

BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED

Interim Financial Information

For the period ended March 31, 2015

and Review Report on Interim Financial Information

Performed by Certified Public Accountant

M.R. & ASSOCIATES CO., LTD.

Certified Public Accountants

M.R. & ASSOCIATES CO., LTD.

Suite # 705-706 Chaophya Tower
(Shangri-La Hotel)
89 Soi Wat Suan Plu, New Road
Bangrak, Bangkok 10500, Thailand
Tel : 66 (2) 630 7500
Fax : 66 (2) 630 7506

REVIEW REPORT ON INTERIM FINANCIAL INFORMATION PERFORMED BY CERTIFIED PUBLIC ACCOUNTANT

To the Board of Directors of Bangpakong Terminal Public Company Limited

I have reviewed the accompanying statement of financial position in which the equity method is applied of Bangpakong Terminal Public Company Limited as at March 31, 2015, and the statements in which the equity method is applied of comprehensive income, changes in shareholders' equity and cash flows for the three-month period then ended, and the condensed notes to the financial statements. I have also reviewed the accompanying separate statement of financial position of Bangpakong Terminal Public Company Limited as at March 31, 2015, and the separate statements of comprehensive income, changes in shareholders' equity and cash flows for the three-month period then ended, and the condensed notes to the financial statements. Management is responsible for the preparation and presentation of this interim financial information in accordance with Thai Accounting Standard No. 34 "Interim Financial Reporting". My responsibility is to express a conclusion on this interim financial information based on my review.

Scope of review

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

Conclusion

Based on my review, nothing has come to my attention that causes me to believe that the accompanying interim financial information is not prepared, in all material respects, in accordance with Thai Accounting Standard No. 34 "Interim Financial Reporting".

Emphasis of Matter

Without qualifying my conclusion, I draw attention to note 9. The Company has sustained operating losses. Loss for the three-month period ended March 31, 2015 amounted to Baht 41 million. At that date its current liabilities exceeded its current assets by Baht 243 million. The excess of the current liabilities over the current assets was mainly due to loss from guaranteeing of an associate's debt. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Other

The comparative statement of financial position in which the equity method is applied of Bangpakong Terminal Public Company Limited as at December 31, 2014 and the comparative separate statement of financial position of Bangpakong Terminal Public Company Limited as at December 31, 2014 were audited by another auditor in my office whose report dated February 25, 2015 expressed an unmodified opinion on those statements with emphasis on uncertainty about the Company's ability to continue as a going concern. The comparative statements in which the equity method is applied of comprehensive income, changes in shareholders' equity and cash flows of Bangpakong Terminal Public Company Limited for the three-month period ended March 31, 2014, and the comparative separate statements of comprehensive income, changes in shareholders' equity and cash flows of Bangpakong Terminal Public Company Limited for the three-month period ended March 31, 2014 were reviewed by another auditor in my office whose report dated May 15, 2014 stated that nothing has come to his attention that causes him to believe that the accompanying interim financial information is not prepared, in all material respects, in accordance with Thai Accounting Standard No. 34 "Interim Financial Reporting" with emphasis on uncertainty about the Company's ability to continue as a going concern.



(Mr. Methee Ratanasrimetha)
Certified Public Accountant
Registration No. 3425

M.R. & ASSOCIATES CO., LTD.
Bangkok
May 14, 2015

BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED
STATEMENTS OF FINANCIAL POSITION
AS AT MARCH 31, 2015 AND DECEMBER 31, 2014

ASSETS

		In Thousand Baht	
		Financial statements in which the equity method is applied/ Separate financial statements	
		March 31, 2015	December 31, 2014
		"Unaudited"	"Audited"
	Note	"Reviewed"	"Audited"
CURRENT ASSETS			
Cash and cash equivalents		3,348	1,351
Trade accounts receivable	5	2,150	1,654
Short-term loans	4	-	-
Other current assets	4	3,962	3,365
Total current assets		9,460	6,370
NON-CURRENT ASSETS			
Investments in associates	6	-	-
Fixed deposits pledged as collateral	7	300	300
Property and equipment	7	92,058	98,024
Land not used in operations	4, 7	209,762	209,762
Leasehold rights	8	31,032	31,587
Other non-current assets		5	5
Total non-current assets		333,157	339,678
TOTAL ASSETS		342,617	346,048

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

BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED
STATEMENTS OF FINANCIAL POSITION
AS AT MARCH 31, 2015 AND DECEMBER 31, 2014

LIABILITIES AND SHAREHOLDERS' EQUITY

		In Thousand Baht	
		Financial statements in which the equity method is applied/ Separate financial statements	
		March 31, 2015	December 31, 2014
		"Unaudited"	"Audited"
	Note	"Reviewed"	"Audited"
CURRENT LIABILITIES			
Trade accounts payable		304	349
Short-term borrowing	4	9,000	3,000
Current portion of financial lease liabilities		381	374
Accrued rental expenses	8	13,789	13,215
Provision for loss from guarantee	9	227,072	196,832
Other current liabilities	4	1,951	1,591
Total current liabilities		<u>252,497</u>	<u>215,361</u>
NON-CURRENT LIABILITIES			
Financial lease liabilities		905	1,003
Accrued rental expenses	8	77,381	76,711
Employee benefit obligations		349	322
Total non-current liabilities		<u>78,635</u>	<u>78,036</u>
Total liabilities		<u>331,132</u>	<u>293,397</u>
SHAREHOLDERS' EQUITY			
Share capital			
Authorized share capital		1,106,875	1,106,875
Issued and paid-up share capital		660,211	660,211
Share premium on common shares		734,142	734,142
Retained earnings (deficit)			
Legal reserve		26,000	26,000
Deficit		(1,408,868)	(1,367,702)
Shareholders' equity - net		<u>11,485</u>	<u>52,651</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		<u>342,617</u>	<u>346,048</u>



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

BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED
STATEMENTS OF COMPREHENSIVE INCOME
FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2015 AND 2014

"UNAUDITED"
"REVIEWED"

	Note	In Thousand Baht	
		Financial statements in which the equity method is applied/ Separate financial statements	
		2015	2014
REVENUES			
Revenue from rendering of services	4	5,977	6,250
Other income	10	200	201
Total revenues		<u>6,177</u>	<u>6,451</u>
EXPENSES			
Costs of rendering of services		12,650	13,461
Administrative expenses		4,255	3,930
Provision for doubtful accounts		64	210
Loss from guarantee	9	30,240	-
Finance cost		134	23
Total expenses		<u>47,343</u>	<u>17,624</u>
Loss for the period		(41,166)	(11,173)
Other comprehensive income		-	-
Total comprehensive loss for the period		<u>(41,166)</u>	<u>(11,173)</u>
Loss per share (Baht)		<u>(0.06)</u>	<u>(0.02)</u>
Weighted average number of common shares (Thousand shares)		<u>660,211</u>	<u>660,211</u>



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

BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2015 AND 2014

"UNAUDITED"
"REVIEWED"

Financial statements in which the equity method is applied/
Separate financial statements (In Thousand Baht)

	Issued and paid-up share capital	Premium on common shares		Retained earnings (deficit)		Shareholders' equity - net
				Legal reserve	Deficit	
Balance at January 1, 2014	660,211	734,142	26,000	(1,320,728)	99,625	
Total comprehensive loss for the period	-	-	-	(11,173)	(11,173)	
Balance at March 31, 2014	<u>660,211</u>	<u>734,142</u>	<u>26,000</u>	<u>(1,331,901)</u>	<u>88,452</u>	
Balance at January 1, 2015	660,211	734,142	26,000	(1,367,702)	52,651	
Total comprehensive loss for the period	-	-	-	(41,166)	(41,166)	
Balance at March 31, 2015	<u>660,211</u>	<u>734,142</u>	<u>26,000</u>	<u>(1,408,868)</u>	<u>11,485</u>	







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

BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED
STATEMENTS OF CASH FLOWS
FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2015 AND 2014

"UNAUDITED"
"REVIEWED"

	In Thousand Baht	
	Financial statements in which the equity method is applied/ Separate financial statements	
	2015	2014
Cash flows from operating activities		
Loss for the period	(41,166)	(11,173)
Adjustments for		
Depreciation and amortization	6,528	6,934
Provision for doubtful accounts	64	210
Provision for loss from guarantee	30,240	-
Provisions for employee benefits	27	54
Interest income	-	(25)
Interest expense	134	23
	<u>(4,173)</u>	<u>(3,977)</u>
Changes in operating assets and liabilities		
Trade accounts receivable	(496)	4,207
Other current assets	(661)	(1,267)
Other non-current assets	-	(146)
Trade accounts payable	(45)	(23)
Other current liabilities	249	768
Accrued rental expenses	1,244	(1,110)
Net cash used in operating activities	<u>(3,882)</u>	<u>(1,548)</u>





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

BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED
STATEMENTS OF CASH FLOWS (Continued)
FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2015 AND 2014

"UNAUDITED"
"REVIEWED"

	In Thousand Baht	
	Financial statements in which the equity method is applied/ Separate financial statements	
	2015	2014
Cash flows from investing activities		
Interest received	-	20
Short-term loans	-	(210)
Additions to equipment and construction in progress	(7)	(1,744)
Net cash used in investing activities	<u>(7)</u>	<u>(1,934)</u>
Cash flows from financing activities		
Interest paid	(23)	(19)
Short-term borrowing	6,000	-
Increase in finance lease liabilities	-	1,737
Repayments of finance lease liabilities	(91)	(96)
Net cash provided by financing activities	<u>5,886</u>	<u>1,622</u>
Net increase (decrease) in cash and cash equivalents	1,997	(1,860)
Cash and cash equivalents at beginning of period	<u>1,351</u>	<u>10,034</u>
Cash and cash equivalents at end of period	<u><u>3,348</u></u>	<u><u>8,174</u></u>

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

BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED
Condensed Notes to Financial Statements
March 31, 2015 and 2014 (Unaudited/Reviewed)
and December 31, 2014 (Audited)

1. GENERAL

Bangpakong Terminal Public Company Limited, the “Company”, is incorporated in Thailand and has its registered office at 8/1 Moo 8, Sukhumvit Road, Tahkarm, Bangpakong, Chachoengsao, Thailand.

The Company was listed on the Stock Exchange of Thailand in July 2003.

The principal business of the Company is the operation of a port in Bangpakong which includes a container depot, warehousing, a wharf and other related services.

2. BASIS FOR PREPARATION OF INTERIM FINANCIAL INFORMATION

The interim financial information is prepared on a condensed basis in accordance with Thai Accounting Standard No. 34 (revised 2014) Interim Financial Reporting including related interpretations and guidelines promulgated by the Federation of Accounting Professions, and applicable rules and regulations of the Securities and Exchange Commission.

The interim financial information is prepared as updated information to the financial statements for the year ended December 31, 2014 with an emphasis on the more current information about activities, events and situations, not a duplicate of information previously reported. This interim financial information should therefore be read in conjunction with the financial statements for the year ended December 31, 2014.

For the convenience of the reader, an English translation of interim financial information has been prepared from the statutory Thai language financial information which is issued for domestic reporting purposes.

The Federation of Accounting Professions has revised and issued new Thai Financial Reporting Standards (Thai Accounting Standard, Thai Accounting Standard Interpretations, Thai Financial Reporting Standard and Thai Financial Reporting Interpretations) effective for the period beginning on or after January 1, 2015 and 2016. The adoption of these Financial Reporting Standards does not have significant impact on the Company’s financial information.

3. SIGNIFICANT ACCOUNTING POLICIES

Accounting policies that have been applied in the preparation of the interim financial information for the three-month periods ended March 31, 2015 and 2014, are similar to those applied to the financial statements for the year ended December 31, 2014.



BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED
Condensed Notes to Financial Statements (Continued)
March 31, 2015 and 2014 (Unaudited/Reviewed)
and December 31, 2014 (Audited)

4. RELATED PARTY TRANSACTIONS AND BALANCES

Related parties are those parties controlled by the Company or have power control over the Company, directly or indirectly, or have significant influence over the financial or operating policies of the Company.

The related parties consisted of:

<u>Name of entities</u>	<u>Country of incorporation/ Nationality</u>	<u>Nature of relationships</u>
Platinum Emerald Co., Ltd. Platinum Container Lines Co., Ltd. and its subsidiaries (Platinum Jade Co., Ltd. and Platinum Diamond Co., Ltd.)	Thailand	Associates
SCG Logistics Co., Ltd., NP Marine Logistics Co., Ltd., NP Marine Co., Ltd. and SC Auto Logistics Co., Ltd. SC Group Holding Co., Ltd. Thai InterNational DockYard Co., Ltd.	Thailand	Being controlled by the director of the Company
Key management personnel	Thailand	Persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of the Company.



BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED
Condensed Notes to Financial Statements (Continued)
March 31, 2015 and 2014 (Unaudited/Reviewed)
and December 31, 2014 (Audited)

Significant transactions for the three-month periods ended March 31, 2015 and 2014 with related parties were as follows:

	Pricing policies	In Thousand Baht	
		2015	2014
Associates			
Other income	Agreed price	60	60
Related parties			
Revenue from rendering of service	Market price	2	1,348
Other income	Agreed price	54	55
Key management compensation			
Short-term employee benefits		1,176	1,162
Post-employment benefits		42	51
Total		1,218	1,213

Balances as at March 31, 2015 and December 31, 2014 with related parties were as follows:

	In Thousand Baht	
	March 31, 2015	December 31, 2014
Trade accounts receivable		
Related parties	16	15

	Interest rate (% per annum)		In Thousand Baht	
	March 31, 2015	December 31, 2014	March 31, 2015	December 31, 2014
Short-term loans				
Associates	2.50 and 6.25	2.50 and 6.25	232,136	232,136
Less allowance for doubtful accounts			(232,136)	(232,136)
Net			-	-

Movements during the three-month periods ended March 31, 2015 and 2014 of short-term loans were as follows:

	In Thousand Baht	
	2015	2014
At January 1	232,136	231,926
Increase	-	210
At March 31	232,136	232,136

Provision for doubtful accounts for the three-month periods ended March 31	-	210
---	---	-----





BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED
Condensed Notes to Financial Statements (Continued)
March 31, 2015 and 2014 (Unaudited/Reviewed)
and December 31, 2014 (Audited)

	In Thousand Baht	
	March 31, 2015	December 31, 2014
Other current assets		
Interest receivables		
Associates	60,870	60,870
Less allowance for doubtful accounts	(60,870)	(60,870)
Net	-	-
Other receivables		
Associates	375	310
Related parties	12	12
Total	387	322
Less allowance for doubtful accounts	(375)	(310)
Net	12	12
Total other current assets	12	12

	In Thousand Baht	
	2015	2014
Provision for doubtful accounts		
for the three-month periods ended March 31	64	-

	In Thousand Baht	
	March 31, 2015	December 31, 2014
Short-term borrowing		
Related party	9,000	3,000
Accrued interest expense (included in other current liabilities)		
Related party	138	26

The Company did not recognized interest income from loans to the associates for the three-month periods ended March 31, 2015 and 2014 since the Company's management believes that this interest income is not collectible. Provision for doubtful accounts for all loans and interest receivable from the associates was full provided.

The Company entered into an agreement to borrow from a related company amounting to Baht 9 million. The borrowing bears interest at Minimum Loan Rate of a local bank, and repayable within 12 months from each withdrawn date. Under the term of the agreement, part of the Company's land not used in operations with carrying value of Baht 17.6 million has to be mortgaged as a collateral for this borrowing. As at March 31, 2015, withdrawn borrowing amounted to Baht 9 million; and the land not used in operations has not been mortgaged.



BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED
Condensed Notes to Financial Statements (Continued)
March 31, 2015 and 2014 (Unaudited/Reviewed)
and December 31, 2014 (Audited)

5. TRADE ACCOUNTS RECEIVABLE

	Note	In Thousand Baht	
		March 31, 2015	December 31, 2014
Related party			
Within credit terms		8	8
Overdue			
Less than 60 days		8	7
	4	<u>16</u>	<u>15</u>
Other parties			
Within credit terms		790	1,166
Overdue			
Less than 60 days		1,344	473
		<u>2,134</u>	<u>1,639</u>
Total		<u>2,150</u>	<u>1,654</u>

The normal credit term granted by the Company ranges from 10 days to 30 days.

6. INVESTMENTS IN ASSOCIATES

As at March 31, 2015 and December 31, 2014, the details of investments in associates were as follows:

	Ownership interest (%)	Paid-up capital	In Thousand Baht	
			Equity method	Cost method
Platinum Container Lines Co., Ltd.	40	800,000	-	327,156
Less allowance for impairment			-	(327,156)
Net			-	-
Platinum Emerald Co., Ltd.	45	216,000	-	97,200
Less allowance for impairment			-	(97,200)
Net			-	-
Total			-	-

The Company had no dividends from its associates for the three-month periods ended March 31, 2015 and 2014.





BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED
Condensed Notes to Financial Statements (Continued)
March 31, 2015 and 2014 (Unaudited/Reviewed)
and December 31, 2014 (Audited)

7. ASSETS USED AS COLLATERAL FOR CREDIT FACILITIES

As at March 31, 2015, a fixed deposit of Baht 0.3 million (December 31, 2014: Baht 0.3 million) of the Company is used as collateral for bank guarantee issued to a government agency.

As at March 31, 2015, machinery and equipment with gross carrying value of Baht 50.5 million (fully depreciated) (December 31, 2014: net carrying value of Baht 0.8 million); and land not used in operations with net carrying value of Baht 57 million (December 31, 2014: Baht 57 million) of the Company are used as collateral for bank guarantee of Baht 35 million (December 31, 2014: Baht 35 million) issued to Customs Department.

As at March 31, 2015 and December 31, 2014, insurance coverage on the above machinery and equipment is assigned to the bank.

8. LEASEHOLD RIGHTS AND ACCRUED RENTAL EXPENSES

	In Thousand Baht	
	March 31, 2015	December 31, 2014
Leasehold rights		
At cost	134,906	134,906
Less accumulated amortization	(59,454)	(58,899)
allowance for impairment	(44,420)	(44,420)
Net	<u>31,032</u>	<u>31,587</u>
Accrued rental expenses		
Rental expenses from January 1, 1999 to March 31, 2015/ December 31, 2014	267,649	263,532
Rental paid from January 1, 1999 to March 31, 2015/ December 31, 2014	(176,479)	(173,606)
Net	<u>91,170</u>	<u>89,926</u>
<u>Shown under</u>		
Current liabilities	13,789	13,215
Non-current liabilities	77,381	76,711
Total	<u>91,170</u>	<u>89,926</u>

Non-cancellable operating lease commitments

	In Thousand Baht	
	March 31, 2015	December 31, 2014
Within one year	13,789	13,215
After one year but within five years	102,758	100,459
After five years	201,096	206,842
Total	<u>317,643</u>	<u>320,516</u>



BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED
Condensed Notes to Financial Statements (Continued)
March 31, 2015 and 2014 (Unaudited/Reviewed)
and December 31, 2014 (Audited)

The Company entered into a lease agreement for land for 30 years ending in December 2028. Under the term of the agreement, the Company paid Baht 134.9 million as leasehold rights on land.

9. GUARANTEE AND GOING CONCERN

Guarantee

The Company has been a guarantor of an associate's borrowings (including interest) since 2004. The borrowings were acquired to finance purchase of a vessel. Presently, the associate does not repay the borrowings on due date.

On April 4, 2014, the bank sued the associate, the company and another associate (as guarantors) for settlement of the debt amounting to Baht 317.4 million plus interest at 18% per annum computed from the principal amount of Baht 234.9 million from April 5, 2014. The court agreed to postpone the mediation and investigation various times. On February 16, 2015, the court agreed to postpone the mediation and investigation again to May 25, 2015.

As at March 31, 2015, the Company estimated loss from the guarantee amounting to Baht 227 million (December 31, 2014: Baht 196.8 million). This loss was included in profit and loss for the three-month period ended March 31, 2015 amounting to Baht 30.2 million. The Company's management believes that this estimate is adequate to cover this loan. Presently, the Company is negotiating with the bank to restructure the debt.

Going Concern

The Company has sustained operating losses. Loss for the three-month period ended March 31, 2015 amounted to Baht 41 million. At that date its current liabilities exceeded its current assets by Baht 243 million. The excess of the current liabilities over the current assets was mainly due to loss from guaranteeing of the associate's debt. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

The Company planned to increase its capital as mentioned in note 12.

10. OTHER INCOME

	Note	In Thousand Baht	
		2015	2014
<u>For the three-month periods ended March 31</u>			
Interest income		-	25
Others			
- Associates	4	60	60
- Related parties	4	54	55
- Others		86	61
Total		200	201





BANGPAKONG TERMINAL PUBLIC COMPANY LIMITED
Condensed Notes to Financial Statements (Continued)
March 31, 2015 and 2014 (Unaudited/Reviewed)
and December 31, 2014 (Audited)

11. OPERATING SEGMENT

The Company operates only port in Bangpakong, Thailand. The management considers that the Company has only one operating segment.

Revenue from rendering of services from major customers for the three-month periods ended March 31, 2015 and 2014 amounting to Baht 3 million and Baht 4 million, respectively.

12. EVENT AFTER THE REPORTING PERIOD

At the Board of Directors' meeting held on March 18, 2015, the Board of Directors passed the following resolutions:

- Decrease registered capital by removing unissued shares of Baht 446,663,774 (446,663,774 common shares at Baht 1 par value)
- To increase registered capital of Baht 6,355,633,678 (6,355,633,678 common shares at Baht 1 par value).

The increase in registered capital will support the issuance of common shares to the followings:

- Allocation of 1,980,633,678 new common shares to existing shareholders at the ratio of 1 common shares for 3 new shares at Baht 0.05 per share.
- Allocation of 4,375,000,000 new common shares to specific person at of Baht 0.08 per share.

The increase in capital must be approved by the shareholders.

The 2015 Annual General Meeting of Shareholders of the Company on April 30, 2015 failed to form a quorum. Accordingly, the Board of Directors of the Company re-scheduled the 2015 Annual General Meeting of Shareholders of the Company to be on May 28, 2015.

13. APPROVAL OF INTERIM FINANCIAL INFORMATION

This interim financial information has been approved by the Company's directors on May 14, 2015.

  