57,938)	(57,938)
Net asset value	289,178	46,719

(Unit: Thousand Baht)

	Fair value	Book value
Less: Non-controlling interests' proportionate share of identifiable net assets of the acquire (45%)	(25,791)	
Less: Liability under loan agreement of non-controlling interests ⁽¹⁾ proportionate share ⁽¹⁾ (45%)	(103,945)	
BSSH's proportionate share of identifiable net assets of the acquire ⁽²⁾	159,442	
⁽¹⁾ BSSH recorded liability under loan agreement of non-controlling interests under other current liabilities in the consolidated statement of financial position and will reclassify this to non-controlling interests in shareholders' equity when equity when BSSH provides loans to RI.		
⁽²⁾ BSSH calculated its proportionate share of identifiable net assets at 55%, including its interest in the 2,666 preferred shares preferred shares which are able to be converted from the loan when settlement is called.		
Cost of acquisition of investment in subsidiary*	317,073	
Less: BSSH's proportionate share of identifiable net assets of the acquiree	(159,442)	
Goodwill	157,631	
Cash	88,085	
Loans under the agreements ⁽³⁾	230,989	
Less: cost of options to purchase shares from the existing shareholders	(2,001)	
Total cost of acquisition of investment in subsidiary	317,073	
⁽³⁾ Loans under the agreement are included in the costs of acquisition of investment in subsidiary because, as stipulated in the agreement, the loans are able to be converted to 2,666 preferred shares when settlement is due.		
Cash and cash equivalents of the subsidiaries at the acquisition date	94,173	
Less: Cash paid for purchase of investment in subsidiary	(88,085)	
Net cash received from purchase of investment in subsidiary	6,088	

As at 31 March 2017, BSSH reclassified Baht 62 million of liability under loan agreement of non-controlling interests, in proportion to the loan to RI, as non-controlling interests in shareholders' equity in the consolidated statement of financial position.

On 26 October 2016, RI issued 1 additional ordinary share with a par value of Baht 1,000 to the existing shareholder at a price of Baht 12,757,394. The accounting records are detailed below.

(Unit: Thousand Baht)

Consolidated financial statements	
Capital increase in subsidiary	12,757
Less: Non-controlling interests of subsidiary adjusted	(9,567)
Surplus from the change in the ownership interests in subsidiary	3,190

15.2.7 Keystone Estate Company Limited ("Keystone Estate") (held by Unicorn Enterprise Company Limited ("UE"))

On 14 March 2017, UE sold 9,370,000 ordinary shares of the subsidiary with a par value of Baht 100 per share, representing a 50% interest, to co-investors for a total price of Baht 946 million. The assessment of the management was that, as a result of the disposal of ordinary shares, UE had lost control over the subsidiary. Therefore, the Company has excluded the financial statements of the subsidiary from the consolidated financial statements since 14 March 2017.

Details of the book values of the assets and liabilities of the subsidiary as at 14 March 2017 are as follows:

(Unit: Thousand Baht)

Assets	
Cash and cash equivalents	318,898
Land and projects awaiting development	1,504,413
Other current assets	29
Total assets	1,823,340
Liabilities	
Trade and other payables	479
Total liabilities	479
Net asset value	1,822,861

As a result of the disposal of this interest in the subsidiary, UE retained a 50% shareholding and the investment was considered an investment in a jointly controlled entity, held by the Company and co-investors. The management assessed that the acquisition of the jointly controlled entity was an asset acquisition because, applying the definition in TFRS 3 (revised 2015) Business Combinations, the assets acquired do not constitute a business.

UE recorded a gain on the sale of the investment in the profit and loss in the consolidated financial statements for the year ended 31 March 2017, as detailed below.

(Unit: Thousand Baht)

Selling price of investment in subsidiary	946,370
Fair value of investment in jointly controlled entity	913,699
Less: Book value of subsidiary's net assets as at selling date	(1,822,861)
Gain on sale of investment	37,208

16. INVESTMENTS IN JOINT VENTURES

16.1 DETAILS OF INVESTMENTS IN JOINT VENTURES

Investments in joint ventures were as follows:

(Unit: Thousand Baht)

Company's name	Consolidated financial statements	
	Equity method	
	2017	2016
BTS Sansiri Holding Two Ltd.	23,263	36,811
BTS Sansiri Holding Three Ltd	166,353	-
BTS Sansiri Holding Four Ltd.	6,208	46,395
BTS Sansiri Holding Five Ltd.	43,119	47,308
BTS Sansiri Holding Six Ltd.	37,819	46,171
BTS Sansiri Holding Seven Ltd.	-	49,577
BTS Sansiri Holding Nine Ltd.	-	49,610
BTS Sansiri Holding Eleven Ltd.	-	49,340
BTS Sansiri Holding Twelve Ltd.	-	49,305

(Unit: Thousand Baht)

Company's name	Consolidated financial statements	
	Equity method	
	2017	2016
BTS Sansiri Holding Fourteen Ltd.	43,957	49,726
BTS Sansiri Holding Fifteen Ltd. (Formerly known as "Pattanasiri Estate Ltd.)	40,483	-
BTS Sansiri Holding Sixteen Ltd.	3,045	-
BTS Sansiri Holding Seventeen Ltd.	49,806	-
BTS Sansiri Holding Eighteen Ltd.	49,015	-
BTS Sansiri Holding Nineteen Ltd.	49,273	-
BTS Sansiri Holding Twenty Ltd. (Formerly known as "Ava Holding Ltd.")	48,927	-
BTS Sansiri Holding Twenty One Ltd.	46,215	-
BTS Sansiri Holding Twenty Two Ltd.	49,830	-
Nuvo Line Agency Co., Ltd.	55,308	205,304
Keystone Estate Co., Ltd. (Note 15.2.7)	913,699	-
Keystone Management Co., Ltd.	62,336	-
ATS Rabbit Special Purpose Vehicle Co., Ltd.	22	8,551
Rabbit - Line Pay Co., Ltd.	709,332	-
The ICON VGI Co., Ltd.	250	-
Titanium Compass Sdn Bhd	-	-
Total	2,398,260	638,098

Investments under equity method presented under "Provision for transaction under equity method of investments in joint ventures" were detailed as follows:

(Unit: Thousand Baht)

Company's name	Consolidated financial statements	
	2017	2016
BTS Sansiri Holding One Ltd.	387,500	371,287
BTS Sansiri Holding Three Ltd.	-	12,274
BTS Sansiri Holding Seven Ltd.	1,280	-
BTS Sansiri Holding Eight Ltd.	10,994	5,018
BTS Sansiri Holding Nine Ltd.	39,927	-
BTS Sansiri Holding Eleven Ltd.	5,165	-
BTS Sansiri Holding Twelve Ltd.	16,985	-
Bayswater Co., Ltd.	184,833	66,931
Total	646,684	455,510

The negative investment value based on equity method was presented under the heading of "Provision for transaction under equity method of investments in joint ventures" in the consolidated statement of financial position. The negative investment value was resulted from elimination of gain on related party transactions in proportion to the subsidiary's shareholding in jointly controlled entities.

16.1.1 Jointly controlled entities between Unicorn Enterprise Company Limited (“UE”) and Sansiri Public Company Limited (“SIRI”)

Meetings of the Executive Committee of the Company passed a resolution approving the establishment of 50:50 joint venture companies between UE and SIRI for the residential projects for sale under a strategic alliance framework agreement with SIRI. Each company has a registered share capital of Baht 100 million (1,000,000 ordinary shares with a par value of Baht 100 each). The details were as follows:

	Registered date
BTS Sansiri Holding One Ltd.	19 December 2014
BTS Sansiri Holding Two Ltd.	13 March 2015
BTS Sansiri Holding Three Ltd.	12 June 2015
BTS Sansiri Holding Four Ltd.	12 June 2015
BTS Sansiri Holding Five Ltd.	12 June 2015
BTS Sansiri Holding Six Ltd.	12 June 2015
BTS Sansiri Holding Seven Ltd.	14 July 2015
BTS Sansiri Holding Eight Ltd.	8 September 2015
BTS Sansiri Holding Nine Ltd.	28 September 2015
BTS Sansiri Holding Eleven Ltd.	14 December 2015
BTS Sansiri Holding Twelve Ltd.	14 December 2015
BTS Sansiri Holding Fourteen Ltd.	4 February 2016
BTS Sansiri Holding Sixteen Ltd.	1 September 2016
BTS Sansiri Holding Seventeen Ltd.	1 September 2016
BTS Sansiri Holding Eighteen Ltd.	1 September 2016
BTS Sansiri Holding Nineteen Ltd.	30 November 2016
BTS Sansiri Holding Twenty One Ltd.	19 December 2016
BTS Sansiri Holding Twenty Two Ltd.	22 February 2017

In addition, on 31 August 2016, UE acquired 500,000 ordinary shares with a par value of Baht 100 each of BTS Sansiri Holding Fifteen Ltd. (Formerly known as “Pattanasiri Estate Ltd.”) from SIRI, at a price of Baht 50 million.

Subsequently, on 7 October 2016, UE acquired 500,000 ordinary shares with a par value of Baht 100 each of BTS Sansiri Holding Twenty Ltd. (Formerly known as “Ava Holding Ltd.”) from SIRI, at a price of Baht 50 million.

In addition, Nuvo Line Agency Co., Ltd. and these 2 companies are joint venture companies under the strategic alliance framework agreement.

16.1.2 Bayswater Company Limited (“Bayswater”) (held by UE)

Bayswater engaged in the property development business which was 50% held by UE.

On 15 October 2015, Bayswater entered into a sale and purchase of land agreement with the Legal Execution Department, with a price of Baht 7,350 million, and Bayswater has now received transfer of ownership of the land. UE has loans to Bayswater totaling to Baht 4,171 million (Note 6). However, a company filed petitions with the Central Bankruptcy Court relating to the land as discussed in Note 56.8 g) to the financial statements.

16.1.3 Keystone Management Company Limited (“Keystone Management”) (held by UE)

On 14 March 2017, UE established 50:50 joint venture company with an investor for engaging in international school business, which has a registered share capital of Baht 500 million (5,000,000 ordinary shares with a par value of Baht 100 each).

16.1.4 ATS Rabbit Special Purpose Vehicle Company Limited (“ATS Rabbit”) (held by BSS Holdings Company Limited) (“BSSH”)

On 2 February 2015, BSSH and AEON Thana Sinsap (Thailand) Public Company Limited (“AEONTS”) entered into Memorandum of Understanding for Business Cooperation for the joint issue of the Co-Branded Rabbit Programme, the securitisation project and the establishment of a special purpose vehicle (“SPV”). SPV is to be established under the securitisation project in a form of a jointly controlled entity between BSSH and AEONTS, to carry out the securitisation project in accordance with the Emergency Decree regarding Securitisation B.E. 2540 (1997). This securitisation project has a term of up to 10 years and a funding size of up to Baht 5,000 million. The Company will invest up to Baht 4,500 million in the debentures to be issued by the SPV, while BSSH and AEONTS, the shareholders of the SPV, will provide the SPV with subordinated loans in equal amounts, up to an aggregate amount of Baht 500 million.

Subsequently, on 20 March 2015, ATS Rabbit was registered as a special purpose vehicle for the securitisation project under the Civil and Commercial Code of Thailand with a registered capital of Baht 40,000. This consisted of 2 preferred shares with a par value of Baht 100 per share and 398 ordinary shares with a par value of Baht 100 per share, with 51% of shares held by BSSH and the remaining 49% held by AEONTS. ATS Rabbit was granted approval for the securitisation project by the SEC on 2 October 2015.

In accordance with the conditions stipulated in the Memorandum of Understanding for Business Cooperation, on 22 October 2015 the Company, ATS Rabbit and AEONTS entered into the Subscription Agreement, and on 31 March 2017 the Company invested approximately Baht 497 million in unsubordinated secured long-term debentures, bearing interest at a rate of 4% per annum for the 3-year period after the first issuance date, and thereafter an interest rate equal to the corporate bond yield per annum as prescribed in the conditions, which is to be paid monthly commencing from 18 December 2015. The debentures will be redeemed beginning from 2023 and mature in 2025, with conditions permitting early redemption. In the event that a Put Trigger Event occurs, as defined in the agreement, AEONTS is to purchase and the Company is to sell the debentures at a price equal to the outstanding principal amount plus accrued interest at the selling date.

In addition, on 22 October 2015, BSSH entered into an agreement to provide a subordinated term loan to ATS Rabbit. The term loan matures in the year 2025 and carries interest at a rate of 12% per annum, payable monthly.

16.1.5 Rabbit - Line Pay Company Limited (“Rabbit - Line Pay”) (Formerly known as “Line Biz Plus Limited”) (held by RabbitPay System Company Limited (“RabbitPay”))

On 31 March 2016, a subsidiary (“RabbitPay”) has executed a Share Subscription Agreement for the subscription of shares in Rabbit - Line Pay entered into among the subsidiary, Rabbit - Line Pay, and the existing shareholders of Rabbit - Line Pay (i.e., Line Biz+ PTE. Ltd. and Line Company (Thailand) Co., Ltd.) (the “Share Subscription Agreement”) where the subsidiary will subscribe 1,999,998 newly issued shares from Rabbit - Line Pay and purchase 1 share from an existing shareholder, i.e., 1,999,999 shares in total, which is equivalent to 50% of the total shares, totaling Baht 750 million, in Rabbit - Line Pay, a company engaging in the business of accepting electronic and online payments. The subscription of shares was completed on 25 April 2016.

The subsidiary’s management estimated that the assets and liabilities of jointly controlled entity as at 25 April 2016 and 30 April 2016 were not materially different. The subsidiary has therefore assumed that the date of the share acquisition was 30 April 2016.

Details of the book values of identifiable assets and liabilities of the jointly controlled entity as at 30 April 2016 were as follows.

(Unit: Thousand Baht)

	Book value
Assets	
Cash and cash equivalents	896,597
Trade and other receivables	3,722
Other current assets	2,237
Restricted deposits	4,925
Property, plant and equipment	7,866
Other non-current assets	877
Total assets	916,224
Liabilities	
Trade and other payables	9,207
Other current liabilities	13,206
Provision for long-term employee benefits	342
Long-term provision	985
Total liabilities	23,740
Net asset value	892,484

The subsidiary is in the process of assessing the fair values of the identifiable assets and liabilities of the jointly controlled entity.

16.1.6 Titanium Compass SDN. BHD. ("TCSB") (held by VGI)

On 13 June 2016, VGI entered into a joint venture agreement, in accordance with a resolution passed by VGI's Board of Directors meeting No. 5/2016 on 13 June 2016, in order to jointly invest with Puncak Berlian Sdn Bhd, Ikatan Asli Sdn Bhd and Utusan Airtime Sdn Bhd, which were incorporated and domiciled in Malaysia. On the same date, VGI invested in 190,000 ordinary shares of TCSB, which was incorporated and domiciled in Malaysia, at a price of MYR 1 per share, or for a total of MYR 190,000, equivalent to Baht 1.7 million. As a result, VGI's shareholding in TCSB is 19% of all issued shares, as stipulated in the joint venture agreement dated 13 June 2016. The agreement stipulated the shareholdings of VGI, Puncak Berlian Sdn Bhd, Ikatan Asli Sdn Bhd, and Utusan Airtime Sdn Bhd in TCSB at 19%, 51%, 10% and 20%, respectively. Furthermore, in accordance with a resolution passed by VGI's Board of Directors meeting No. 5/2016 on 13 June 2016, after TCSB is granted the right to advertise in the mass rapid transit (MRT) system, Lembah Kelang - Jajaran Sungai Buloh - Kajang line (KVMRT-SBK line (MRT1)) in Malaysia by Mass Rapid Transit Corporation SDN. BHD. ("MRT Corp"), VGI will increase its shareholding in TCSB to 30%. However, since the agreement stipulates that VGI, Puncak Berlian Sdn Bhd, Ikatan Asli Sdn Bhd, and Utusan Airtime Sdn Bhd jointly control TCSB, VGI classified this investment as an investment in a joint venture.

On 28 September 2016, MRT Corp announced that TCSB had been selected to manage advertising on the mass rapid transit (MRT) system, Lembah Kelang - Jajaran Sungai Buloh - Kajang line (KVMRT-SBK line (MRT1)) in Malaysia, both on elevated trains and inside skytrain stations.

TCSB registered its incorporation with a registered share capital of MYR 5 million (5 million ordinary shares of MYR 1 each), issued and fully paid-up amounting to MYR 1 million (1 million ordinary shares of MYR 1 each).

16.1.7 The ICON VGI Company Limited (held by VGI)

On 2 February 2017, VGI entered into a joint venture's shareholder agreement to invest in a joint venture with ICONSIAM Retail Company Limited ("IRC"), which is incorporated and domiciled in Thailand. Subsequently, on 28 March 2017, VGI and IRC made a joint investment to incorporate The ICON VGI Company Limited in Thailand, with a registered share capital of Baht 1 million (10,000 ordinary shares with a par value of Baht 100 each). VGI acquired 2,500 ordinary shares of The ICON VGI Company Limited, at a price of Baht 100 per share, or for a total

of Baht 250,000, in accordance with a resolution passed by VGI's Executive Committee Meeting No. 3/2017 on 3 February 2017. As a result, VGI and IRC held 25% and 75%, respectively, of all issued shares of such company, as stipulated in the joint venture's shareholder agreement. However, the agreement stipulates that VGI and IRC jointly control The ICON VGI Company Limited.

As at 31 March 2017, VGI was in the process of making payment for the shares of Baht 250,000, which was presented as other payable from purchase of investment, under the caption of "Trade and other payables" in the statement of financial position.

16.2 SHARE OF PROFIT (LOSS)

During the year, the subsidiaries recognised their share of profit (loss) from investments in the joint ventures in the consolidated financial statements as follows:

(Unit: Thousand Baht)

Jointly controlled entities	2017	2016
BTS Sansiri Holding One Ltd.	(16,213)	(127,086)
BTS Sansiri Holding Two Ltd.	(13,548)	(12,863)
BTS Sansiri Holding Three Ltd.	178,628	(62,274)
BTS Sansiri Holding Four Ltd.	(40,187)	(3,605)
BTS Sansiri Holding Five Ltd.	(4,190)	(2,692)
BTS Sansiri Holding Six Ltd.	(8,352)	(3,829)
BTS Sansiri Holding Seven Ltd.	(50,857)	(423)
BTS Sansiri Holding Eight Ltd.	(5,977)	(55,018)
BTS Sansiri Holding Nine Ltd.	(89,537)	(390)
BTS Sansiri Holding Eleven Ltd.	(54,505)	(661)
BTS Sansiri Holding Twelve Ltd.	(66,290)	(695)
BTS Sansiri Holding Fourteen Ltd.	(5,769)	(274)
BTS Sansiri Holding Fifteen Ltd. (Formerly known as "Pattanasiri Estate Ltd.")	(9,517)	-
BTS Sansiri Holding Sixteen Ltd.	(46,955)	-
BTS Sansiri Holding Seventeen Ltd.	(194)	-
BTS Sansiri Holding Eighteen Ltd.	(985)	-
BTS Sansiri Holding Nineteen Ltd.	(727)	-
BTS Sansiri Holding Twenty Ltd. (Formerly known as "Ava Holding Ltd.")	(1,073)	-
BTS Sansiri Holding Twenty One Ltd.	(3,785)	-
BTS Sansiri Holding Twenty Two Ltd.	(170)	-
Nuvo Line Agency Co., Ltd.	(12,496)	(1,215)
Keystone Management Co., Ltd.	(164)	-
Midas Global Media Co., Ltd. (1)	-	(5,244)
ATS Rabbit Special Purpose Vehicle Co., Ltd.	12,885	8,531
Rabbit-LINE Pay Co., Ltd.	(40,668)	-
Bayswater Co., Ltd.	(117,902)	(71,896)
Titanium Compass Sdn Bhd	(1,705)	-
Total	(400,253)	(339,634)

⁽¹⁾ Change status from investment in joint venture to general investment on 1 July 2015.

16.3 DIVIDEND RECEIVED AND RETURN OF CAPITAL

Dividend received from the joint venture was as follows:

(Unit: Thousand Baht)

Company's name	For the year ended 31 March	
	Consolidated financial statements	
	2017	2016
ATS Rabbit Special Purpose Vehicle Co., Ltd.	21,413	-
Total	21,413	-

Return of capital from the joint venture was as follows:

(Unit: Thousand Baht)

Company's name	For the year ended 31 March	
	Consolidated financial statements	
	2017	2016
Nuvo Line Agency Co., Ltd.	137,500	562,500
Total	137,500	562,500

16.4 SUMMARISED FINANCIAL INFORMATION ABOUT MATERIAL JOINT VENTURES

Summarised information about financial position

(Unit: Million Baht)

	Jointly controlled entities between UE and SIRI		Bayswater		Keystone Estate		Rabbit – Line Pay	
	2017	2016	2017	2016	2017	2016	2017	2016
Cash and cash equivalents	1,644	768	9	74	319	-	159	-
Current assets	19,701	12,331	-	9	-	-	688	-
Land and projects awaiting development	-	-	-	-	1,504	-	-	-
Non-current assets	5,160	158	8,382	7,824	-	-	10	-
Current liabilities	(5,310)	(1,565)	(128)	(203)	-	-	(45)	-
Long-term loans	(20,064)	(10,590)	(8,342)	(7,803)	-	-	-	-
Other non-current liabilities	-	-	-	-	-	-	(2)	-
Net assets	1,131	1,102	(79)	(99)	1,823	-	810	-
Shareholding percentage (%)	50	50	50	50	50	-	50	-
Share of net assets	566	551	(40)	(50)	912	-	405	-
Elimination of inter-transactions under equity method	(315)	(310)	(145)	(17)	-	-	-	-
Fair value adjustment of assets acquired assumed	-	-	-	-	2	-	-	-
Estimated amount by which cost of the acquisition of investment in a joint venture exceed identifiable net assets of the acquiree	-	-	-	-	-	-	304	-
Carrying amounts of joint ventures based on equity method	251	241	(185)	(67)	914	-	709	-

Profit or Loss

(Unit: Million Baht)

Company's name	Jointly controlled entities between UE and SIRI		Bayswater		Keystone Estate		Rabbit - Line Pay	
	2017	2016	2017	2016	2017	2016	2017	2016
Revenue	1,736	65	-	-	-	-	29	-
Loss	(445)	(515)	(20)	(108)	(41)	-	(81)	-

Jointly controlled entities between UE and SIRI has mortgaged land and construction with a total net book value as at 31 March 2017 of approximately Baht 23,604 million (the Company's proportion: Baht 11,802 million) (2016: Baht 12,200 million (the Company's proportion: Baht 6,100 million)) as collateral for credit facilities granted by banks.

17. INVESTMENTS IN ASSOCIATES

17.1 DETAILS OF ASSOCIATES

(Unit: Thousand Baht)

Company's name	Nature of business	Country of incorporation	Consolidated financial statements			
			Shareholding percentage		Carrying amounts based on equity method	
			2017	2016	2017	2016
BTS Rail Mass Transit Growth Infrastructure Fund	Investment in infrastructure businesses	Thai	33.33	33.33	12,242,684	12,833,187
U City Public Co., Ltd.	Property development	Thai	35.64	35.64	7,113,266	7,427,043
Absolute Hotel Services Co., Ltd.	Hotel management	Thai	50.00	50.00	9,475	17,255
Absolute Hotel Services Hong Kong Ltd. ¹	Hotel management	Hong Kong	50.00	50.00	-	-
Master Ad Public Co., Ltd. ²	Advertising, leasing of property and the purchase/sale of electronic billboards	Thai	-	24.96	-	635,778
Aero Media Group Co., Ltd.	Advertising media in domestic airports	Thai	28.00	20.00	183,417	106,415
Demo Power (Thailand) Co., Ltd.	Arrangement of marketing activities, including distribution of samples and carrying out product demonstrations to promote sales	Thai	40.00	-	420,476	-
Landy Development Co., Ltd. ³	Provision of office building rental service	Thai	48.87	-	36,327	-
Eyeballs Channel SDN. BHD. ³	Provision of outdoor advertising media service in Malaysia	Malaysia	40.00	-	1,203	-
Total					20,006,848	21,019,678

¹ 12.26% held by Tanayong Hong Kong Limited and 75.47% held by Absolute Hotel Services Co., Ltd.

² Change status from associate to subsidiary as discussed in Note 15.2.2 to the financial statements.

³ Increase from acquisition of subsidiary as discussed in Note 15.2.2 to the financial statements.

(Unit: Thousand Baht)

Company's name	Nature of business	Country of incorporation	Separate financial statements			
			Shareholding percentage		Carrying amounts based on equity method	
			2017	2016	2017	2016
BTS Rail Mass Transit Growth Infrastructure Fund	Investment in infrastructure businesses	Thai	33.33	33.33	20,468,619	20,592,075
U City Public Co., Ltd.	Property development	Thai	35.64	35.64	9,468,845	9,468,845
Total					29,937,464	30,060,920

17.1.1 BTS Rail Mass Transit Growth Infrastructure Fund ("BTSGIF") (held by the Company)

Investment in BTSGIF under equity/cost method was detailed below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	Equity method		Cost method	
	2017	2016	2017	2016
Cost	20,833,200	20,833,200	20,833,200	20,833,200
Add (less): Gain on sale of future net fare box revenues in proportion to the Company's investment	(6,748,791)	(6,748,791)	-	-
Accumulated share of profit	5,125,256	3,631,056	-	-
Adjustment under equity method	(1,891,782)	(1,342,563)	-	-
Accumulated dividend income	(4,710,618)	(3,298,590)	-	-
Accumulated return of capital	(364,581)	(241,125)	(364,581)	(241,125)
Net	12,242,684	12,833,187	20,468,619	20,592,075

17.1.2 U City Public Co., Ltd. ("U City") (held by the Company)

Investment in U City under equity/cost method was detailed below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	Equity method		Cost method	
	2017	2016	2017	2016
Cost	9,468,845	9,468,845	9,468,845	9,468,845
Add (less): Gain on swap of investments in proportion to the Company's investment	(1,915,184)	(1,915,184)	-	-
Accumulated share of loss	(259,854)	(161,969)	-	-
Accumulated share of other comprehensive income	(117,539)	17,335	-	-
Adjustment under equity method	(63,002)	18,016	-	-
Net	7,113,266	7,427,043	9,468,845	9,468,845

17.1.3 Aero Media Group Company Limited (“Aero”) (held by VGI)

On 15 May 2015 (the acquisition date), VGI invested in 15,000 ordinary shares of Aero, at a price of Baht 6,667 per share, or for a total of Baht 100 million, in accordance with a resolution passed by VGI’s Board of Directors meeting No. 6/2015 on 6 May 2015. As a result, VGI holds 20% of all issued shares of Aero, and classifies this investment as investment in an associate.

VGI’s management made estimates of the assets and liabilities of Aero as at 31 May 2015 and the acquisition date that were not significantly different. The values of the assets and liabilities of Aero as at 31 May 2015 were summarised below.

(Unit: Thousand Baht)

	Fair value	Carrying value
Cash and cash equivalents	117,563	117,563
Trade and other receivables	63,172	63,172
Other current assets	104,518	104,518
Equipment and intangible assets	226,377	124,618
Other non-current assets	3,771	3,771
Trade and other payables	(36,456)	(36,456)
Other current liabilities	(155,524)	(155,524)
Deferred tax liabilities	(20,352)	-
Other non-current liabilities	(56,794)	(56,794)
Net assets	246,275	<u>164,868</u>
Shareholding percentage (%)	<u>20</u>	
Share of net assets	49,255	
Goodwill	<u>50,745</u>	
Cash paid for purchase of investment in an associate	100,000	

Aero is a limited company incorporated and domiciled in Thailand and is principally engaged in the provision of advertising media in 13 domestic airports.

In addition, on 15 August 2016, VGI purchased 10,700 additional ordinary shares of Aero, at a price of Baht 7,477 per share, or for a total of Baht 80 million, in accordance with a resolution passed by VGI’s Board of Directors meeting No. 7/2016 on 3 August 2016. As a result, the shareholding of VGI increased from 20% to 30% of all issued shares of Aero.

Subsequently, on 31 October 2016, Aero issued 6,080 additional ordinary shares with a par value of Baht 1,000 each and registered the increase in its share capital by Baht 6.08 million, from Baht 85.7 million (85,700 ordinary shares of Baht 1,000 each) to Baht 91.78 million (91,780 ordinary shares of Baht 1,000 each), with the Ministry of Commerce on the same date. However, VGI did not buy any additional shares in accordance with a resolution passed by VGI’s Board of Directors meeting No. 7/2016 on 3 August 2016. As a result, the shareholding of VGI decreased from 30% as described in the above paragraph to 28% of all issued shares of Aero.

17.1.4 Demo Power (Thailand) Company Limited (“DPT”)

On 23 November 2016 (the acquisition date), VGI invested in 12,000 ordinary shares of DPT at a price of Baht 34,375, or a total of Baht 412.5 million, in accordance with a resolution passed by VGI’s Executive Committee Meeting No. 13/2016 on 15 November 2016. To effect the purchase, VGI entered into a conditional share purchase and sale agreement with the former shareholder, Demo Power Limited (“DPL”), on 16 November 2016. Significant details of the agreement are as follows:

- 1) VGI entered into an agreement transferring to DPT the exclusive rights to use space at 23 main BTS stations that had been granted to VGI by BTSC, for carrying on marketing and promotional activities for the goods and services of DPT's clients.
- 2) No changes will occur that would have a significant adverse impact on the status of the business, operating results, assets and/or financial position of DPT.

VGI received all of the shares on 23 November 2016 and paid the purchase price to the seller in accordance with the conditions stipulated in the share purchase and sale agreement. As a result of the acquisition, VGI held 40% of all issued shares of DPT, and classified its investment as investment in an associate.

VGI's management made estimates of the assets and liabilities of DPT as at 30 November 2016 and the acquisition date and determined that they were not significantly different. The carrying value of the assets and liabilities of DPT as at 30 November 2016 were summarised below.

(Unit: Thousand Baht)

Cash and cash equivalents	65,433
Trade and other receivables	521,417
Other current assets	99,759
Equipment	29,178
Other non-current assets	124,683
Trade and other payables	(382,697)
Other current liabilities	(78,757)
Non-current liabilities	(63,631)
Net assets	315,385

VGI's management is currently in the process of determining the fair value of the assets and liabilities of DPT at the acquisition date.

17.2 SHARE OF COMPREHENSIVE INCOME

During the year, the Company and its subsidiaries have summarised their share of comprehensive income from investments in associates in the consolidated financial statements as follows:

(Unit: Thousand Baht)

Associates	Consolidated financial statements			
	Share of profit (loss)		Share of other comprehensive income	
	2017	2016	2017	2016
BTS Rail Mass Transit Growth Infrastructure Fund	944,981	847,359	-	-
U City Public Co., Ltd.	(178,902)	(143,953)	(134,874)	17,335
Absolute Hotel Services Co., Ltd.	7,719	12,006	-	-
Master Ad Public Co., Ltd.	4,105	29,204	-	-
Aero Media Group Co., Ltd.	(2,999)	6,415	-	-
Demo Power (Thailand) Co., Ltd.	7,976	-	-	-
Landy Development Co., Ltd.	3,156	-	-	-
Eyeballs Channel SDN. BHD.	1,398	-	-	-
Total	787,434	751,031	(134,874)	17,335

Share of profit (loss) from investments in Aero and DPT was determined based on the financial statements prepared by management.

17.3 DIVIDENDS RECEIVED AND RETURN OF CAPITAL

Dividends received from the associates were as follows:

(Unit: Thousand Baht)

Company's name	For the years ended 31 March			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
BTS Rail Mass Transit Growth Infrastructure Fund	1,412,028	1,278,927	1,412,028	1,278,927
Absolute Hotel Services Co., Ltd.	15,500	13,500	-	13,500
Master Ad Public Co., Ltd.	22,529	24,003	-	-
Total	1,450,057	1,316,430	1,412,028	1,292,427

Return of capital from the associate was as follows:

(Unit: Thousand Baht)

Company's name	For the years ended 31 March	
	Consolidated and separate financial statements	
	2017	2016
BTS Rail Mass Transit Growth Infrastructure Fund	123,456	92,592
Total	123,456	92,592

17.4 FAIR VALUE OF THE INVESTMENTS IN THE ASSOCIATES

Fair value based on the latest bid price of the investments in the associates, which are listed on the Stock Exchange of Thailand was as follows:

(Unit: Million Baht)

Company's name	2017	2016
BTS Rail Mass Transit Growth Infrastructure Fund	21,605	22,183
U City Public Co., Ltd.	4,002 ⁽¹⁾	6,003 ⁽¹⁾

⁽¹⁾ Excluding fair value of warrants which are not listed on the Stock Exchange of Thailand.

17.5 SUMMARISED FINANCIAL INFORMATION ABOUT MATERIAL ASSOCIATES

Summarised information about financial position

(Unit: Million Baht)

Company's name	BTS Rail Mass Transit Growth Infrastructure Fund		U City Public Co., Ltd.	
	2017	2016	2017	2016
Current assets	-	-	4,496	4,987
Non-current assets	67,042	66,836	20,623	17,075
Current liabilities	-	-	(3,930)	(228)
Non-current liabilities	(16)	(52)	(2,384)	(2,376)
Net assets	67,026	66,784	18,805	19,458
Shareholding percentage (%)	33.33	33.33	35.64	35.64
Share of net assets	22,342	22,261	6,702	6,935
Accumulated net unrealised gain on investments	(1,456)	(1,344)	-	-
Fair value adjustment of assets acquired and liabilities assumed	-	-	60	141
Goodwill	-	-	2,266	2,266
Elimination of inter-transactions under equity method	(8,644)	(8,084)	(1,915)	(1,915)
Carrying amounts of associates based on equity method	12,242	12,833	7,113	7,427

Note: Assets and liabilities of BTS Rail Mass Transit Growth Infrastructure Fund presented under non-current assets and non-current liabilities.

Summarised information about comprehensive income

(Unit: Million Baht)

	BTS Rail Mass Transit Growth Infrastructure Fund		U City Public Co., Ltd.	
	2017	2016	2017	2016
Revenue	4,594	4,497	1,305	1,075
Profit (loss)	4,483	4,020	(275)	(454)
Other comprehensive income	-	-	(378)	49
Total comprehensive income	4,483	4,020	(653)	(405)

18. OTHER LONG-TERM INVESTMENTS

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Held-to-maturity securities				
Foreign government and state-owned enterprise bonds	1,962,678	-	-	-
Domestic private debt securities	2,724,523	697,405	874,473	597,405
Foreign private debt securities	969,021	-	-	-
	5,656,222	697,405	874,473	597,405
Investments in available for sale securities				
Domestic marketable equity securities	4,615,184	5,593,720	4,255,456	5,186,334
Foreign marketable equity securities	1,885,404	3,629,624	1,005,147	1,524,224
	6,500,588	9,223,344	5,260,603	6,710,558
Less: Allowance for change in value	(831,184)	(1,114,911)	(780,549)	(1,116,689)
Allowance for impairment	(497,205)	(497,205)	(497,205)	(497,205)
	5,172,199	7,611,228	3,982,849	5,096,664
Other investments				
Domestic non-marketable equity securities	153,575	153,575	123,575	123,575
Foreign non-marketable equity securities	2,550,634	1,293,012	2,550,634	1,293,012
	2,704,209	1,446,587	2,674,209	1,416,587
Less: Allowance for impairment	(11,682)	(3,791)	(3,791)	(3,791)
	2,692,527	1,442,796	2,670,418	1,412,796
Total	13,520,948	9,751,429	7,527,740	7,106,865

Foreign non-marketable equity securities were detailed as follows:

(Unit: Thousand Baht)

	Consolidated and separate financial statements	
	2017	2016
Investment funds	1,527,527	969,162
Participant vehicles	1,023,107	323,850
Total	2,550,634	1,293,012

During the year, the Company had revenues from participant vehicle amounting to Baht 85 million.

In addition, the Company sold available for sale investments and recognised gains on the sales in the profit or loss. The details were as follows:

(Unit: Million Baht)

	For the years ended 31 March			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Sales of investments	3,202	2,426	1,919	2,426
Gain on sales	226	50	158	50

19. LOANS TO A COOPERATIVE

(Unit: Thousand Baht)

	Consolidated financial statements	
	2017	2016
Long-term loans	71,000	12,000
Less: Current portion	(12,000)	(12,000)
Long-term loans - net of current portion	59,000	-

These loans represent loans to BTS Group cooperative, of which Baht 12 million are interest-free and are to be repaid within June 2017 and Baht 59 million are subject to interest at a rate of 2.75% per annum and are to be repaid within August 2026.

20. PROJECT COSTS - MEDIA

(Unit: Thousand Baht)

Consolidated financial statements	
Cost	
1 April 2015	2,371,456
31 March 2016	2,371,456
31 March 2017	2,371,456
Accumulated amortisation	
1 April 2015	44,945
Amortisation for the year	29,126
31 March 2016	74,071
Amortisation for the year	35,227
31 March 2017	109,298
Net book value	
31 March 2016	2,297,385
31 March 2017	2,262,158
Amortisation included in cost of services	
2016	29,126
2017	35,227

Project costs - media represent the portion of costs of rights that relate to media that were allocated from the intangible asset (generating fare box revenues and advertising revenues to a subsidiary) derecognised from the books of account since the rights to receive future net fare box revenues were sold to BTSGIF. The costs were allocated in accordance with bases and assumptions set by the subsidiary's management. The subsidiary's management believes that these assumptions are appropriate under the current circumstances.

21. REUSABLE SPARE PARTS

As at the dates of the statements of financial position, the balances of reusable spare parts were comprised as follows:

(Unit: Thousand Baht)

	Consolidated financial statements	
	2017	2016
Reusable spare parts	113,637	107,168
Less: Accumulated amortisation	(23,879)	(15,912)
Reusable spare parts - net	89,758	91,256
Amortisation included in cost of services	7,967	7,551

22. INVESTMENT PROPERTIES

The net book value of investment properties as at 31 March 2017 and 2016 is presented below.

(Unit: Thousand Baht)

	Consolidated financial statements			Separate financial statements			
	Land awaiting sales	Buildings for rent	Total	Land awaiting sales	Buildings and Hotel for rent	Golf course and construction for rent	Total
31 March 2017:							
Cost	1,070,540	269,898	1,340,438	808,169	902,402	1,561,281	3,271,852
Less Accumulated depreciation	-	(133,886)	(133,886)	-	(219,220)	(787,835)	(1,007,055)
Less Allowance for impairment	(372,928)	(33,772)	(406,700)	(353,657)	(41,817)	(170,116)	(565,590)
Net book value	697,612	102,240	799,852	454,512	641,365	603,330	1,699,207
31 March 2016:							
Cost	999,899	269,898	1,269,797	840,991	902,402	1,459,143	3,202,536
Less Accumulated depreciation	-	(121,135)	(121,135)	-	(182,745)	(755,816)	(938,561)
Less Allowance for impairment	(377,799)	(36,913)	(414,712)	(397,071)	(45,707)	(175,567)	(618,345)
Net book value	622,100	111,850	733,950	443,920	673,950	527,760	1,645,630

A reconciliation of the net book value of investment properties for the years 2017 and 2016 is presented below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Net book value at beginning of year	733,950	1,479,951	1,645,630	2,299,752
Acquisition of assets	-	4,292	110,300	96,806
Transfer in (out)	21,688	(682,598)	13,527	(10,381)
Disposals - net book value	(11,097)	(27,919)	(11,096)	(5,562)
Depreciation charged	(9,609)	(10,130)	(59,154)	(58,432)
Sale of investment in subsidiary	-	(29,646)	-	-
Acquisition of subsidiary during the period (Note 15.2.2)	64,920	-	-	-
Transfer land to a subsidiary for the restructuring of the business	-	-	-	(676,553)
Net book value at end of year	799,852	733,950	1,699,207	1,645,630

The fair value of the investment properties as at 31 March 2017 stated below.

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Land awaiting sales	2,804,072	2,596,172
Buildings and hotel for rent	198,000	888,000
Golf course and construction for rent	-	1,243,000

The fair values of the above investment properties have been determined based on valuations performed by an accredited independent valuer. The basis of the appraisal was as follows:

- Land awaiting sales has been determined using market approach.
- Buildings and hotels for rent has been determined using the income approach.
- Golf course and construction for rent has been determined using the income approach.

The main assumptions used in the valuation are yield rate, inflation rate and long-term growth rates.

The Company and its subsidiaries have pledged investment properties as collateral guarantee facilities received from a financial institution and a creditor per rehabilitation plan, as detailed below.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	31 March 2017	31 March 2016	31 March 2017	31 March 2016
Book values	-	(Audited) 56	573	(Audited) 537

23. PROPERTY, PLANT AND EQUIPMENT

(Unit: Thousand Baht)

	Consolidated financial statements							
	Land (revalued)	Buildings and improvements	Golf course development costs	Machinery and equipment	Furniture and office equipment	Motor vehicles	Construction in progress and assets under installation	Total
Cost								
1 April 2015	103,830	1,616,857	534,381	2,122,243	611,054	130,005	597,961	5,716,331
Additions	-	7,188	-	39,936	30,653	8,903	524,171	610,851
Acquisition of subsidiaries	-	3,149	-	-	5,369	465	-	8,983
Disposals	-	(11,240)	-	(376,070)	(15,166)	(866)	(105,144)	(508,486)
Transfer in (out)	-	89,110	-	241,774	34,458	-	(384,292)	(18,950)
Sale of investment in subsidiary	-	-	-	(11,599)	(8,297)	-	(177)	(20,073)
31 March 2016	103,830	1,705,064	534,381	2,016,284	658,071	138,507	632,519	5,788,656
Additions	32,250	81,660	-	109,199	28,797	6,739	658,372	917,017
Acquisition of subsidiaries	-	13,799	-	477,482	51,520	20,773	13,519	577,093
Disposals	-	(9,281)	-	(72,321)	(13,657)	(6,523)	(313)	(102,095)
Transfer in (out)	1,668	79,794	120,232	258,738	17,445	229	(501,941)	(23,835)
31 March 2017	137,748	1,871,036	654,613	2,789,382	742,176	159,725	802,156	7,156,836

(Unit: Thousand Baht)

Consolidated financial statements								
	Land (revalued)	Buildings and improvements	Golf course development costs	Machinery and equipment	Furniture and office equipment	Motor vehicles	Construction in progress and assets under installation	Total
Accumulated depreciation								
1 April 2015	-	498,790	282,682	799,143	460,306	101,946	-	2,142,867
Depreciation for the year	-	55,209	5,662	206,815	59,786	9,718	-	337,190
Acquisition of subsidiaries	-	312	-	-	1,323	7	-	1,642
Depreciation on disposals	-	(8,113)	-	(320,492)	(14,370)	(866)	-	(343,841)
Depreciation on transfers	-	(581)	-	(2,103)	1,109	-	-	(1,575)
Sale of investment in subsidiary	-	-	-	(5,871)	(6,111)	-	-	(11,982)
31 March 2016	-	545,617	288,344	677,492	502,043	110,805	-	2,124,301
Depreciation for the year	-	67,851	6,841	260,418	60,927	12,508	-	408,545
Acquisition of subsidiaries	-	4,535	-	341,378	44,457	13,078	-	403,448
Depreciation on disposals	-	(4,654)	-	(61,941)	(12,780)	(5,133)	-	(84,508)
31 March 2017	-	613,349	295,185	1,217,347	594,647	131,258	-	2,851,786

(Unit: Thousand Baht)

Consolidated financial statements								
	Land (revalued)	Buildings and improvements	Golf course development costs	Machinery and equipment	Furniture and office equipment	Motor vehicles	Construction in progress and assets under installation	Total
Revaluation surplus on assets								
1 April 2015	2,246,377	-	-	-	-	-	-	2,246,377
31 March 2016	2,246,377	-	-	-	-	-	-	2,246,377
31 March 2017	2,246,377	-	-	-	-	-	-	2,246,377
Allowance for impairment								
1 April 2015	-	12,405	208,426	88,601	-	-	-	309,432
Disposal	-	-	-	(72,605)	-	-	-	(72,605)
31 March 2016	-	12,405	208,426	15,996	-	-	-	236,827
31 March 2017	-	12,405	208,426	15,996	-	-	-	236,827
Net book value								
31 March 2016	2,350,207	1,147,042	37,611	1,322,796	156,028	27,702	632,519	5,673,905
31 March 2017	2,384,125	1,245,282	151,002	1,556,039	147,529	28,467	802,156	6,314,600
Depreciation for the years								
2016								337,190
2017								408,545

(Unit: Thousand Baht)

	Separate financial statements					
	Buildings and improvements	Machinery and equipment	Furniture and office equipment	Motor vehicles	Construction in progress and assets under installation	Total
Cost						
1 April 2015	44,721	40,166	95,725	98,444	171,179	450,235
Additions	53	-	6,702	914	191,482	199,151
Transfer in (out)	-	-	10,784	-	(51)	10,733
Disposals	(1,084)	-	(282)	(295)	-	(1,661)
31 March 2016	43,690	40,166	112,929	99,063	362,610	658,458
Additions	456	-	6,042	-	21,071	27,569
Transfer in (out)	-	9,829	-	-	(161)	9,668
Disposals	(2,847)	-	(1,261)	-	-	(4,108)
31 March 2017	41,299	49,995	117,710	99,063	383,520	691,587
Accumulated depreciation						
1 April 2015	35,271	39,442	62,612	79,022	-	216,347
Depreciation for the year	2,397	559	14,809	6,591	-	24,356
Depreciation for transfer	-	-	403	-	-	403
Depreciation on disposals	(1,084)	-	(270)	(296)	-	(1,650)
31 March 2016	36,584	40,001	77,554	85,317	-	239,456
Depreciation for the year	889	569	12,605	6,591	-	20,654
Depreciation on disposals	(2,847)	-	(1,260)	-	-	(4,107)
31 March 2017	34,626	40,570	88,899	91,908	-	256,003
Net book value						
31 March 2016	7,106	165	35,375	13,746	362,610	419,002
31 March 2017	6,673	9,425	28,811	7,155	383,520	435,584
Depreciation for the years						
2016						24,356
2017						20,654

Depreciation expenses for the year recorded in profit or loss are detailed below.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Costs of services	284	224	7	8
Administrative expenses	125	113	14	16
Total	409	337	21	24

The Company has mortgaged land and construction with net book value in consolidated financial statements as at 31 March 2017 of Baht 2,820 million (2016: Baht 2,742 million) as collateral for credit and guarantee facilities from a financial institution.

As at 31 March 2017, certain assets have been fully depreciated but are still in use. The gross carrying amount (before deducting accumulated depreciation and allowance for impairment loss) of those assets amounted to approximately Baht 1,525 million (2016: Baht 1,132 million) (Separate financial statements: Baht 182 million (2016: Baht 183 million)).

On 22 August 2016, the Company's Board of Directors' meeting passed a resolution to approve the Company entering into a long-term sublease agreement for certain areas (bare shell condition) of the residential building that is located on land that the Company has leased from the Treasury Department. The sub-lease would expire on the same date as the land lease agreement with the Treasury Department, which is 19 November 2044, and the Company will charge a total of approximately Baht 234 million, payable on the lease date. The Company has not yet executed this transaction.

24. LEASEHOLD RIGHTS

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Cost		
1 April 2015	33,494	26,004
31 March 2016	33,494	26,004
31 March 2017	33,494	26,004
Accumulated amortisation		
1 April 2015	21,832	19,266
Amortisation for the year	781	397
31 March 2016	22,613	19,663
Amortisation for the year	779	396
31 March 2017	23,392	20,059
Net book value		
31 March 2016	10,881	6,341
31 March 2017	10,102	5,945
Amortisation included in administrative expenses		
2016	781	397
2017	779	396

25. INTANGIBLE ASSETS

(Unit: Thousand Baht)

	Consolidated financial statements			
	Intangible assets acquired through business combination	Computer software	Computer software under development	Total
Cost:				
1 April 2015 - restated	-	529,082	62,090	591,172
Additions	-	12,753	40,955	53,708
Disposals	-	(1,756)	(50,324)	(52,080)
Transfer in (out)	-	26,026	(7,113)	18,913
Acquisitions of subsidiaries	14,337	-	-	14,337
Sale of a subsidiary	-	(398)	-	(398)
31 March 2016 - restated	14,337	565,707	45,608	625,652
Additions	-	10,212	37,736	47,948
Disposal	-	(545)	-	(545)
Transfer in (out)	-	17,901	20,364	38,265
Acquisitions of subsidiaries	377,614	10,806	-	388,420
31 March 2017	391,951	604,081	103,708	1,099,740
Accumulated amortisation:				
1 April 2015 - restated	-	205,377	-	205,377
Amortisation for the year	1,584	60,604	-	62,188
Amortisation on disposal	-	(106)	-	(106)
Sale of a subsidiary	-	(94)	-	(94)
31 March 2016 - restated	1,584	265,781	-	267,365
Amortisation for the year	50,624	64,651	-	115,275
Depreciation on disposals	-	(404)	-	(404)
Depreciation for transfer	-	29	-	29
Acquisitions of subsidiaries	-	9,963	-	9,963
31 March 2017	52,208	340,020	-	392,228
Net book value				
31 March 2016 - restated	12,753	299,926	45,608	358,287
31 March 2017	339,743	264,061	103,708	707,512
Amortisation included in servicing and administrative expenses				
2016 - restated				62,188
2017				115,275

(Unit: Thousand Baht)

	Separate financial statements	
	Computer software	
Cost		
1 April 2015		8,145
Additions		53
Disposals		(102)
Transfer in		51
31 March 2016		8,147
Additions		321
Disposals		(49)
Transfer in		161
31 March 2017		8,580
Accumulated amortisation		
1 April 2015		7,778
Amortisation for the year		205
Amortisation on disposals		(102)
31 March 2016		7,881
Amortisation for the year		238
Amortisation on disposals		(49)
31 March 2017		8,070
Net book value		
31 March 2016		266
31 March 2017		510
Amortisation included in administrative expenses		
2016		205
2017		238

Intangible assets acquired through business combination

Details of intangible assets acquired through business combination are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		
	Cost		Useful lives
	2017	2016	
		(Restated)	
Customer list	9,145	9,145	3 years
Internally-developed software	5,192	5,192	3 years
Customer relationship	369,260	-	6 years 3 months and 7 years 7 months
Backlog	8,354	-	Remaining contract period
Total	391,951	14,337	

26. RIGHTS OF CLAIM FROM ACQUISITION OF DEBTS PER REHABILITATION PLAN

In order to comply with the rehabilitation plan, in 2009 the Company held an open auction of assets mortgaged as collateral with a group of creditors per the rehabilitation plan and a company successfully bid to purchase all of these assets.

In 2011, a subsidiary purchased rights of claim from a group of creditors and made payment totaling Baht 816 million for these rights. The subsidiary recorded this transaction under the heading of "Rights of claim from acquisition of debts per rehabilitation plan" in the consolidated statement of financial position. Subsequently, in 2012 and 2013, there were gradual transfers of ownership and redemption from mortgage of certain secured assets. The subsidiary, as a creditor holding rights of claim over debts and other rights under the rehabilitation plan, received proportionate settlement of debt, leaving a balance of "Rights of claim from acquisition of debts per rehabilitation plan" of Baht 256 million in the consolidated statement of financial position as at 31 March 2017 (2016: Baht 256 million).

27. SHORT-TERM LOANS FROM FINANCIAL INSTITUTIONS

The short-term loans from financial institutions are subject to interest at the rates of 2.08% and 2.10% per annum and due at call and in May 2017.

28. TRADE AND OTHER PAYABLES

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
		(Restated)		
Trade payables - related parties	10,673	12,710	-	-
Trade payables	475,987	330,487	-	-
Other payables - related parties	53,003	12,335	13,119	55,134
Other payables	139,588	103,895	19,215	11,726
Payables from acquisitions of investments	424,047	28,532	206,630	28,532
Accrued interest expenses - related parties	23	612	601,106	254,390
Accrued interest expenses	284,969	11,414	-	1,439
Retention payable - related party	-	-	334	7,835
Retention payable	15,619	17,800	3,530	6,291
Deposit payable	232,395	234,193	30,000	30,000
Accrued expenses - related parties	3,689	-	893	750
Accrued expenses	759,902	581,020	41,132	31,520
Dividend payable	402,372	289,736	115,272	89,120
Total trade and other payables	2,802,267	1,622,734	1,031,231	516,737

29. BILLS OF EXCHANGE PAYABLES

(Unit: Thousand Baht)

	Consolidated and separate financial statements
Balance as at 1 April 2016	2,917,307
Add: Increase	41,750,000
Less: Repayment	(31,280,000)
Add: Amortisation of prepaid interest expenses	183,728
Less: Prepaid interest expenses	(196,757)
Balance as at 31 March 2017	13,374,278

Bills of exchange are subject to interest at rates of 1.70% - 1.85% per annum, not collateralised and mature during April to September 2017.

In April 2017 and up to 29 May 2017, the Company issued bills of exchange with a total value of Baht 9,040 million, and redeemed bills of exchange amounting to Baht 6,940 million.

30. CREDITORS PER REHABILITATION PLAN

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Creditors per rehabilitation plan	75,292	637,620	75,292	637,620
Less: Current portion	(73,855)	(610,668)	(73,855)	(610,668)
Creditors per rehabilitation plan - net of current portion	1,437	26,952	1,437	26,952

Movement of the creditors per rehabilitation plan account during the year ended 31 March 2017 are summarised below.

(Unit: Thousand Baht)

	Consolidated and separate financial statements
Balance as at 1 April 2016	637,620
Decrease from asset deposit for debt settlement	(587,378)
Record interest from court	25,050
Balance as at 31 March 2017	75,292

In 2006, a creditor under the Company's business rehabilitation plan filed a petition with the Central Bankruptcy Court, asking the court to overturn the order of the official receiver regarding the revocation of claims for settlement of debt. However, the Central Bankruptcy Court dismissed the claim. The creditor filed an appeal with the Supreme Court, who has now issued an order dismissing the creditor's petition. The Company therefore reversed creditors per the rehabilitation plan amounting to Baht 96 million, and presented this under the heading of "Gain on reversal of creditors per rehabilitation plan" in profit or loss in the financial statements for the year ended 31 March 2016.

On 24 August 2016, the Central Bankruptcy Court read the Supreme Court's order regarding the debt settlement entitlement of a creditor per the rehabilitation plan, as discussed in Note 56.8 b) to the financial statements, and the case was deemed to be finalised. The Company was to repay debts to the creditor as specified in the rehabilitation plan. The Company deposited assets (recorded under assets awaiting transfer under rehabilitation plan and investments in subsidiaries awaiting transfer under rehabilitation plan in its accounts) at the Deposit of Property Office, Legal Execution Department for debt settlement. In addition, the Company deposited cash with the Central Bankruptcy Court as a guarantee of debt settlement with the creditor. Therefore, the Company recorded the transfer of assets awaiting transfer under rehabilitation plan, investments in subsidiaries awaiting transfer under rehabilitation plan and cash deposited as collateral for debt settlement to settle the debt with the creditor.

Subsequently, on 15 February 2017, the Central Bankruptcy Court read the Supreme Court's order regarding the debt settlement entitlement of another creditor per the rehabilitation plan, as discussed in Note 56.8 c) to the financial statements, the case was deemed to be finalised. The Company was required to repay debts to the creditor amounting to Baht 49 million, together with interest at a rate of 7.5% per annum, for a total of Baht 74 million. The Company also recorded additional debt amounting to 25 million, resulting in total liabilities of Baht 74 million.

Based on the orders of the Supreme Court, the Company recorded net gains on the transactions, under the heading of "Gain on debt settlement with creditors per rehabilitation plan" in profit and loss in the financial statements for current year. Details are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Creditors per rehabilitation plan	587,378	587,378
Less: Deposit of assets for debt settlement		
Assets awaiting transfer under rehabilitation plan	(68,245)	(68,245)
Investments in subsidiaries awaiting transfer under rehabilitation plan	(224,343)	(197,439)
Cash deposited as collateral for debt settlement	(120,358)	(120,358)
Gain on debt settlement with creditors per rehabilitation plan	174,432	201,336
Less: Adjustment according to the Court's order	(25,050)	(25,050)
Gain on debt settlement with creditors per rehabilitation plan - net	149,382	176,286

31. LONG-TERM LOANS

(Unit: Thousand Baht)

Loan	Interest rate	Repayment schedule	Consolidated financial statements		Separate financial statements	
			2017	2016	2017	2016
1	One-month London Inter-bank offered Rate (1M LIBOR) plus a certain margin specified in the agreement	Repayment at maturity date on April 2016	-	1,062,222	-	1,062,222
2	Three-month Bangkok Inter-bank Offered Rate (3M BIBOR) plus a certain margin specified in the agreement	Annual installments as from March 2018 to March 2020	300,000	-	-	-
3	6M THBFX plus a certain margin specified in the agreement	Annual installments as from February 2021 to February 2022	700,000	-	-	-
4	Three-month Mizuho Bank's Bangkok Inter-bank Offered Rate (3M Mizuho BIBOR) plus a certain margin specified in the agreement	Annual installments as from March 2018 to March 2020	300,000	-	-	-
5	Zenginkyo Tokyo Interbank Offered Rate (ZTIBOR) plus a certain margin specified in the agreement	Annual installments as from March 2021 to March 2022	700,000	-	-	-
6	Minimum Loan Rate (MLR) minus a certain spread specified in the agreement	Monthly installments as from November 2015 to October 2021	173,000	206,000	-	-
7	Minimum Loan Rate (MLR) minus a certain spread specified in the agreement	Monthly installments as from June 2015 to September 2017	5,893	-	-	-
Total			2,178,893	1,268,222	-	1,062,222
Less: Current portion			(245,893)	(1,095,222)	-	(1,062,222)
Long-term loans from financial institutions - net of current portion			1,933,000	173,000	-	-

A subsidiary's loan is guaranteed by another subsidiary.

The loan agreements contain several covenants which, among other things, require the subsidiary to maintain a certain interest bearing debt-to-equity ratio and debt service coverage ratio at the rate prescribed in the agreements, and maintain incurrence of additional indebtedness, the major shareholder structure and management structure, and the combined direct and indirect shareholdings in the subsidiary of the Company, BTSC and individuals stipulated in the agreements.

As at 31 March 2017, the credit facilities of the Company and subsidiary which have not been drawn down amounted to Baht 30,520 million, USD 60 million and Euro 67 million (2016: Baht 6,040 million and USD 30 million).

32. LONG-TERM DEBENTURES

(Unit: Thousand Baht)

	Consolidated financial statements	
	2017	2016
Unsecured debentures No. 1/2009#5	-	1,348,450
Unsecured debentures No. 1/2016#1	5,500,000	-
Unsecured debentures No. 1/2016#2	2,200,000	-
Unsecured debentures No. 1/2016#3	4,100,000	-
Unsecured debentures No. 1/2016#4	10,200,000	-
Total debentures	22,000,000	1,348,450
Less: Issuing costs	(21,572)	(979)
Total debentures - net of issuing costs	21,978,428	1,347,471
Less: Current portion	-	(1,347,471)
Debentures - net of current portion	21,978,428	-

Movements in the debenture account during the year ended 31 March 2017 were summarised below.

(Unit: Thousand Baht)

Consolidated financial statements	
Balance as at 1 April 2016	1,347,471
Add: Issuance of debentures	22,000,000
Add: Amortisation of deferred debenture issuing costs	2,570
Less: Repayment	(1,348,450)
Less: deferred debenture issuing costs	(23,163)
Balance as at 31 March 2017	21,978,428

During the period, the subsidiary (BTSC) issued and offered the debentures in accordance with the resolution of the General Meeting of the subsidiary's shareholders as detailed below.

Debentures	Unit	Unit par (Baht)	Total value (Baht)	Issue date	Term	Maturity Date	Coupon rate (% per annum)
Unsecured debentures No. 1/2016#1	5,500,000	1,000	5,500,000,000	10 November 2016	3 years	10 November 2019	2.46
Unsecured debentures No. 1/2016#2	2,200,000	1,000	2,200,000,000	10 November 2016	5 years	10 November 2021	2.85
Unsecured debentures No. 1/2016#3	4,100,000	1,000	4,100,000,000	10 November 2016	7 years	10 November 2023	3.30
Unsecured debentures No. 1/2016#4*	10,200,000	1,000	10,200,000,000	10 November 2016	10 years	10 November 2026	3.87

* The subsidiary has a call option to fully or partially redeem the debentures before the maturity date, effective from 10 November 2021. Details of this are stipulated in the agreement.

The debenture agreement contains several covenants which, among other things, require the subsidiary to maintain interest bearing debt to equity ratio at the rates prescribed in the agreements.

In addition, on 22 July 2016, the Annual General Meeting of the Company's shareholders passed a resolution to approve the issue and offer of up to Baht 30,000 million of debentures, or the equivalent amount in other currencies. The Company's Board of Directors or authorised persons have the authority to stipulate details of the debentures. The Company currently has not issued and offered the debentures.

33. PROVISION FOR LONG-TERM EMPLOYEE BENEFITS

Provision for long-term employee benefits as at 31 March 2017 and 2016, which is compensations on employees' retirement and other long-term benefits, was as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Balance at beginning of year	782,395	575,701	67,222	27,249
Current service cost	71,435	57,637	6,375	4,367
Interest cost	18,625	24,613	1,521	1,745
Included in other comprehensive income:				
Actuarial loss (gain) arising from				
Demographic assumptions changes	-	(31,733)	-	(2,422)
Financial assumptions changes	-	156,414	-	9,886
Experience adjustments	-	(3,345)	-	11,534
Benefits paid during the year	(34,697)	(11,007)	(5,048)	-
	837,758	768,280	70,070	52,359
Increase from acquisitions of subsidiaries	24,360	683	-	-
Transfer from related company	-	14,863	-	14,863
Decrease from sale of investment in subsidiary	-	(1,431)	-	-
Reversal	(1,206)	-	-	-
Balance at end of year	860,912	782,395	70,070	67,222

Long-term employee benefit expenses included in the profit or loss were as follows:

(Unit: Thousand Baht)

	For the years ended 31 March			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Current service cost	71,435	57,637	6,375	4,367
Interest cost	18,625	24,613	1,521	1,745
Total expense recognised in profit or loss	90,060	82,250	7,896	6,112
Line items under which such expenses are included in profit or loss				
Cost of services	49,369	48,799	-	-
Administrative expenses	40,691	33,451	7,896	6,112

The Net Revenue Purchase and Transfer Agreement stipulates that a subsidiary (BTSC) can claim costs related to short-term and long-term employee benefits of employees, which represents compensation payable to employees when they retire from BTSGIF, since BTSGIF will be responsible for the short-term and long-term employee benefits of employees who retire during the remaining period of the Core Mass Transit System. Therefore, the subsidiary recorded these transactions as assets, presenting them as accrued income in the statement of financial position, in accordance with bases and assumptions that were determined by the subsidiary's management. The subsidiary's management believes that these bases and assumptions are appropriate under the current circumstances. The details are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements	
	2017	2016
Balance as at beginning of year	447,691	357,299
Increase	62,309 ⁽¹⁾	36,728
Payment from BTSGIF	(3,889)	-
Recognised in other comprehensive income	-	53,664
Balance as at end of year	506,111	447,691

⁽¹⁾ Including short-term benefits of Baht 24 million

Long-term employee benefits that can be claimed from BTSGIF in the future (presented net of long-term employee benefit expenses in profit or loss) amounted to Baht 38 million (2016: Baht 37 million).

The Company and its subsidiaries expect to pay Baht 27 million of long-term employee benefits during the next year (Separate financial statements: Baht 16 million) (2016: Baht 15 million (separate financial statements: Baht 5 million)).

As at 31 March 2017, the weighted average duration of the liabilities for long-term employee benefit is 16 to 31 years (Separate financial statements: 19 years) (2016: 19 to 32 years (Separate financial statements: 19 years)).

Significant actuarial assumptions are summarised below:

(Unit: % per annum)

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Discount rate	2.4 - 4.3	2.4 - 3.4	2.4	2.4
Salary increase rate	5.0 - 10.0	5.0 - 10.0	5.0 - 6.0	5.0 - 6.0

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 March 2017 are summarised below:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	Increase by 1%	Decrease by 1%	Increase by 1%	Decrease by 1%
Discount rate	(108)	130	(6)	7
Salary increase rate	124	(106)	7	(6)

34. PROVISIONS

(Unit: Thousand Baht)

	Consolidated financial statements			
	Special business tax	Major maintenance or restoration of elevated trains under service concession	Damage loss	Total
Balance as at 1 April 2015	1,154,725	149,982	166,729	1,471,436
Increase during the year	100,925	62,388	-	163,313
Decrease during the year	(56,860)	-	(207,228)	(264,088)
Revision of provision	(27,491)	-	40,499	13,008
Balance as at 31 March 2016	1,171,299	212,370	-	1,383,669
Increase during the year	91,482	47,972	28,230	167,684
Decrease during the year	(59,843)	(9,271)	(28,230)	(97,344)
Revision of provision	-	(35,954)	-	(35,954)
Balance as at 31 March 2017	1,202,938	215,117	-	1,418,055
As at 31 March 2017				
Current	67,503	16,438	-	83,941
Non-current	1,135,435	198,679	-	1,334,114
	1,202,938	215,117	-	1,418,055
As at 31 March 2016				
Current	58,953	-	-	58,953
Non-current	1,112,346	212,370	-	1,324,716
	1,171,299	212,370	-	1,383,669

Special Business Tax of BTS Rail Mass Transit Growth Infrastructure Fund ("BTSGIF")

A subsidiary (BTSC) recognised a provision for future special business tax liabilities of BTSGIF over the remaining period of the Core Bangkok Mass Transit System, since under the Net Revenue Purchase and Transfer Agreement, the subsidiary is responsible for this tax. In calculating the provision for special business tax, the subsidiary referred to projections of future revenues prepared by an independent valuer and amortisation of BTSGIF's investment in rights to receive fare box revenue of the Core Bangkok Mass Transit System of BTSGIF, discounted to present value. The subsidiary's management believes that the assumptions are appropriate under the current circumstances.

Major maintenance or restoration of elevated trains under service concession

A subsidiary (BTSC) recognises a provision for its contractual obligation to perform major maintenance or restoration on elevated trains under the service concession.

During the current year, the subsidiary reversed Baht 36 million of the provision since the subsidiary revised the assumptions used in the projection of expenses for the major maintenance or restoration of elevated trains under the service concession. The subsidiary's management believes that the assumptions are appropriate under the current circumstances.

Damage loss

Damage loss is provisions set aside by the subsidiary for losses resulting from the termination of agreements with a counterpart company that is the owner of a department store and for the shortfall in revenues compared to the minimum guaranteed compensation under another agreement that the subsidiary made with a related company.

Loss on provisions presented in the profit or loss was detailed below.

(Unit: Thousand Baht)

	Consolidated financial statements	
	2017	2016
Reversal of provision for special business tax	-	(27,491)
Loss on provision for major maintenance or restoration of elevated trains under service concession	12,018	62,388
Reversal of provision for terminating agreements (reversal)	-	(94,382)
Loss on provision for shortfall in revenues being lower than the minimum guaranteed amounts	28,230	134,881
Total loss on provisions	40,248	75,396

35. SHARE CAPITAL / SHARE PREMIUM

As at 31 March 2016, the Company's issued and fully paid share capital has increased from Baht 47,677,000,644 (11,919,250,161 ordinary shares with a par value of Baht 4 each) to Baht 47,717,396,744 (11,929,349,186 ordinary shares with a par value of Baht 4 each) as a result of the exercise of the warrants (BTS-WA) to ordinary shares amounting to Baht 20,946,780 (5,236,695 ordinary shares with a value of Baht 4 each) and the warrants (BTS-WB) to ordinary shares amounting to Baht 19,449,320 (4,862,330 ordinary shares with a value of Baht 4 each), resulting in an increase in total share premium to Baht 1,834,603,129 (including adjustment to transfer amounting to Baht 20,949,490 of capital reserve for share-based payment transaction to share premium).

The Company registered the corresponding increase in its paid-up capital with the Ministry of Commerce on 7 July 2015 and 13 October 2015.

As at 31 March 2017, the Company's issued and fully paid share capital has increased from Baht 47,717,396,744 (11,929,349,186 ordinary shares with a par value of Baht 4 each) to Baht 47,739,817,248 (11,934,954,312 ordinary shares with a par value of Baht 4 each) as a result of the exercises of the warrants (BTS-WA) to ordinary shares amounting to Baht 2,803,748 (700,937 ordinary shares with a value of Baht 4 each), the warrants (BTS-WB) to ordinary shares amounting to Baht 19,316,756 (4,829,189 ordinary shares with a value of Baht 4 each) and the warrants (BTS-W3) to ordinary shares amounting to Baht 300,000 (75,000 ordinary shares with a value of Baht 4 each), resulting in an increase in total share premium to Baht 1,853,722,168 (including adjustment to transfer amounting to Baht 13,487,372 of capital reserve for share-based payment transaction to share premium).

The Company registered the corresponding increase in its paid-up capital with the Ministry of Commerce on 7 July 2016 and 10 January 2017.

36. WARRANTS

The warrants are detailed as follows:

	BTS-W3 Units	BTS-WA Units	BTS-WB Units	BTS-WC Units
Outstanding as at 31 March 2015	3,944,626,464	37,772,175	16,000,000	-
Exercised during the year	-	(31,546,425)	(4,862,330)	-
Outstanding as at 31 March 2016	3,944,626,464	6,225,750	11,137,670	-
Issued during the year	-	-	-	16,000,000
Exercised during the year	(75,000)	(4,222,600)	(4,829,189)	-
Outstanding as at 31 March 2017	3,944,551,464	2,003,150	6,308,481	16,000,000

Warrants to purchase new ordinary shares of the Company issued to the Company's existing shareholders (BTS-W3)

On 11 October 2013, the Extraordinary Meeting No.1/2013 of the Company's shareholders passed a resolution to issue the warrants to purchase new ordinary shares of the Company issued to the Company's existing shareholders (BTS-W3) in a ratio of 1 warrant for every 3 existing ordinary shares, without specifying the offer price. Details are as follows:

Date of grant	1 November 2013
Number granted (Units)	3,944,626,464
Contractual lives	5 years from the issued date
Exercisable	Last business day of each quarter, after completion of a 3-year period from the issued date
Exercise price per 1 ordinary share	12 Baht
Exercise ratio (warrant to ordinary share)	1:1

Warrants to purchase new ordinary shares of the Company issued to the employees of the Company and its subsidiaries (BTS-WA)

On 26 July 2011, the Annual General Meeting of the Company's shareholders passed a resolution to approve the issue of registered and non-transferable warrants to purchase new ordinary shares of the Company issued to the employees of the Company and its subsidiaries (BTS-WA), at no cost. Details of the warrants are below.

Date of grant	18 August 2011
Number granted (Units)	100,000,000
Contractual lives	5 years from the issued date
Exercisable	Last business day of each quarter, after completion of a 2-year period from the issued date
Exercise price per 1 ordinary share	4.22 Baht
Exercise ratio (warrant to ordinary shares)	1:0.166

The estimated fair value of each warrant granted is Baht 0.27. This was calculated by applying the Black-Scholes-Merton formula. The model inputs were the share price at price determination date of Baht 0.68, exercise price of Baht 0.70, expected volatility of 60%, expected dividend yield of 3%, contractual life of five years, and a risk-free interest rate of 3.48%.

Warrants to purchase new ordinary shares of the Company issued to the employees of the Company and its subsidiaries (BTS-WB)

On 26 July 2012, the Annual General Meeting of the Company's shareholders passed a resolution to approve the issue of warrants to employees of the Company and its subsidiaries No. 2 under the BTS Group ESOP 2012 Scheme (BTS-WB), at no cost. Details of the warrants are below.

Date of grant	11 June 2013
Number granted (Units)	16,000,000
Contractual lives	5 years from the issued date
Exercisable	Last business day of each quarter, after completion of 2 to 4 year periods from the issued date
Exercise price per 1 ordinary share	5.01 Baht
Exercise ratio (warrant to ordinary shares)	1:1

The estimated fair value of each warrant granted is Baht 2.56. This was calculated by applying the Black-Scholes-Merton formula. The model inputs were the share price at price determination date of Baht 7.90, exercise price of Baht 5.01, expected volatility of 27.348%, expected dividend yield of 5%, contractual life of five years, and a risk-free interest rate of 2.90 - 3.37%.

Warrants to purchase new ordinary shares of the Company issued to the employees of the Company and its subsidiaries (BTS-WC)

On 24 July 2015, the Annual General Meeting of the shareholders of the Company passed a resolution to approve the issue of warrants to employees of the Company and its subsidiaries under the BTS Group ESOP 2015 Scheme (BTS-WC), at no cost. Details of the warrants are below.

Date of grant	30 May 2016
Number granted (Units)	16,000,000
Contractual lives	5 years from the issued date
Exercisable	Last business day of each quarter, after completion of 2 to 4 year periods from the issued date
Exercise price per 1 ordinary share	Baht 10.19
Exercise ratio (warrant to ordinary shares)	1:1

The estimated fair value of each warrant granted is Baht 1.34. This was calculated by applying the Black-Scholes-Merton formula. The model inputs were the share price at price determination date of Baht 9.07, exercise price of Baht 10.19, expected volatility of 37.73%, expected dividend yield of 8.55%, contractual life of five years, and a risk-free interest rate of 2.03%.

37. DEFICIT ON BUSINESS COMBINATION UNDER COMMON CONTROL

Deficit on business combination under common control consisted of the following:

- Differences between the cost of a business combination under common control and the equity interest of the Company in the net book value of a subsidiary (BTSC) on the acquisition date in the consolidated and separate financial statements.
- Differences between considerations paid from purchase of investment and cost of investment under common control in the separate financial statements.

The details were as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Balance at beginning of year	3,371,978	3,371,978	3,715,435	3,715,435
Sales of investment in subsidiary under common control	-	-	(57,651)	-
Balance at end of year	3,371,978	3,371,978	3,657,784	3,715,435

38. SURPLUS FROM BUSINESS RESTRUCTURING UNDER COMMON CONTROL

A meeting of the Board of Directors of the Company on 9 November 2015 passed resolution to approve the restructuring of the property business unit. In December 2015, the Company transferred certain plots of land, and its investments in subsidiaries, associates and jointly controlled entities to a subsidiary (Unicorn), and also novated loans to related companies together with interest receivables to the subsidiary.

Surplus from business restructuring under common control represents the difference between the selling price of the assets and the value of the loans and interest receivables transferred to the subsidiary, and the book values as at transaction date of the assets and loans and interest receivables net of transaction costs.

39. ADJUSTMENT OF ASSET VALUE AS A RESULT OF BUSINESS RESTRUCTURING UNDER COMMON CONTROL

To reflect the value of the existing assets before business restructuring under common control, as discussed in Note 38 to the financial statements, the Company presented the loans to Unicorn at a value equivalent to the net book values of the land, investments and loans and interest receivables before business restructuring under common control. The Company recorded the adjustment under the heading of "Adjustment of asset value as a result of business restructuring under common control" under shareholders' equity in the separate financial statements.

40. SURPLUS FROM THE CHANGES IN THE OWNERSHIP INTERESTS IN SUBSIDIARIES

The changes in the Company and its subsidiaries' ownership interests in subsidiaries do not result in a loss of control. The Company and subsidiaries will record surplus from the changes in the ownership interests in subsidiaries in the shareholders' equity in the consolidated statements of financial position.

Surplus from changes in ownership interests in subsidiaries was calculated based on the differences between the considerations paid or received as a result of changes in ownership interests in the subsidiaries and the equity interests of non-controlling interests of the subsidiaries at the net book value of the subsidiaries on the changing date. Non-controlling interests of the Company and subsidiaries are valued at the value of the identifiable net assets of the subsidiaries based on the percentage shareholdings of non-controlling interests. The details were as follows:

(Unit: Thousand Baht)

	Consolidated financial statements	
	2017	2016
Balance at beginning of year	(59,587)	1,353,172
Purchases and sales of investments in subsidiaries and issuances of ordinary shares of the subsidiaries without loss of control (Note 15.2.1, 15.2.2 and 15.2.6)	706,139	(1,412,759)
Transfer to retained earnings	(215,813)	-
Warrants exercised of the subsidiary	77	-
Balance at end of year	430,816	(59,587)

41. SURPLUS FROM SALES OF WARRANTS OF THE SUBSIDIARY

Surplus from sales of warrants of the subsidiary represents the considerations received as a result of sales of warrants of the subsidiary constituting a change in the Company's ownership interest in the subsidiary without loss of control.

42. REVALUATION SURPLUS ON ASSETS

This represents surplus arising from revaluation of land which can neither be offset against deficit nor used for dividend payment.

43. TREASURY SHARES / APPROPRIATED RETAINED EARNINGS FOR TREASURY SHARES

On 8 August 2014, the Board of Directors of the Company passed a resolution to approve a programme to repurchase up to 600 million shares (par value of Baht 4 each), or 5% of the total number of shares in issue, with a budget of Baht 6,000 million, for liquidity surplus management purposes. The shares are to be repurchased on the Stock Exchange of Thailand within the period of 6 months, starting from 25 August 2014 to 24 February 2015, and can be resold more than 6 months after completing the repurchase. As at 31 March 2017, the Company had purchased back 95.8 million ordinary shares, for a total of approximately Baht 925.4 million (2016: Baht 925.4 million) or 0.8% of the total number of shares in issue.

According to letter No. Gor Lor Tor. Chor Sor. (Vor) 2/2548 of the Office of the Securities and Exchange Commission, dated 14 February 2005, concerning the acquisition of treasury shares, a public limited company may purchase back treasury shares in an amount not exceeding the amount of its retained earnings and is to appropriate an equal amount of retained earnings to a reserve for treasury shares, which must be maintained until the Company either sells the treasury shares or reduces its paid-up share capital by an amount equal to the value of the treasury shares which it could not sell. As at 31 March 2017, the Company appropriated the full required amount of retained earnings to a reserve for the treasury shares.

44. STATUTORY RESERVE

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

45. SERVICE INCOME

Details of service income are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Advertising income	2,069,064	1,620,116	-	-
Revenues from provision of operating services	1,697,901	1,630,291	-	-
Revenues from hotel and restaurant operations	634,225	561,338	-	-
Revenues from provision of spaces	454,355	363,139	67,800	64,807
Other service income	948,403	784,899	77,969	71,664
Total	5,803,948	4,959,783	145,769	136,471

46. INTEREST INCOME

Details of interest income are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Interest income under concession agreements	157,924	129,998	-	-
Interest income under finance lease agreement	1,111	2,811	-	-
Interest income under purchase and installation of operating system agreement	26,891	-	-	-
Interest income from financial institutions	181,292	219,330	18,604	41,321
Interest income from related parties	396,557	149,265	546,429	199,904
Total	763,775	501,404	565,033	241,225

47. OTHER EXPENSES

Details of other expenses are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Allowance for doubtful accounts	-	9,344	1,161	77,614
Allowance for impairment loss of assets	2,404	-	-	-
Allowance for diminution in value of investment	7,891	497,205	-	497,205
Loss on provisions	40,248	75,396	-	-
Total	50,543	581,945	1,161	574,819

48. EXPENSES BY NATURE

Significant expenses by nature are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
		(Restated)		
Salaries, wages and other benefits	1,657,628	1,325,909	261,351	225,465
Depreciation and amortisation	577,410	452,507	80,451	83,408
Consultation, project management and professional fee	215,020	154,490	137,451	56,185
Allowance for doubtful accounts	-	9,344	1,161	77,614
Allowance for impairment loss of assets	2,404	-	-	-
Allowance for impairment loss of investment	7,891	497,205	-	497,205
Loss on provisions	40,248	75,396	-	-
Premise tax and other taxes	123,396	109,602	33,154	28,906
Rental expenses from operating lease agreements	145,888	86,869	46,439	41,827
Repair and maintenance expenses	227,680	206,175	13,661	6,290
Utility expenses	208,257	219,470	22,228	23,196
Advertising and promotional expenses	251,455	88,040	506	261
Subcontractor expenses for train operating service	18,234	20,077	-	-
Concession fee	155,142	190,993	-	-
Costs of advertising services	162,444	83,622	-	-
Real estate development during the year	229,000	18,686	229,000	4,123
Change in real estate development costs	(205,468)	159,521	(178,635)	26,517
Cost of installation and construction services and train procurement service under concession agreement	1,538,807	100,532	-	-
Billboard rental expenses	112,659	-	-	-

49. INCOME TAX

Income tax expenses for the years ended 31 March 2017 and 2016 are made up as follows: *(Unit: Thousand Baht)*

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
		(Restated)		
Current income tax:				
Current income tax charge	782,627	1,364,458	11,339	916,192
Adjustment in respect of income tax of previous year	714	(4,620)	714	893
Deferred tax:				
Relating to origination and reversal of temporary differences	(125,786)	(238,723)	(692)	(110,376)
Income tax expense reported in the statement of comprehensive income	657,555	1,121,115	11,361	806,709

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 March 2017 and 2016 are as follows: *(Unit: Thousand Baht)*

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Deferred tax relating to:				
Gain (loss) on change in value of available-for-sale investments	56,756	(112,385)	67,228	(126,721)
Loss from actuarial loss	-	(13,180)	-	(3,799)
	56,756	(125,565)	67,228	(130,520)

Reconciliations between accounting profit and income tax expenses are detailed below. *(Unit: Thousand Baht)*

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
		(Restated)		
Accounting profit before income tax expenses	2,893,279	5,511,896	4,435,188	7,361,671
Applicable tax rate at 20%	578,656	1,102,379	887,038	1,472,334
Tax effect of:				
Unrecognised deferred tax on temporary differences	78,673	49,135	2,050	21,928
Utilisation of previously unrecognised deferred tax on temporary differences	(74,184)	(17,104)	(62,007)	(11,299)
Non-deductible expenses	27,900	15,111	9,605	8,100
Deductible expenses	(2,301)	(2,015)	(102)	(1,239)
Non-taxable income	(114,097)	(58,236)	(825,277)	(693,596)
Taxable income	5,999	16,130	158	16,130
Difference of tax rates in group companies	-	(58)	-	-
Adjustments in respect of deferred tax assets	(7,396)	-	-	-
Effect of eliminated entries on consolidated financial statements	155,586	11,185	-	-
Others	8,719	4,588	(104)	(5,649)
Income tax expenses	657,555	1,121,115	11,361	806,709

The tax rate enacted at the end of the reporting period of the Company and its subsidiaries is 20% (2016: 20% and 25%).

The components of deferred tax assets and deferred tax liabilities are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
		(Restated)		
Deferred tax assets				
Allowance for doubtful accounts	11,096	12,908	1,484	1,259
Allowance for asset impairment	133,222	140,400	-	-
Allowance for impairment of investment	99,441	99,441	99,441	99,441
Unrealised loss on changes in value of investments	171,774	224,685	156,504	221,049
Provision for long-term employee benefits	171,475	148,083	11,920	10,472
Transactions under concession and finance lease agreements	13,645	38,529	-	-
Unused tax loss	22,483	18,354	-	-
Others	20,798	18,050	371	508
Total	643,934	700,450	269,720	332,729
Deferred tax liabilities				
Revaluation surplus on land	449,275	449,275	-	-
Prepaid duty stamp	61,104	30,407	-	-
Transactions relating to sale of future net fare box revenues	2,173,732	2,333,579	-	-
Differences of forward and closing exchange rates	6,415	1,339	6,415	1,339
Differences of tax and accounting from depreciation calculation of assets	57,915	58,879	57,915	58,879
Fair value adjustment of assets as at business combination date	73,868	2,551	-	-
Others	10,921	4,672	4,088	4,672
Total	2,833,230	2,880,702	68,418	64,890
Net	(2,189,296)	(2,180,252)	201,302	267,839
Presented as				
Deferred tax assets - net	50,157	38,228	201,302	267,839
Deferred tax liabilities - net	(2,239,453)	(2,218,480)	-	-
Net	(2,189,296)	(2,180,252)	201,302	267,839

As at 31 March 2017, the Company and its subsidiaries have deductible temporary differences and unused tax losses totaling Baht 3,109 million (2016: Baht 3,199 million) (Separate financial statements: Baht 2,329 million (2016: Baht 2,653 million)), on which deferred tax assets have not been recognised as the Company and its subsidiaries believe they may not utilise the deferred tax asset or their future taxable profits may not be sufficient to allow utilisation of the temporary differences and unused tax losses.

The unused tax losses of the subsidiaries amounting to Baht 770 million (2016: Baht 548 million) will expire by 2022.

50. EARNINGS PER SHARE

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

Diluted earnings per share is calculated by dividing profit for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year plus the weighted average number of ordinary shares which would need to be issued to convert all dilutive potential ordinary shares into ordinary shares. The calculation assumes that such conversion took place either at the beginning of the period or on the date the potential ordinary shares were issued.

Details of calculation of earnings per share for the years ended 31 March 2017 and 2016 are as below.

	Consolidated financial statements					
	Profit		Weighted average number of ordinary shares		Earnings per share	
	2017	2016	2017	2016	2017	2016
	Thousand Baht	Thousand Baht	Thousand shares	Thousand shares	Baht	Baht
Basic earnings per share						
Profit attributable to equity holders of the Company	2,003,480	4,133,887	11,837,816	11,829,813	0.1692	0.3494
Effect of dilutive potential ordinary shares						
Warrants (BTS-WA)	-	-	257	1,971		
Warrants (BTS-WB)	-	-	3,138	5,168		
Diluted earnings per share						
Profit of ordinary shareholders assuming the conversion of dilutive potential ordinary shares	2,003,480	4,133,887	11,841,211	11,836,952	0.1692	0.3492

	Separate financial statements					
	Profit		Weighted average number of ordinary shares		Earnings per share	
	2017	2016	2017	2016	2017	2016
	Thousand Baht	Thousand Baht	Thousand shares	Thousand shares	Baht	Baht
Basic earnings per share						
Profit attributable to equity holders of the Company	4,423,826	6,554,962	11,837,816	11,829,813	0.3737	0.5541
Effect of dilutive potential ordinary shares						
Warrants (BTS-WA)	-	-	257	1,971		
Warrants (BTS-WB)	-	-	3,138	5,168		
Diluted earnings per share						
Profit of ordinary shareholders assuming the conversion of dilutive potential ordinary shares	4,423,826	6,554,962	11,841,211	11,836,952	0.3736	0.5538

The exercise price of the warrants (BTS-W3) is higher than the average market price of the Company's ordinary shares for the years ended 31 March 2017 and 2016. Therefore, the Company has not assumed conversion of the warrants in the calculation of diluted earnings per share in the consolidated and separate financial statements for the years ended 31 March 2017 and 2016.

In addition, the exercise price of the warrant (BTS-WC) is higher than the average market price of the Company's ordinary shares for the year ended 31 March 2017. Therefore, the Company has not assumed conversion of the warrants in the calculation of diluted earnings per share in the consolidated and separate financial statements for the years ended 31 March 2017.

51. PROMOTIONAL PRIVILEGES

Bangkok Payment Solutions Company Limited

A subsidiary (Bangkok Payment Solutions Company Limited) has received promotional privileges from the Board of Investment for the software development, pursuant to the investment promotion certificate No. 58-2513-1-00-2-0 issued on 24 November 2015. Subject to certain imposed conditions, the privileges include an exemption from corporate income tax for a period of 5 years from the date the promoted operations begin generating revenues (15 December 2015).

The subsidiary's revenues of promoted operations and non-promoted operations for the year ended 31 March 2017 amounted to Baht 52 million and Baht 74 million, respectively (2016: revenues of promoted operations and non-promoted operations amounting to Baht 20 million and Baht 56 million, respectively).

52. SEGMENT INFORMATION

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

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

- 1) Mass transit segment, which is the provision of service as operator of the Core BTS Sky Train System, service under the operating and maintenance service agreement of extension to the Core BTS Sky Train System and of the Green Line (Mo Chit-Sapanmai-Kukot and Bearing-Samutprakan), installation services for BTS Sky Train System, service under the operating and bus procurement (BRT) agreement and related other services
- 2) Media segment, which provides advertising services on Bangkok Mass Transit System (BTS), in department stores, in office buildings and others
- 3) Property segment, which consists of hotel and condominium
- 4) Service segment, which is the provision of services of Rabbit Card and other services not included in the other major segments

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

The following table presents revenue and profit information regarding the Company and its subsidiaries' operating segments for the years ended 31 March 2017 and 2016.

(Unit: Million Baht)

	For the years ended 31 March											
	Mass Transit segment		Media segment		Property segment		Service segment		Elimination		Consolidated Financial statements	
	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016
Revenues from external customers	3,247	1,713	2,680	2,083	33	298	1,625	1,258	-	-	7,585	5,352
Inter-segment revenues	242	176	185	35	87	-	608	208	(1,122)	(419)	-	-
Total revenues	3,489	1,889	2,865	2,118	120	298	2,233	1,466	(1,122)	(419)	7,585	5,352
Segment profit	962	808	1,772	1,494	10	119	593	461	-	-	3,337	2,882
Unallocated revenues and expenses:												
Management income											3	3
Dividend income											271	281
Interest income											764	501
Gain from sales of investments											416	183
Gain on sale of warrants											-	3,459
Gain on change in status of investment											207	-
Gain on debt settlement/reversal of creditors per rehabilitation plan											149	96
Other income											222	194
Selling expenses											(390)	(174)
Administrative expenses											(1,776)	(1,452)
Other expenses											(50)	(582)
Share of loss from investments in joint ventures											(400)	(340)
Share of profit from investments in associates											787	751
Finance cost											(647)	(290)
Income tax expenses											(657)	(1,121)
Profit for the year											2,236	4,391
Non-controlling interests of the subsidiaries											(232)	(257)
Profit attributable to equity holders of the Company											2,004	4,134

Geographic information

The Company and its subsidiaries mainly operate in Thailand only. As a result, all of the revenues and assets as reflected in these financial statements pertain exclusively to this geographical reportable segment.

During the year ended 31 March 2017, a subsidiary (VGI Global Media Public Company Limited) has revenues from top 10 major customers in total amount of Baht 1,618 million, arising from media segment (2016: Baht 1,403 million).

53. PROVIDENT FUND

The Company, its subsidiaries and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees and the Company and its subsidiaries contributed to the fund monthly at the rate of 5% of basic salary. The fund, which is managed by BBL Asset Management Company Limited, and SCB Asset Management Company Limited will be paid to employees upon termination in accordance with the fund rules. During the year ended 31 March 2017, the Company and its subsidiaries recognised the contributions as expenses amounting to Baht 56 million (2016: Baht 40 million) (Separate financial statements: Baht 5 million (2016: Baht 4 million)) (Baht 24 million (2016: Baht 12 million) claimed from BTSGIF).

54. DIVIDENDS

Dividends	Approved by	Total dividends (Million Baht)	Dividend per share (Baht)
Final dividends for 2014/2015	Annual General Meeting of the shareholders on 24 July 2015	3,548	0.30
Interim dividends for 2015/2016	Board of Directors' meeting on 11 January 2016	4,022	0.34
Total for the year ended 31 March 2016		7,570	
Final dividends for 2015/2016	Annual General Meeting of the shareholders on 22 July 2016	4,024	0.34
Interim dividends for 2016/2017	Board of Directors' meeting on 9 January 2017	1,953	0.165
Total for the year ended 31 March 2017		5,977	

55. CONTRACTS IN PROGRESS

As at 31 March 2017, the aggregate amount of installation and construction services cost incurred and recognised profits or losses to date for contracts of installation and construction services of the subsidiary was approximately Baht 1,026 million (2016: Baht 49 million), and gross amounts due from customers for contracts of installation and construction services were approximately Baht 51 million (2016: Baht 32 million), and gross amounts due to customers for contracts in progress were approximately Baht 3 million (2016: Baht 14 million).

56. COMMITMENTS AND CONTINGENT LIABILITIES

As at the date of the statements of financial position, the Company and its subsidiaries had commitments and contingent liabilities as follows:

56.1 CAPITAL COMMITMENTS

- a) The Company and its subsidiaries (HHT Construction Company Limited, BTS Land Company Limited, Muangthong Assets Company Limited and Man Food Products Company Limited) had outstanding commitments of approximately Baht 339 million and HKD 2 million (2016: Baht 491 million and HKD 2 million) in respect of agreements of consultation, design and construction projects and machinery.
- b) The Company and its subsidiaries (Nine Square Property Company Limited, BTS Land Company Limited and Mak8 Company Limited) had outstanding commitments with a subsidiary (HHT Construction Company Limited) approximately Baht 779 million (2016: Baht 53 million) in respect of renovation and development of golf course and hotel construction.
- c) The Company had outstanding commitments of USD 19 million (2016: USD 29 million) in respect of overseas investments.
- d) The subsidiary (Dnal Company Limited) had outstanding commitments of approximately Baht 255 million (2016: Baht 953 million) relating to the agreements to purchase and to sell of land and building.
- e) A subsidiary (BTSC) had capital commitments totaling Baht 10 million (2016: Baht 30 million) in respect of improvements of BTS Sky train System.
- f) A subsidiary (Bangkok Smartcard System Company Limited) had capital commitments of Baht 11 million (2016: Baht 14 million) relating to the installation of common ticketing systems, management information system and development of website.
- g) The subsidiaries had capital commitments of Baht 97 million (2016: Baht 47 million), relating to the acquisition of equipment and software computer leasehold rights and billboards.
- h) A subsidiary (Rabbit Rewards Company Limited) entered into a contract for implementation and management the privileges card of the common ticketing system and installation of related equipment. Under the contract, the subsidiary is committed to pay a service fee in the future and comply with certain conditions as specified in the agreement.

Obligations as discussed in e) will be allocated for collection from BTS Rail Mass Transit Growth Infrastructure Fund in accordance with bases and assumptions determined by BTSC's management. BTSC's management believes that these bases and assumptions are appropriate under the current circumstances.

56.2 OPERATING LEASE COMMITMENTS

The Company and its subsidiaries have entered into several lease agreements in respect of the lease of land, office building space, motor vehicles and equipment.

The Company and its subsidiaries have future minimum lease payments required under these non-cancellable operating lease contracts were as follows:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Payable:				
Up to 1 year	149	53	45	40
Over 1 and up to 5 years	241	158	108	119
Over 5 years	282	297	195	222

Under the conditions of the lease agreements for advertising space, the subsidiaries are committed to pay rental on a monthly basis. One-month deposits were made and will be refunded when the agreements are terminated with the consent of the lessor. The agreements are renewable for every 3 years with rental adjustment made based on current market conditions.

Obligations will be allocated for collection from BTS Rail Mass Transit Growth Infrastructure Fund in accordance with bases and assumptions determined by BTSC's management. BTSC's management believes that these bases and assumptions are appropriate under the current circumstances

56.3 SERVICE CONTRACT COMMITMENTS

- a) A subsidiary (BTSC) had commitments of approximately Baht 10 million (2016: Baht 53 million) relating to its operations under the agreements of the Bus Rapid Transit (BRT) project - Chong Nonsi to Sa-pan Krung Thep Line (Chong Nonsi - Ratchaphruek).
- b) A subsidiary (BTSC) had commitments under service agreements with contractors relating to the procurement and installation of electronic and mechanical systems for the Mass Transit System - Green Line (Mo Chit-Sapanmai-Kukot and Bearing-Samutprakan).
- c) A subsidiary (BTSC) had commitments of approximately Baht 26 million (2016: Baht 48 million) under service agreements with the subsidiaries (Bangkok Payment Solutions Company Limited and Bangkok Smartcard System Company Limited) relating to compliance with the Establishment Central Clearing House Project (CCH) Agreement.
- d) A subsidiary (BTSC) had commitments amounting to approximately Baht 371 million under service agreements with a contractor for the design and construction of Suksawittaya Station (S4), relating to a memorandum of agreement for the construction of S4 station between the subsidiary, BTSGIF and another company dated 10 August 2016. The subsidiary is responsible for procurement and is the counterparty with the contractor, while BTSGIF and the other company are responsible for construction costs totaling not more than Baht 650 million.
- e) The Company and its subsidiaries had committed to pay fees totaling Baht 340 million (2016: Baht 270 million) (Separate financial statements: Baht 15 million (2016: Baht 21 million)) relating to service agreements.

Certain obligations as discussed in d) and e) will be allocated for collection from BTS Rail Mass Transit Growth Infrastructure Fund in accordance with bases and assumptions determined by BTSC's management. The subsidiary's management believes that these bases and assumptions are appropriate under the current circumstances.

56.4 COMMITMENTS UNDER MAINTENANCE CONTRACT

On 15 September 2014, a subsidiary (BTSC) entered into a fifteen-year maintenance contract with a contractor. Under the contract, the subsidiary has capital commitments in respect of the cost of maintenance and spares supply service fees in relation to the project over a period of 15 years. The amount to be paid for the first year is approximately Baht 253 million and EUR 3 million, while in subsequent years the amount to be paid will be adjusted upwards with reference to the consumer price index. The contract is effective from 1 January 2015.

Subsequently, on 23 May 2016, the subsidiary entered into a maintenance contract for 22 of the 46 4-car trains (as discussed in Note 56.5 d) to the financial statements) with a contractor. Under the contract, the subsidiary has capital commitments in respect of the cost of maintenance and spares supply service fees in relation to the project over a period of 16 years. Charges for the first 16 months are approximately Baht 67 million and the annual maintenance fees to be paid for the first year are approximately Baht 73 million and EUR 1.3 million, while in future years, the amount to be paid will be adjusted upwards with reference to the consumer price index. The subsidiary has not yet begun making payment of this cost.

Obligations will be allocated for collection from BTS Rail Mass Transit Growth Infrastructure Fund in accordance with bases and assumptions determined by the subsidiary's management. The subsidiary's management believes that these bases and assumptions are appropriate under the current circumstances.

56.5 LONG-TERM CONTRACT COMMITMENTS

- a) The Company entered into a service agreement with an associate (Absolute Hotel Services Company Limited), which is to furnish the Company with consultation and hotel business management-related services. Under the conditions of the agreement, the Company is to pay service fees of Baht 1.4 million per month.

- b) The Company entered into a management agreement with its subsidiary (Tanayong Property Management Company Limited), which is to furnish the Company with systems management services. Under the conditions of the agreement, the Company is to pay service fees at the rate specified in the agreement.
- c) A subsidiary (Muangthong Assets Company Limited) entered into service agreements with an associate (Absolute Hotel Services Company Limited), which is to furnish the subsidiary with royalty and hotel business management - related services. The subsidiary are to pay service fees at a rate as stipulated in the agreement.
- d) A subsidiary (BTSC) had commitments totaling EUR 146 million and Baht 402 million in respect of the acquisitions of 46 4-car trains and related equipment, and spare parts for 22 4-car trains, for which agreements have already been concluded (under the agreements concerning the purchases of the trains and related equipment, the subsidiary paid advances amounting to Euro 72 million, equivalent to Baht 2,777 million, and Baht 274 million (As at 31 March 2017, the subsidiary presented an outstanding balance of advances for acquisitions of assets of Baht 2,384 million, which was the balance net of the amounts allocated to be charged to BTS Rail Mass Transit Growth Infrastructure Fund and the amounts recorded as cost of train procurement service income under concession agreement)).

Obligations will be allocated to and collected from BTS Rail Mass Transit Growth Infrastructure Fund, in accordance with bases and assumptions determined by the subsidiary's management. The subsidiary's management believes that these bases and assumptions are appropriate under the current circumstances.

In addition, under the operation and maintenance contract for a mass transit system in Bangkok, dated 3 May 2012, the subsidiary also has future commitments in respect of acquisitions of elevated trains, totaling 70 cars. The trains must be in operation by 2030.

- e) A subsidiary (BTSC) had commitments amounting to Baht 336 million in respect of the acquisitions of 3 2-car trains for the Gold Line Monorail Mass Rapid Transit System project (under the agreement concerning the purchase of the trains, the subsidiary paid advance amounting to Baht 37 million).
- f) A subsidiary (BTSC) had outstanding commitments under the concession agreements of the Bangkok Mass Transit System project for extension line - Silom (S7-S8) and Sukhumvit (E10-E14), for a period of 15 years as from the year 2015 to the year 2029. Compensation which is payable throughout the terms of the agreements expected to be risen every three years in accordance with the passenger growth rate, but at least 10%. The amount to be paid for the 1-3 year is approximately Baht 79 million.
- g) A subsidiary (VGI Global Media Public Company Limited) had outstanding commitments as stipulated in the agreements as follows:
- 1) Concession agreements for the installation and management of advertising media in buildings with a related company and unrelated companies, whereby it is to install, and manage the provision of advertising through, LCD screens in these buildings
 - 2) Concession agreements for the management and provision of advertising space, and other related agreements

The subsidiary had outstanding commitments with respect to minimum guarantees under concession agreements. Fees are payable as follows.

(Unit: Million Baht)

	2017	2016
Fees payable:		
Up to 1 year	58	59
Over 1 and up to 5 years	99	117
Over 5 years	-	10

These amounts will be adjusted in accordance with actual performance, based on certain rates stipulated in the agreements.

In addition, the subsidiary entered into an agreement with an associate (Demo Power (Thailand) Company Limited), transferring to DPT the rights to use space at BTS stations for carrying on marketing activities, as discussed in Note 17.1.4 to the financial statements. Under the conditions of the agreement, the subsidiary is to receive compensation on the basis of the actual revenue generated, at rates stipulated in the agreement.

56.6 OTHER COMMITMENTS

- a) The Company and its subsidiary (BTSC) had commitments in respect of compliance with the Net Revenue Purchase and Transfer Agreement and other agreements relating to infrastructure fund transaction.
- b) The Company had commitments in respect of compliance with the Securities Borrowing and Lending Agreements that the Company had already entered into with the security companies.
- c) A subsidiary (BTSC) has commitments in respect of its performance in accordance with the Purchase and Installation of Operating System (Electric and Mechanic) Agreement for the Green Line (Mo Chit-Sapanmai-Kukot and Bearing-Samutprakan) dated 28 June 2016 that the subsidiary and Krungthep Thanacom Company Limited signed.
- d) A subsidiary (BTSC) has commitments in respect of its performance in accordance with the Operating and Maintenance Agreement for the Green Line (Mo Chit-Sapanmai-Kukot and Bearing-Samutprakan) dated 1 August 2016 that the subsidiary and Krungthep Thanacom Company Limited signed.

56.7 GUARANTEES

- a) There is a bank guarantee of Baht 23 million (2016: Baht 23 million) issued by a bank on behalf of the Company to the Ministry of Finance for construction of a building on state-owned land.
- b) A subsidiary (BTSC) had outstanding bank guarantees issued by a bank on behalf of the subsidiary amounting to Baht 57 million (2016: Baht 57 million) to guarantee electricity use and Baht 100 million (2016: Nil) to guarantee compliance with the Purchase and Installation of Operating System (Electric and Mechanic) Agreement for the Green Line (Mo Chit-Sapanmai-Kukot and Bearing-Samutprakan). In addition, there was an outstanding bank guarantee of Baht 40 million (2016: Baht 40 million) issued by a bank on behalf of the subsidiary to guarantee compliance with Contract for Establishment of Central Clearing House Project (CCH). A current investment of Baht 14 million has been pledged as collateral.

BTS Rail Mass Transit Growth Infrastructure Fund will be responsible for the bank guarantees amounting to Baht 38 million (2016: Baht 38 million) issued by a bank on behalf of the subsidiary to the Metropolitan Electricity Authority to guarantee electricity use.

- c) The Company and its subsidiaries had additional bank guarantees issued by banks as required in their normal operations of approximately Baht 338 million (Separate financial statements: Baht 52 million) (2016: Baht 274 million (Separate financial statements: Baht 3 million)).
- d) The Company provided a guarantee on BTSC's compliance to BTS Rail Mass Transit Growth Infrastructure Fund as discussed in Sponsor Support and Guarantee Agreement.
- e) A subsidiary (Master Ad Public Company Limited) had guaranteed bank credit facilities of its associate (Landy Development Company Limited) amounting to Baht 19 million.

56.8 LITIGATIONS

- a) The Company and its subsidiaries (Yong Su Company Limited and Dnal Company Limited), as mortgagors of the assets placed as security for the Company's bonds, were sued by a local bank, for payment of the secured bonds, together with interest charges and other related expenses, totaling approximately Baht 4,251 million. The Court of First Instance ordered the two subsidiaries to make payment of such amount. The two subsidiaries appealed the decision and the Appeals Court found in accordance with the Court of First Instance. However, the bank has submitted settlement claims under the Company's business rehabilitation plan and the Company held an open auction of such assets in order to make payment to the bank. Therefore, the subsidiaries have not set aside provision for the contingent liability in their accounts.

- b) A creditor under the Company's business rehabilitation plan filed a petition with the Central Bankruptcy Court, asking the court to overturn the order of the official receiver regarding the amount of debt settlement it is entitled to receive. The Central Bankruptcy Court ordered the amendment of the amounts of the debt settlement entitlements. The creditor appealed the order of the Central Bankruptcy Court to the Supreme Court. Subsequently, On 24 August 2016, the Central Bankruptcy Court read the Supreme Court's order regarding the debt settlement entitlement of a creditor per the rehabilitation plan and the case was deemed to be finalised. The Company was to repay debts to the creditor as specified in the rehabilitation plan with interest at a rate of 7.5% per annum (According to the rehabilitation plan, a creditor will receive amount of debt exclude interest.) The Company deposited assets (recorded under assets awaiting transfer under rehabilitation plan and investments in subsidiaries awaiting transfer under rehabilitation plan in its accounts) at the Deposit of Property Office, Legal Execution Department for debt settlement. In addition, the Company deposited cash with the Central Bankruptcy Court as a guarantee of debt settlement with the creditor. Therefore, the Company recorded the transfer of assets awaiting transfer under rehabilitation plan, investments in subsidiaries awaiting transfer under rehabilitation plan and cash deposited as collateral for debt settlement to settle the debt with the creditor, as discussed in Note 30 to the financial statements.
- c) A creditor under the Company's business rehabilitation plan filed a petition with the Central Bankruptcy Court, asking the court to order the Company to make payment of debt under the rehabilitation plan amounting to Baht 49 million, together with interest at a rate of 7.5% per annum. The Central Bankruptcy Court ordered the Company to make such payment but both the creditor and the Company subsequently filed separate appeals with the Supreme Court. Subsequently, on 15 February 2017, the Central Bankruptcy Court read the Supreme Court's order regarding the debt settlement entitlement of the creditor per the rehabilitation plan, and the case was deemed to be finalised. The Company was required to repay debts to the creditor per the rehabilitation plan amounting to Baht 49 million, together with interest at a rate of 7.5% per annum, for a total of Baht 74 million. The Company has already recorded the liability in its accounts, as discussed in Note 30 to the financial statements.
- d) Creditors under the business rehabilitation plan of a subsidiary (BTSC) have filed petitions with the Central Bankruptcy Court with respect to their claims totaling approximately Baht 307 million, of which the official receiver ordered the subsidiary to pay approximately Baht 21 million. However, the Court dismissed the petitions and currently, the cases are being considered by the Supreme Court. The subsidiary believes that no significant loss will result from this case.
- e) Bangkok Metropolitan Administration called for a subsidiary (BTSC) to pay Baht 93 million for the use of state owned land, together with penalties and surcharges on the outstanding amount at a rate of 18% per annum, and fees for land use and a letter of guarantee for a building construction contract totaling approximately Baht 21 million. The subsidiary argued that it had no obligation to pay these expenses because, under its concession agreement, the subsidiary has the right to use such land of the Bangkok Mass Transit System without liability for payment of any rental, fees and any other expenses incurred. On 3 May 2017, the Central Bankruptcy Court read the Supreme Court's order regarding the debt settlement entitlement of the creditor, and the case was deemed to be finalised. The subsidiary was required to pay debt totaling Baht 114 million, together with interest at a rate of 7.5% per annum. However, the business rehabilitation plan stipulates that the creditor will receive settlement without interest. The subsidiary recorded the debt (excluding interest) in its accounts.
- f) A subsidiary (BTSC) was sued together with Bangkok Metropolitan Administration and the Bangkok Governor in an administrative case seeking to have elevators and facilities for the disabled installed at 23 elevated train stations and on elevated trains. The Administrative Court of First Instance dismissed the case since, in their opinion, when the Concession Agreement was concluded there were no laws requiring that the defendants build elevators and facilities for the disabled. Subsequently, the plaintiffs appealed to the Supreme Administrative Court and on 21 January 2015, the Supreme Administrative Court issued an order reversing the decision of the Administrative Court of First Instance and ordering the Bangkok Governor, on behalf of the Bangkok Metropolitan Administration, to provide elevators and facilities for the disabled at 23 elevated train stations within 1 year and ordered the subsidiary to cooperate. Currently, the Bangkok Metropolitan Administration is implementing these actions.

- g) On 15 October 2015, a jointly controlled company (Bayswater Co., Ltd.) purchased land through an auction organised by the official receiver for a price of Baht 7,350 million. However, a company who is a debtor under the bankruptcy action and the original landowner (not related to the Company and its subsidiaries) (“Debtor”) petitioned the Central Bankruptcy Court (“the Court”) seeking an order to cease the auction of assets of the debtor. On 22 September 2015, the Court dismissed the petition on the grounds that there was no legal basis to permit the petition. Subsequently, on 23 September 2015, the debtor lodged an appeal of the Court’s order with the Supreme Court, asking for permission to appeal. The Supreme Court denied the debtor leave to appeal.

Subsequently, on 14 October 2015 the debtor company filed petitions asking the Court to order the official receiver to accept an application for a composition of debt for processing in accordance with the law, and to order the postponement or cessation of the auction that was to be held on 15 October 2015 and the following day, based on the auction announcement. The Court dismissed the petition on 28 January 2016. Subsequently, on 4 March 2016, the debtor lodged an appeal of the Court’s order with the Supreme Court, asking for permission to appeal. Currently, the Supreme Court is considering whether to order the official receiver to accept an application for a composition of debt and to order the cancelation of the auction.

In addition, on 29 October 2015 the debtor company and its 2 unsecured creditors (“Creditors”) filed petitions asking the Court to order the cancelation of the auction of assets and to cease compulsory of litigation result during consideration of the petitions of cancelation of the auction of assets. The Court dismissed the petition on 28 January 2016. Subsequently, on 18 February 2016, the debtor and its creditors lodged an appeal of the Court’s order with the Supreme Court, asking for permission to appeal. Currently, the Supreme Court is considering whether to order the Central Bankruptcy Court to accept the petition to investigate and order the cancelation of the auction.

The Company and the jointly controlled company believe that no significant losses will result from these cases.

57. FAIR VALUE HIERARCHY

As at 31 March 2017, the Company and its subsidiaries had the assets and liabilities that were measured at fair value using different levels of inputs as follows:

(Unit: Million Baht)

	Consolidated Financial Statements			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Held for trade investments				
Unit trust in fixed income funds	-	363	-	363
Equity instruments	426	-	-	426
Derivative warrants	-	123	-	123
Debt instruments	-	90	-	90
Available-for-sale investments				
Unit trust in fixed income funds	-	70	-	70
Equity instruments	3,830	1,342	-	5,172
Assets for which fair value are disclosed				
Held to maturity securities				
Foreign government and state-owned enterprise bonds	-	2,728	-	2,728
Domestic private debt securities	-	2,744	-	2,744
Foreign private debt securities	-	2,099	-	2,099
Investment properties	-	2,804	198	3,002
Investments in listed associates				
Derivative	25,607	-	-	25,607
Forward exchange agreements to sell	-	61	-	61

(Unit: Million Baht)

	Consolidated Financial Statements			
	Level 1	Level 2	Level 3	Total
Liabilities for which fair value are disclosed				
Debentures	-	21,919	-	21,919
Derivatives				
Cross currency and interest rate swap agreement	-	6	-	6
Interest rate swap agreement	-	3	-	3

(Unit: Million Baht)

	Separate Financial Statements			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Held for trade investments				
Equity instruments	426	-	-	426
Available-for-sale investments				
Equity instruments	3,480	503	-	3,983
Assets for which fair value are disclosed				
Held to maturity securities				
Domestic private debt securities	-	891	-	891
Investment properties	-	2,596	2,131	4,727
Investments in listed associates	25,607	-	-	25,607
Derivatives				
Forward exchange agreements to sell	-	44	-	44

58. FINANCIAL INSTRUMENTS

58.1 FINANCIAL RISK MANAGEMENT

The Company's and its subsidiaries' financial instruments, as defined under Thai Accounting Standard No. 107 "Financial Instruments: Disclosure and Presentations", principally consist of the following:

Financial assets	Financial liabilities
<ul style="list-style-type: none">- Cash and cash equivalents- Current investments- Bank account for advances from cardholders- Trade and other receivables- Receivable under concession agreements- Receivable under purchase and installation of operating system agreement- Short-term loans- Accrued income- Restricted deposits- Cash deposited as collateral for debt settlement- Long-term loans- Other long-term investments- Deposits and advances for asset acquisitions	<ul style="list-style-type: none">- Short-term loans from financial institutions- Bills of exchange payables- Trade and other payables- Advance received from cardholders- Short-term loans- Creditors per rehabilitation plan- Long-term loans- Long-term debentures- Retention payable

The financial risks associated with these financial instruments and how they are managed described as follows:

CREDIT RISK

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

INTEREST RATE RISK

The Company's and its subsidiaries' exposure to interest rate risk relates primarily to their cash at bank, investments, loans, receivable under concession agreements and receivable under purchase and installation of operating system agreement, bills of exchange and debentures. However, since most of the Company's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate, the interest rate risk is expected to be minimal.

Significant financial assets and liabilities as at 31 March 2017 and 2016 classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the re-priced date (if this occurs before the maturity date).

(Unit: Million Baht)

	As at 31 March 2017						Interest rate (% p.a.)
	Consolidated financial statements						
	Fixed interest rates			Floating interest rate	Non- interest bearing	Total	
	Within 1 year	1-5 years	Over 5 years				
<u>Financial assets</u>							
Cash and cash equivalents	9,977	-	-	5,074	44	15,095	-0.60 to 3.00
Current investments	5,393	-	-	-	983	6,376	0.85 to 5.10
Bank account for advances from cardholders	-	-	-	375	-	375	0.50 to 1.65
Trade and other receivables	-	-	-	-	2,176	2,176	-
Receivable under concession agreements	97	953	3,254	-	-	4,304	0.58 to 6.12
Receivable under purchase and installation of operating system agreement	-	712	-	-	-	712	5.20
Accrued income	-	-	-	-	850	850	-
Restricted deposits	87	-	-	-	30	117	0.55 to 1.75
Cash deposited as collateral for debt settlement	-	-	-	-	51	51	-
Long-term loans to related parties	92	9,180	45	-	-	9,317	MLR - 0.5, 3.85 to 12.00
Other long-term investments	-	4,682	974	-	7,865	13,521	2.71 to 10.75
Deposits and advances for asset acquisitions	-	-	-	-	2,422	2,422	-
	15,646	15,527	4,273	5,449	14,421	55,316	
<u>Financial liabilities</u>							
Short-term loans from financial institutions	778	-	-	-	-	778	2.08 to 2.10
Bills of exchange payables	13,374	-	-	-	-	13,374	1.70 to 1.85
Trade and other payables	-	-	-	-	2,802	2,802	-
Advance received from cardholders	-	-	-	-	375	375	-
Short-term loan to related party	4	-	-	-	-	4	6.50
Creditors per rehabilitation plan	-	-	-	-	75	75	-
Long-term loans from financial institutions	-	-	-	2,179	-	2,179	Note 31
Long-term debentures	-	7,693	14,285	-	-	21,978	2.46 to 3.87
Retention payable	-	-	-	-	141	141	-
	14,156	7,693	14,285	2,179	3,393	41,706	

(Unit: Million Baht)

	As at 31 March 2016 (Restated)						
	Consolidated financial statements						
	Fixed interest rates			Floating interest rate	Non-interest bearing	Total	Interest rate
	Within 1 year	1-5 years	Over 5 years				
							(% p.a.)
<u>Financial assets</u>							
Cash and cash equivalents	246	-	-	2,080	36	2,362	0.01 to 3.00
Current investments	3,319	-	-	-	1,348	4,667	0.90 to 4.98
Bank account for advances from cardholders	-	-	-	285	-	285	0.38 to 2.00
Trade and other receivables	-	-	-	-	1,086	1,086	-
Receivable under concession agreement	94	405	3,116	-	-	3,615	0.58 and 6.12
Short-term loan to related party	-	-	-	-	14	14	-
Accrued income	-	-	-	-	653	653	-
Restricted deposits	1,154	-	-	-	117	1,271	5.20
Cash deposited as collateral for debt settlement	-	-	-	-	171	171	-
Long-term loans to related parties	54	5,948	-	-	-	6,002	MLR-0.5
Other long-term investments	-	-	697	-	9,054	9,751	4.38
	4,867	6,353	3,813	2,365	12,479	29,877	
<u>Financial liabilities</u>							
Short-term loans from financial institutions	3,750	-	-	-	-	3,750	1.96 to 2.60
Bills of exchange payables	2,917	-	-	-	-	2,917	2.18 to 2.65
Trade and other payables	-	-	-	-	1,623	1,623	-
Advance received from cardholders	-	-	-	-	281	281	-
Short-term loan to related party	-	-	-	-	36	36	-
Creditors per rehabilitation plan	-	-	-	-	638	638	-
Long-term loans from financial institutions	-	-	-	1,268	-	1,268	LIBOR+0.8
Long-term debentures	1,347	-	-	-	-	1,347	6.75
Retention payable	-	-	-	-	137	137	-
	8,014	-	-	1,268	2,715	11,997	

(Unit: Million Baht)

As at 31 March 2017							
Separate financial statements							
	Fixed interest rates			Floating interest rate	Non-interest bearing	Total	Interest rate
	Within 1 year	1-5 years	Over 5 years				
(% p.a.)							
<u>Financial assets</u>							
Cash and cash equivalents	-	-	-	1,775	-	1,775	0.01 to 1.40
Current investments	154	-	-	-	426	580	1.25 to 1.70
Trade and other receivables	-	-	-	-	1,177	1,177	-
Restricted deposits	-	-	-	-	30	30	-
Cash deposited as collateral for debt settlement	-	-	-	-	51	51	-
Long-term loans to related parties	-	13,773	-	-	-	13,773	MLR - 0.5, 3.50 to 5.65
Other long-term investments	-	-	875	-	6,653	7,528	4.00 to 4.375
	154	13,773	875	1,775	8,337	24,914	
<u>Financial liabilities</u>							
Bills of exchange payables	13,374	-	-	-	-	13,374	1.70 to 1.85
Trade and other payables	-	-	-	-	1,031	1,031	-
Short-term loan from related party	-	-	-	16,500	-	16,500	2.03 to 2.71
Creditors per rehabilitation plan	-	-	-	-	75	75	-
Retention payable	-	-	-	-	27	27	-
	13,374	-	-	16,500	1,133	31,007	

(Unit: Million Baht)

As at 31 March 2016							
Separate financial statements							
	Fixed interest rates			Floating interest rate	Non-interest bearing	Total	Interest rate
	Within 1 year	1-5 years	Over 5 years				
(% p.a.)							
<u>Financial assets</u>							
Cash and cash equivalents	140	-	-	241	-	381	0.10 to 1.25
Current investments	864	-	-	-	-	864	0.90 to 4.89
Trade and other receivables	-	-	-	-	222	222	-
Restricted deposits	1,154	-	-	-	30	1,184	5.20
Cash deposited as collateral for debt settlement	-	-	-	-	171	171	-
Long-term loans to related parties	-	9,835	-	-	-	9,835	MLR-0.5, 3.00 to 3.40
Other long-term investments	-	-	597	-	6,510	7,107	4.00 to 4.375
	2,158	9,835	597	241	6,933	19,764	
<u>Financial liabilities</u>							
Short-term loans from financial institutions	3,510	-	-	-	-	3,510	1.96 to 2.60
Bills of exchange payables	2,917	-	-	-	-	2,917	2.18 to 2.65
Trade and other payables	-	-	-	-	517	517	-
Short-term loan from related party	-	-	-	18,033	-	18,033	1.50 to 2.03
Creditors per rehabilitation plan	-	-	-	-	638	638	-
Long-term loan from financial institutions	-	-	-	1,062	-	1,062	LIBOR+0.8
Retention payable	-	-	-	-	19	19	-
	6,427	-	-	19,095	1,174	26,696	

The subsidiary entered into an interest rate swap agreement with a local commercial bank to manage risk associated with the financial liabilities carrying floating interest. The details of the interest rate swap agreement outstanding as at 31 March 2017 are as follows:

Contractual				
Effective date	Maturity date	Notional amount	Interest to pay	Interest to receive
21 March 2017	28 February 2022	Baht 700 million	3.57% per annum	6M THBFIX plus 1.26% per annum

FOREIGN CURRENCY RISK

As at 31 March 2017 and 2016, the balances of financial assets and liabilities denominated in foreign currencies are summarised below.

Foreign currencies	Consolidated financial statements				Separate financial statements				Average exchange rate	
	Financial assets		Financial liabilities		Financial assets		Financial liabilities		2017	2016
	2017	2016	2017	2016	2017	2016	2017	2016		
	(Million)	(Million)	(Million)	(Million)	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
USD	98	76	-	30	36	51	-	30	34.4501	35.2392
EUR	170	31	1	1	-	-	-	-	36.7904	39.8996
SGD	-	-	1	1	-	-	-	-	24.6540	26.0867
RMB	-	247	-	-	-	215	-	-	5.0069	5.5143
JPY	-	-	2,273	-	-	-	-	-	0.3077	0.3134

The Company and its subsidiaries' exposure to foreign currency risk arises mainly from cash at banks, investments, the purchase transactions of spare parts and equipment and loans that are denominated in foreign currencies. The Company and its subsidiary seek to reduce this risk by entering into forward exchange agreement and cross currency and interest rate swap agreement.

As at 31 March 2017, the Company has entered into forward exchange agreements to sell as follows:

	2017		
	Amount	Forward rate	Maturity date
The Company			
USD/THB	USD 30 million	35.31 THB/USD	April 2017
USD/THB	USD 24 million	35.09 THB/USD	June 2017
The subsidiary			
USD/THB	USD 30 million	35.01 THB/USD	April 2017
	2016		
	Amount	Forward rate	Maturity date
USD/THB	USD 24 million	35.69 THB/USD	March 2017

In addition, as at 31 March 2017, the subsidiary had entered into cross currency and interest rate swap agreements as follows:

Effective date	Contractual maturity date	2017			
		Amount to pay		Amount to receive	
		Notional amount	Interest rate	Notional amount	Interest rate
The subsidiary					
21 March 2017	23 March 2022	Baht 700 million	3.57% per annum	JPY 2,273 million	ZTIBOR plus 0.60% per annum

Effective date	Contractual maturity date	2016	
		Amount to pay	Amount to receive
		Notional amount	Notional amount
The Company			
4 October 2013	22 August 2016	USD 0.24 million	Baht 7.5 million
9 April 2014	11 April 2016	RMB 214 million	Baht 1,154 million

58.2 FAIR VALUE OF FINANCIAL INSTRUMENTS

The fair value of the Company and its subsidiaries' financial instruments are not expected to differ materially from the amounts presented in the statement of financial position, except for the following:

(Unit: Million Baht)

	Consolidated financial statements			
	Carrying amount		Fair value	
	2017	2016	2017	2016
Financial Assets				
Held to maturity securities				
Foreign government and state-owned enterprise bonds	2,746	-	2,728	-
Domestic private debt securities	2,725	697	2,744	718
Foreign private debt securities	2,094	-	2,099	-
Financial liabilities				
Debentures	21,978	-	21,919	-

(Unit: Million Baht)

	Separate financial statements			
	Carrying amount		Fair value	
	2017	2016	2017	2016
Financial Assets				
Held to maturity securities				
Domestic private debt securities	874	597	891	615

The estimated fair value of the derivatives was as follows:

(Unit: Million Baht)

	2017	
	Consolidated financial statements	Separate financial statements
	Gain (loss)	Gain (loss)
Forward exchange agreements to sell	61	44
Cross currency and interest rate swap agreement	(6)	-
Interest rate swap agreement	(3)	-

(Unit: Million Baht)

	2016	
	Consolidated and separate financial statements	
	Gain (loss)	
Forward exchange agreements to sell	11	
Cross currency swap agreement	(16)	

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

- a) For financial assets and liabilities which have short-term maturity, including cash and cash at banks, accounts receivable, accrued income, loans to related companies, investments, accounts payable, loan from related company, and debentures, their carrying amounts in the statement of financial position approximate their fair value.
- b) For held to maturity debt securities carrying interest approximate to the market rate, their carrying amounts in the statement of financial position approximates their fair value.
- c) For equity securities, their fair value is generally derived from quoted market prices.
- d) The fair value of investments in preferred shares classified as equity instruments has been determined using bid prices from reliable financial service provider.
- e) The fair value of investments in unit trust in fix income funds has been determined using net asset value at the reporting date.
- f) The fair value of investments in debt instruments has been determined by using the yield curve as announced by the Thai Bond Market Association or using prices from reliable financial service provider.
- g) The fair value of derivative warrants has been determined by using a valuation model technique. Most of the inputs used for the valuation are observable in the relevant market, such as underlying price, exercise price and interest rate.
- h) For long-term loans carrying interest approximate to the market rate, their carrying amounts in the statement of financial position approximates their fair value.
- i) For fixed rate debentures, their fair value is determined by using the prices as announced by the Thai Bond Market Association.
- j) For derivatives, their fair value has been determined by using a discounted future cash flow model and a valuation

model technique. Most of the inputs used for the valuation are observable in the relevant market, such as spot rates of foreign currencies, yield curves of the respective currencies and interest rate yield curves. The Company had considered to counterparty credit risk when determining the fair value of derivatives.

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

59. CAPITAL MANAGEMENT

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

According to the statement of financial position as at 31 March 2017, the Group's debt-to-equity ratio was 1.07:1 (2016: 0.39:1) and the Company's was 0.51:1 (2016: 0.43:1).

60. BIDS FOR THE MRT PINK LINE PROJECT (KHAE RAI-MIN BURI) AND THE MRT YELLOW LINE PROJECT (LAD PRAO-SAMRONG)

On 7 November 2016, the Company, Sino-Thai Engineering & Construction Public Company Limited and Ratchaburi Electricity Generating Holding Public Company Limited jointly submitted the proposals under the name of "BSR Joint Venture" (in which they have interests of 75%, 15% and 10%, respectively) to the Mass Rapid Transit Authority of Thailand ("MRTA") for the MRT Pink Line Project (Khae Rai-Min Buri) ("MRT Pink Line Project") and the MRT Yellow Line Project (Lad Prao-Samrong) ("MRT Yellow Line Project"). BSR Joint Venture has placed bank guarantees of Baht 2,000 million to guarantee the bid. Subsequently, MRTA has issued letter nos. MRTA 004/3227 and MRTA 004/3228 announcing that the bid submitted by BSR Joint Venture was the best proposed for the MRT Pink Line Project and MRT Yellow Line Project. The next step is for BSR Joint Venture to enter into further negotiations pursuant to the procedures stated in the Private Investments in State Undertakings Act B.E. 2556 (2013).

Currently, BSR Joint Venture is in the process of being established.

61. EVENTS AFTER THE REPORTING PERIOD

Significant subsequent events are detailed below.

- 61.1 On 5 April 2017, the Board of Directors of a subsidiary (Man Kitchen Company Limited) passed a resolution to approve payment of dividend of Baht 23 million in respect of its operating results for the period as from 1 April 2016 to 28 February 2017 (at a rate of Baht 7.76 per share).
- 61.2 On 16 May 2017, the Board of Directors of a subsidiary (Master Ad Public Company Limited) passed a resolution to approve Eye On Ads Company Limited to acquire 339,375 ordinary shares of Co-Mass Company Limited ("COMASS"), representing 70% of total shares of COMASS with the total purchase price of not exceeding Baht 335 million.
- 61.3 On 16 May 2017, the Board of Directors of a subsidiary (VGI Global Media Public Company Limited) passed a resolution to approve payment of dividend of Baht 412 million in respect of its operating results for the year ended 31 March 2017. The subsidiary has paid interim dividend totaling approximately Baht 240 million. The outstanding dividend of Baht 172 million (at a rate of Baht 0.06 per share) will be paid to the shareholders.

61.4 On 29 May 2017, the Board of Directors of the Company passed the following significant resolutions:

- a) Pay dividends of Baht 4,716 million in respect of its operating results for the year ended 31 March 2017. The Company has paid interim dividends totaling approximately Baht 1,953 million. The outstanding dividend of Baht 2,763 million will be paid to the shareholders.
- b) Issue 16,000,000 warrants to employees of the Company and its subsidiaries under the BTS Group ESOP 2017 Scheme (BTS-WD).
- c) Decrease its registered share capital from Baht 63,715,644,348 to Baht 63,715,220,684 by cancellation of 105,916 unissued ordinary shares with a par value of Baht 4 each.
- d) Increase its registered share capital from Baht 63,715,220,684 to Baht 66,163,220,684 by issuing 612,000,000 ordinary shares with a par value of Baht 4 each to accommodate the exercise of the warrants to be issued and offered to the employees of the Company and its subsidiaries under the BTS Group ESOP 2017 Scheme (BTS-WD) of up to 16,000,000 ordinary shares with a par value of Baht 4 and to accommodate the offer by private placement of up to 596,000,000 ordinary shares with a par value of Baht 4.
- e) Allocate up to additional ordinary shares as discussed in d).

62. APPROVAL OF FINANCIAL STATEMENTS

These financial statements were authorised for issue by the Company's Board of Directors on 29 May 2017.

GLOSSARY OF TERMS

TERMS

Unless the context otherwise requires, terms defined shall have the following meanings:

Terms	Definitions
“2012/13”	The fiscal year from 1 April 2012 to 31 March 2013
“2013/14”	The fiscal year from 1 April 2013 to 31 March 2014
“2014/15”	The fiscal year from 1 April 2014 to 31 March 2015
“2015/16”	The fiscal year from 1 April 2015 to 31 March 2016
“2016/17”	The fiscal year from 1 April 2016 to 31 March 2017
“2017/18”	The fiscal year from 1 April 2017 to 31 March 2018
“1Q 2016/17”	The first quarter of fiscal year 2016/17
“2Q 2016/17”	The second quarter of fiscal year 2016/17
“3Q 2016/17”	The third quarter of fiscal year 2016/17
“4Q 2016/17”	The fourth quarter of fiscal year 2016/17
“AHS”	Absolute Hotel Services Group
“BEM”	Bangkok Expressway and Metro Public Company Limited
“BMA”	Bangkok Metropolitan Administration
“BMCL”	Bangkok Metro Public Company Limited
“BMTA”	Bangkok Mass Transit Authority
“BPS”	Bangkok Payment Solutions Company Limited
“BRT”	Bus Rapid Transit
“BSS”	Bangkok Smartcard System Co.,Ltd.
“BTS Assets”	BTS Assets Co., Ltd.
“BTSC”	Bangkok Mass Transit System Public Company Limited
“BTSGIF” or “the Fund”	BTS Rail Mass Transit Growth Infrastructure Fund
“BTS Group” or “Group”	The Company and its subsidiaries
“BTS SkyTrain”	The Sukhumvit and the Silom Line, including the Sukhumvit Line Extension and the Silom Line
“Civil Works”	Civil Works such as columns, elevated highways, depot buildings and any other constructions
“Company” or “BTSG”	BTS Group Holdings Public Company Limited
“Concession Agreement”	Bangkok Mass Transit System Concession Agreement between BMA and BTSC for the operation of the Core Network
“Core Network”	The original mass transit line in Bangkok comprising two lines, the Sukhumvit Line and the Silom Line (collectively, the “Green Line”), covering 23 stations with a combined track length of 23.5 km
“EBIT”	Earnings before interest and taxes
“EBITDA”	Earnings before interest, taxes, depreciation and amortisation
“Electrical and Mechanical Works” or “E&M”	Electrical and Mechanical Works include electric trains, trackwork, power supply equipment, computer controlling systems, signaling systems, fare collection systems and communication systems
“Ex-Com”	Executive Committee

Terms	Definitions
“Form 56-1”	2016/17 Annual Registration Statement
“HHT”	HHT Construction Co., Ltd.
“IF”	Infrastructure Fund
“IOD”	Thai Institute of Directors Association
“Krungthep Thanakom”	Krungthep Thanakom Co., Ltd., which is a company established by the BMA
“M-Map”	Mass Rapid Transit Master Plan of the Bangkok Metropolitan Region prepared by OTP
“MRT” or “MRT Subway”	M.R.T. Chaloem Ratchamongkhon Subway Line
“MRTA”	Mass Rapid Transit Authority of Thailand
“Net Revenue Purchase and Transfer Agreement”	The purchase and transfer of net revenue agreement entered into between BTSC and BTSGIF for the transfer and sale of the future net farebox revenue that BTSC will receive from the Core Network to BTSGIF
“Northern Green Line Extension”	The Northern Green Line extension is 18.2 km in length from Mo Chit station to Khu Khot station, comprising 16 stations.
“O&M”	Operation and maintenance
“OTP”	Office of Transport and Traffic Policy and Planning under the Ministry of Transport
“Pink Line”	The Northern Bangkok Monorail mass transit line from Khae Rai station to Min Buri station, covering 30 stations with a combined track length of 34.5 km.
“QoQ”	Quarter-over-quarter
“Rabbit Rewards”	Rabbit Rewards Co., Ltd.
“SARL”	Suvarnabhumi Airport Rail Link
“SEC Office”	The Office of the Securities and Exchange Commission
“SET”	Stock Exchange of Thailand
“Silom Line”	Consists of 7 stations (including Siam station) and runs westwards and southwards for 6.5 km, connecting National Stadium and Taksin Bridge
“Silom Line Extension”	The Silom line extension is 7.5 km in length across the Chao Phraya River from Saphan Taksin station to Bang Wa station, comprising 6 stations. This extension line is divided into 2 projects: <ul style="list-style-type: none"> • The first project (Saphan Taksin-Wongwian Yai) is the 2.2 km extension of the Silom line, comprising Krung Thon Buri station and Wongwian Yai station which commenced operations in 2009. • The second project (WongwianYai-Bang Wa) is the 5.3 km extension of the Silom Line, comprising 4 stations from Wongwian Yai station to Bang Wa station which commenced operations on 5 December 2013.
“Southern Green Line Extension”	The Southern Green Line extension is 12.6 km in length from Bearing station to Samutprakarn station, comprising 9 stations.
“SRT”	State Railway of Thailand
“Sukhumvit Line”	Consists of 17 stations (including Siam station) and traverses Bangkok running northwards and eastwards for 17 km, connecting Mo Chit and On Nut
“Sukhumvit Line Extension”	The 5.25 km extension of the Sukhumvit line, comprising 5 BTS stations (from Bang Chak station to Bearing Station)
Tanayong	Tanayong Public Company Limited (former name of BTS Group Holdings Public Company Limited)
“Yellow Line”	The Eastern Bangkok Monorail mass transit line from Lad Prao station to Samrong station, covering 23 stations with a combined track length of 30.4 km.
“VGI”	VGI Global Media Public Company Limited
“VGI Group”	VGI and its subsidiaries
“YoY”	Year-over-year



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