



ANNUAL REPORT

2014

บริษัท นามยง เทอร์มินัล จำกัด (มหาชน)

Namyong Terminal Public Company Limited ("NYT")



Contents

Message from Chairman of Board of Directors	1
Message from Chief Executive Officer	2
Vision and Mission	3
Business Policy and Overview	5
Business Characteristics	10
Risk Factors	25
General and Other Important Information	30
Shareholders	33
Dividend Policy	35
Management	37
Corporate Governance	61
Social Responsibility	71
Internal Control and Risk Management	74
Related Party Transactions	78
Financial Position and Operational Performance	83
Management's Discussion and Analysis	91

Message from Chairman of Board of Directors

In the past year, Thai automotive industry was fluctuated because of the impact from internal politics, domestic economy, and global economic situation together with the instability in Middle East, which is the major automotive import market of Thailand. However, Namyong Terminal Plc. could maintain the business performance and growth ability for both sales volume and net profit. Moreover, there were several notable incidents including the company was chosen to be in MSCI Global Small Cap Indexes (Morgan Stanley Composite Index) after listing for only 6 months. Namyong Terminal Plc. was the only company who was awarded ELMA (Excellent Logistics Management Award) for excellent logistic management and received PM Award (Prime Minister's Business Enterprise Award), under Best Service Enterprise Award category in September 2014. These awards can be the assurance to our customers for performing the international standard terminal services which could perfectly support to the growth of Thai automobile export.

Regarding the corporate social responsibility which the company sets priority as a major issue along with the business operation, the company, besides its annually performing "Give the Gift of Sight" project, sponsored Mae Fah Luang Foundation under Royal Patronage by exempting all tariffs of imported fire engines and ambulances from Japan, which were donated for the benefit of Thai local administration.

As the representative of Namyong Terminal Plc., I would like to express my gratitude to all Board of Directors, management, and employees for compassionately improving the business operation and services to an international standard level which leads to the prestige awards mentioned previously as well as would like to thank you all concerned parties who support and contribute to our successful.

Professor Sakorn Suksriwong, DBA

Chairman of Board of Directors



Message from Chief Executive Officer

After Namyong Terminal Public Company Limited (“NYT” or “the Company”) has been a new listed company in the Stock Exchange of Thailand since late 2013, I, as a CEO, strongly intend to develop and lead the Company to grow consistency and continuously. Any investment shall be considered carefully for the best benefits of NYT since the IPO proceed is belong to the shareholders. Therefore, the best benefit to all the stakeholders is the most important of my concern.

NYT’s business normally varies directly to the automobile industry; and I believe that Thai automobile industry is in an advantageous position because the government endeavors our country as a center of automobile production. Thailand has efficient skill labor and strong supply chain of auto industry, which are the major incentives for automobile producers to base their export production in Thailand. Consequently, the export volume of automobile is expected to grow continuously and will increase to 1.5 million cars in the next two years. With the number of export cars, Thailand shall rank in the top tier of automobile industry in Asian, which consequently benefits directly to the Company.

Due to the continuous development in terminal management system, NYT was awarded ELMA (Excellent Logistics Management Award) for excellent logistic management and received PM Award (Prime Minister’s Business Enterprise Award), under Best Service Enterprise Award category in 2014. Both rewards are the evidence of our success in providing the international standard services and I would like to drive our Company further to the level of World Class Pure Car Carrier Terminal in the next step.

Finally, I would like to express our gratitude to Board of Directors, our management, our employees, and all other stakeholders for supporting us all along to this successful. I would like to assure that I will constantly develop the Company under good corporate governance and code of conduct for the best of all stakeholders.

Dr. Theparak Leungsuwan

Chief Executive Officer





Vision and Mission



Board of Directors has determined vision and mission of the Company and review it on regular basis for the appropriateness and correspondence to the business operation. In 2014, the Board of Directors has updated vision and mission of the Company to the latest statement as follows;

Vision

To become the world's export hub for all types of vehicles

Mission

To accomplish the aforementioned vision, the Company has determined the mission covering 5 main areas as follows:

1. Marketing

- 1.1. Proceed flexible marketing strategies that could meet the changes in demands of the world-class standard customers.
- 1.2. Increase market share not less than 80 percent.
- 1.3. Expand the variety of the services to cover other relevant businesses.

2. Customers

- 2.1. Improve and maintain operational standard with the responsibility to exporters and world-class standard car manufacturers in order that the service of vehicle shipping to destinations is provided in the most efficient method.
- 2.2. Ensure and satisfy customers by maintaining the standard of Zero Error operation service as well as consistently provide impressive service to customers.

3. Management

- 3.1. Establish transparency, good corporate governance and accountability management system.
- 3.2. Encourage development, value added and progress in career path together with safe working environment for employee.

4. Information technology development

Develop information technology and advance technology to efficiently manage the operations and services.

5. Corporate social responsibility

Support the organization to be responsible for society and not to cause pollution to the environment.



Business Policy and Overview

1. Business Policy and Overview

1.1 Company Background and Important Development

Namyong Terminal Public Company Limited (“the Company” or “NYT”) was found in 1982 to provide terminal services for coal business. After changing major shareholders in 2002, the Company shifted its service from coal business to Ro/Ro for car manufacturers. The Company has invested in developing the Company’s terminal from 1 berth to 3 berths, presently. With the berth of 697 meters width and 14 meters depth (the depth of the terminal has been increased to 17 meters at present), the Company’s terminals are allowed for docking of a vessel at the size of up to 80,000 DWT. The Company also expanded the car storage areas for supporting both exports and imports cars. As of December 31st, 2014, the Company has total areas for parking about 770,775 square meters which could be divided into parking areas within the terminal for 247,000 square meters of which being accommodate up to 15,437 cars simultaneously and parking areas near by the terminal for 523,775 square meters of which being accommodate up to 32,736 cars. Moreover, the Company has another warehouse servicing areas for 153,531 square meters (as of December 31st, 2014).



Summary of the Company Background and Important Development

July 1982	: Meung Mae Teeb Company Limited was incorporated on July 15th, 1982 (B.E. 2525) with the registered capital of THB 11.00 million for minerals and coal mining business, co-founded by Wongkusolkrit family, Aueapinyakul family and Kantatham family.
November 1984	: Changed the registered company name to Universal Coal Company Limited
April 1996	: Universal Coal Company Limited signed an Agreement for Investment, Construction, Management and Operation of A5 Terminal at Laem Chabang Port with the Port Authority of Thailand (“PAT”) for coal and general cargo loading/ discharging terminal service. The contract period was 25 years with the right to extend for another five years, depending on the agreed conditions.
January 1998	: The registered company name was changed from Universal Coal Company Limited to Banpu Terminal Company Limited.

February 1998	: Fully started the operations with the berth width of 225 meters and depth of 14 meters as well as cargo area, warehouses, and office buildings.
March 2002	: Banpu Public Company Limited sold all shares of Banpu Terminal Company Limited to the Leungsuwan family and Namyuenyong Shipping Company Limited, a Leungsuwan family's business. The family then directly and indirectly became the major shareholder holding 100 percent shares of Banpu Terminal Company Limited.
May 2002	: Banpu Terminal Company Limited proposed a new business plan to Laem Chabang Port for changing from a coal terminal operator to a Ro/Ro terminal operator for car export and import.
	: Banpu Terminal Company Limited signed the Car Terminal Facility and Service Agreement with five shipping lines, which giving privileges to those shipping companies in using the A5 Terminal, at the period of eight years up to April 2010 (B.E. 2553).
October 2002	: The construction of the second berth (Berth 2)—located next to Berth1—was completed with the width of 302 meters, extending the two-combined berth width of 527 meters accommodating up to an 80,000 DWT vessel to dock.
	: Expanded the supporting car storage area for export and import to the total of 247,000 square meters accommodating up to 15,437 cars simultaneously.
July 2004	: Officially signed the amendment of the agreement with PAT changing the business plan of coal and general cargo terminal operator to Ro/Ro terminal operator for car and general cargo export and import.
October 2004	: Registered company name changed to Namyong Terminal Company Limited ("the Company").
February 2009	: Started building the third berth (Berth 3) next to Berth 1 with the berth width of 170 meters.
April 2010	: NYY signed a 10-year Car Terminal Facility and Service Agreement with five shipping lines starting May 1 st , 2010 (B.E. 2553) to April 30 th , 2020 (B.E. 2563).
April 2012	: The Company jointly invested with Nippon Yusen Kabushiki Kaisha ("NYK") group in Laemchabang International Ro-Ro Terminal Limited ("LRT"), the C0 Terminal Operator.
June 2012	: Transform into a public company on June 27 th , 2012 (B.E. 2555).
November 2013	: The Company increased the paid-up and registered capital from THB 414.50 million to THB 620.00 million by raising 205.50 million ordinary shares of THB 1.00 par value from Initial Public Offering (IPO) at the offer price of THB 11.90 per share.
	: All shares were registered in the Stock Exchange of Thailand ("SET").
May 2014	: NYT has included in MSCI Global Small Cap Indexes (Morgan Stanley Composite Index).
September 2014	: NYT was awarded ELMA (Excellent Logistics Management Award) for excellent logistic management by the Department of International Trade Promotion under the Thai Ministry of Commerce.
	: NYT received PM Award (Prime Minister's Business Enterprise Award), under Best Service Enterprise Award category from the Prime Minister.



1.2 Business Overview

The Company is a fully-integrated Roll-on/Roll-off (Ro/Ro) terminal operator of A5 Terminal with berths and servicing areas located at Laem Chabang Port, Sriracha, Chonburi, which is a Thailand's main deep-sea port for international marine transportation. The full scope of services comprises of:

1) Terminal services and other services related to the core business:

1.1) Terminal services:

- Service to shipping lines for docking their vessels
- Service to shipping lines for transshipment of cars or general cargo on and off vessels
- Service to car manufacturers for moving cars or cargo within the terminal
- Service to car manufacturers for receiving area

1.2) Other services related to the core business:

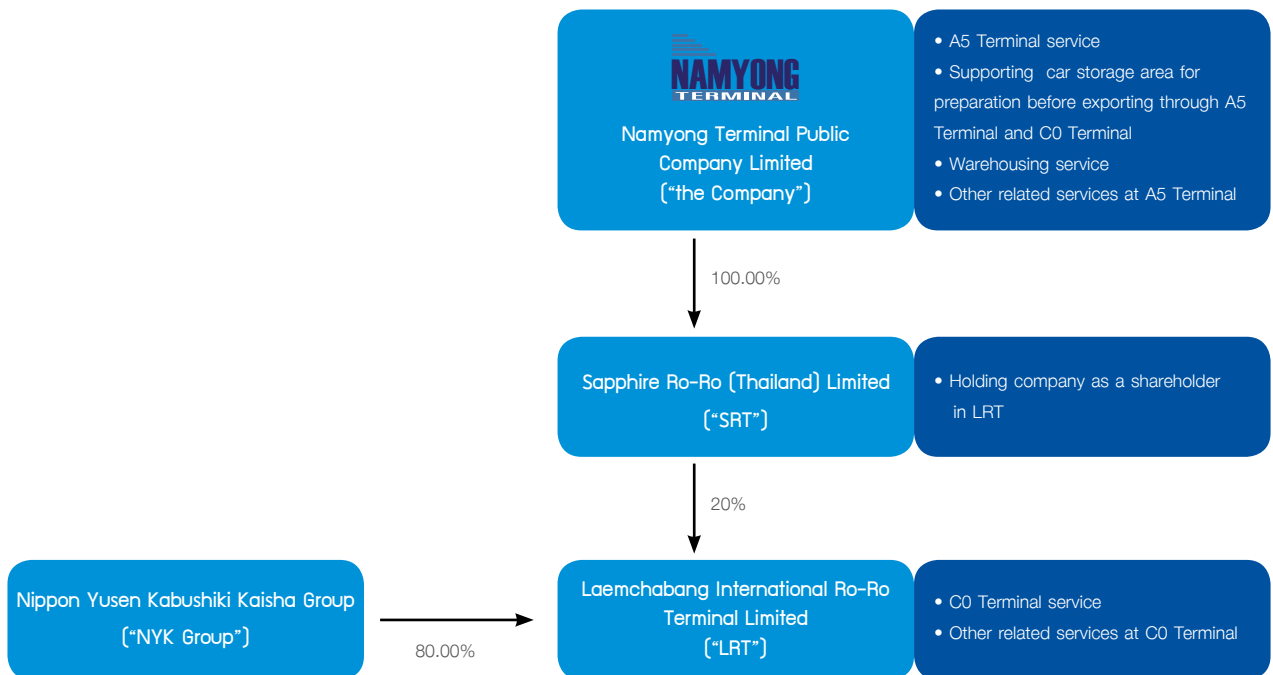
- Supporting car storage area service for car preparation before exported and after being imported
- Service to shipping lines for moving cars from the berth area on and off vessels (Stevedore on Board)
- Service to shipping lines for moving cars from supporting car storage area to berth areas
- Office rental at A5 terminal
- Equipment rental
- Imported and exported car cleaning

2) Supporting car storage area and warehousing services:

The Company has service for warehouse in the area of PAT and IEAT.

Additionally, the Company and its subsidiary hold 20.00 percent shares of Laemchabang International Ro-Ro Terminal Limited ("LRT"), a Ro/Ro terminal operator for cars and general cargo at C0 Terminal at Laem Chabang Port which is similar to A5 Terminal. LRT provides similar services to A5 Terminal except that C0 Terminal does not have supporting car storage areas, service to shipping lines for moving cars from the berth areas on and off vessels (Stevedore on Board), and office rental at the terminal.

1.3 Group Structure



Remark: LRT’s capital structure comprises ordinary shares with the voting right of one share per one vote, and preference shares with the voting right of 100 shares per one vote.

1.4 Business Visions and Goals

The Company has an intention of developing into being the world’s export hub for all types of vehicles by competently managing the business with advanced technology. In addition, the Company aims for the terminal’s becoming a center of Thailand’s Ro/Ro terminal with world-class standards. Owing to the confidence of the Company’s capability, experiences of personnel and development of business-supporting technology, the Company is the market leader of Ro/Ro terminal services by having the market share of 80.00 percent. In the future, the Company plans to increase the market share through A5 and C0 terminal services.



Business Characteristics

2. Business Characteristics

2.1 Revenue Structure

Item	Consolidated Financial Statements					
	Year 2012		Year 2013		Year 2014	
	Million Baht	%	Million Baht	%	Million Baht	%
<u>Service revenues:</u>						
Terminal services and other services	1,067.39	92.06	1,096.20	87.52	1,102.32	82.95
Supporting car storage area and warehousing services	82.46	7.11	137.52	10.98	181.98	13.69
Total service revenues	1,149.85	99.17	1,233.72	98.50	1,284.30	96.64
Other income	9.55	0.83	18.85	1.50	44.64	3.36
Total revenues	1,159.40	100.00	1,252.57	100.00	1,328.94	100.00

2.2 Business Operation

2.2.1 Business of Namyong Termianl Public Company Limited (“NYT”)

(1) Product and Service Characteristics

The Company is a fully-integrated Roll-on/Roll-off (Ro/Ro) terminal operator of A5 Terminal providing terminal services, supporting car storage areas for storing and preparing cars before exported and other services related to the core business at Laem Chabang Port, Sriracha, Chonburi. The details of the services are as follows:

1) Terminal services

The terminal services include berth hire, wharfage, wharf handling and short-term car storage.

1.1) Service to shipping lines for the use of berth in docking their vessels at berth (Berth Hire)

The A5 Terminal has the total berth width of 697 meters with three berths, that is, Berth 1 at 225 meters width, Berth 2 (next to Berth 1) at 302 meters width and Berth 3 (at the side of Berth 1) at 170 meters width.

Figure of A5 Terminal



1.2) Service to shipping lines for the use of berth in moving cars (or cargo) on and off vessels (Wharfage)

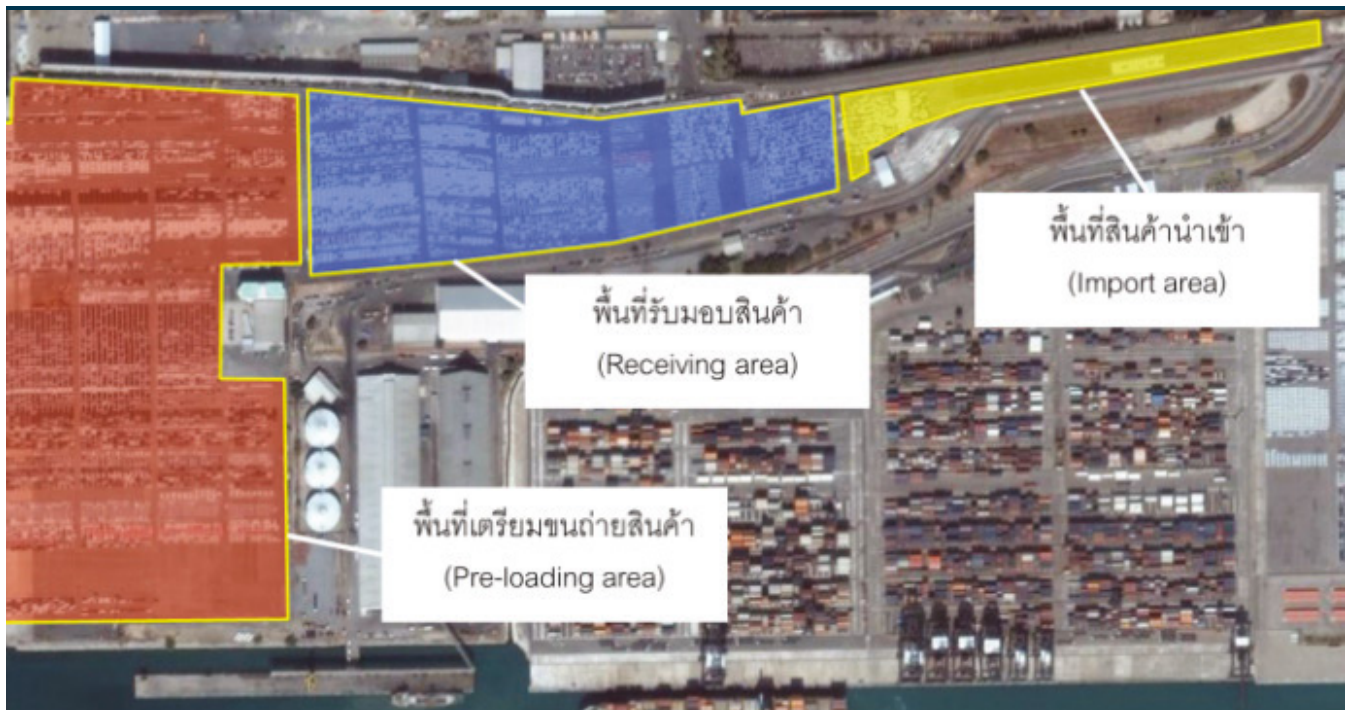
Wharfage service can be categorized according to the loading / discharging characteristics into four following types:

- (1) Export Cargo: Cargo that manufacturers or providers export overseas upon customers' requirements
- (2) Import Cargo: Cargo that manufacturers or providers import from overseas objectively for manufacturing or selling
- (3) Through Cargo: Cargo that discharging from vessels to terminal area and store at the terminal area before loading back to the vessels
- (4) Transshipment Cargo: Cargo that discharging from vessels to terminal area and wait for being loaded to new vessels to destination ports.

1.3) Service to car makers for moving cars (or cargo) within the terminal (Wharf Handling)

The Company provides a service of moving exported cars from receiving area to pre-loading area in order to hand over exported cars to shipping lines and for moving imported cars from pre-loading area to import area in order to pass on to importers.

Figure of Area for Wharf Handling in A5 Terminal



The terminal area in A5 is 247,000 square meters which is able to accommodate 15,437 cars simultaneously, consisting of three main areas, (1) pre-loading area, (2) receiving area and (3) import area.

To efficiently provide the wharf handling service, the Company used over-10-year-experience in Ro/Ro terminal service in developing IT systems that help systematically and accountably manage wharf handling service in the terminal. The four main IT programs used in the business are:

- (1) Port Management System ("PMS") that helps control yard planning and scheduling of shipping lines so that the area can accommodate loading / discharging cargo quantity as required and the car moving can be proceeded smoothly;
- (2) Pure Car Carrier System ("PCS") that helps record and organize data provided by customers for verifying of the imported and exported cargo; and
- (3) Beyond Ro/Ro Port ("BRP") that helps provide reports to be presented to management.

- (4) Auto Web service Management (AWM) that helps link data and information (vassels and manifest) with NSW system (National Single Window) among vassels, exporters/importers, customs, PAT, and the Company.

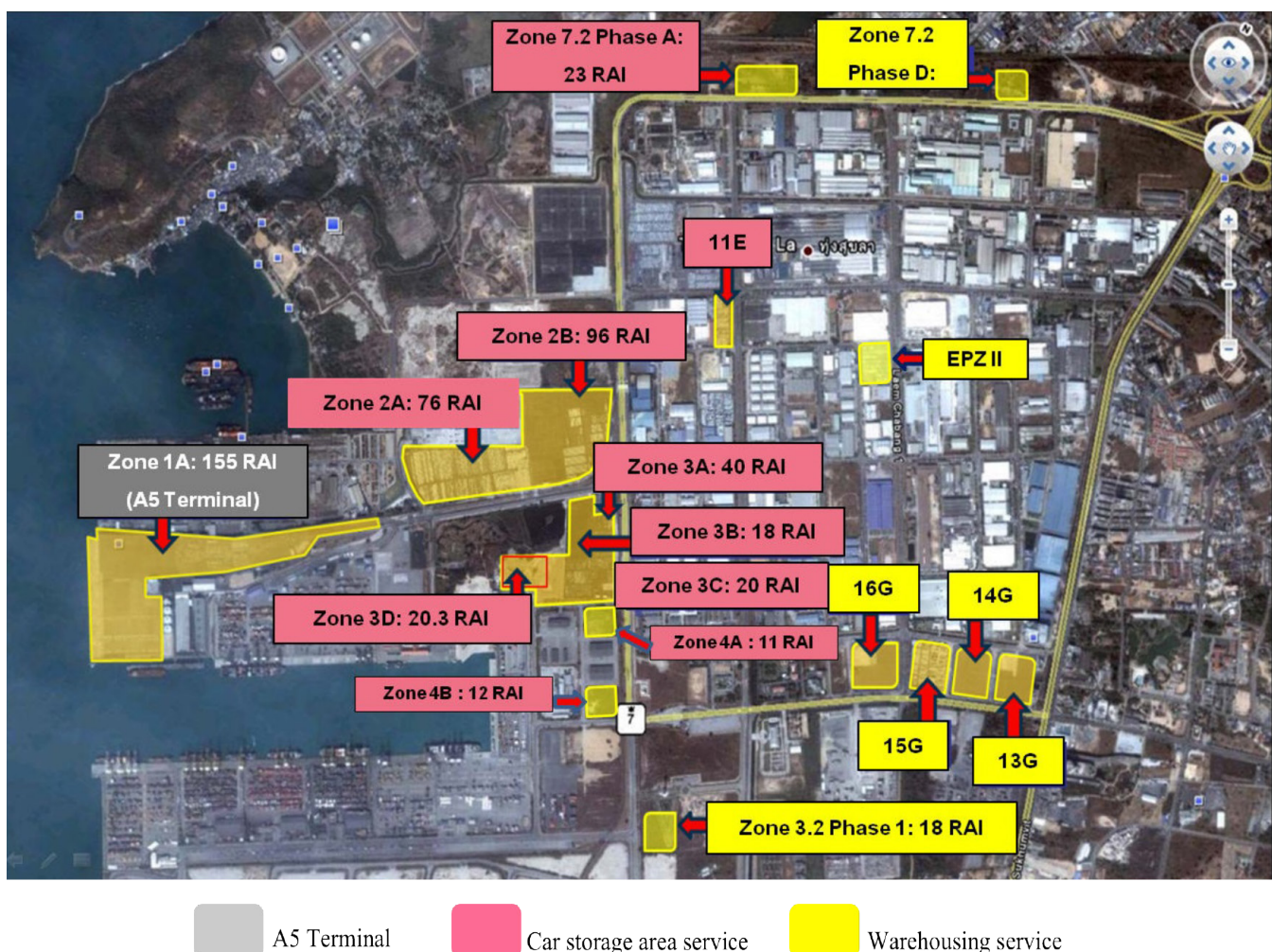
All four programs working together allow the Company to operate A5 Terminal and analyze the data from the programs in order to efficiently planning the operations.

1.4) Service to car markers for short-term car storage at the terminal (Short-term Storage)

When the Company receives exported, imported or transshipped cargo, exporters and importers can store their cars or cargo in the terminal without any charge for a specific period of time (free-time) determined by PAT.

Moreover, the Company provides supporting car storage area service near by the terminal and in estate for 523,775 square meters (as of December 31st, 2014) which can accomodate approximately 32,736 cars simultaneously.

Figure of Locations of Supporting Area



Details of Supporting Car Storage Area for Preparation before Car Export

Area	Property Owner	Size (Square Meter)	Numbers of Simultaneously Parking Cars (Unit)
Supporting car storage area:			
Zone 2A and Zone 2B	PAT	275,827	17,240
Zone 3A and Zone 3B	PAT	92,800	5,800
Zone 3C	PAT	32,000	2,000
Zone 3D	PAT	33,335	2,083
Zone 11E	IEAT	15,361	960
Zone 7.2 Area A	PAT	36,800	2,300
Zone 4A	PAT	18,251	1,140
Zone 4B	PAT	19,401	1,213
Total size and space of supporting car storage area		523,776	32,736

Remark: Data as of December 31st, 2014

2) Warehousing services

As of December 31st, 2014, the Company has a total warehousing area of 153,531 square meters, in the areas of both IEAT and PAT, which can be divided into open yard area of 46,880 square meters and warehouse for rent of 106,651 square meters. The Company also has a warehouse of 1,000 square meters at Zone 1A used for providing a service to exporters and importers.

Details of Warehousing Area

Characteristics of Area	Area	Space (Square Meter)		Remark
		Rentable Area	Occupied Area	
Daily storehouse	Zone 1A (in A5 terminal)	1,000	N/A*	-
Warehouse for rent	Zone 13G	27,000	27,000	-
	Zone 14G Phase 1	11,650	11,650	-
	Zone 14G Phase 2	11,400	11,400	-
	Zone 15G Phase 1	8,800	8,800	-
	Zone 15G Phase 2	9,600	9,600	-
	Zone 3.2 Area 1	17,776	17,776	-
	Zone 7.2 Area D	12,600	12,600	-
	Zone EPZII	6,825	-	-
Open yard for rent	Zone 16G	46,880	46,880	-
Total warehouse service area		153,531	145,706	-

Remarks: Data as of December 31st, 2014



(2) Source of Supply

2.1) Supply of area for business operation

2.1.1) Area according to Agreement for Investment, Construction, Management and Operation of A5 Terminal at Laem Chabang Port

The Company signed the Agreement for Investment, Construction, Management and Operation of A5 terminal at Laem Chabang Port with the Port Authority of Thailand (“PAT”)—period ending on April 30th, 2021 (B.E. 2564) with the right of 5-year extension. The Company improved total exporting and importing area of 247,000 square meters to be the international standard car parking area and also developed related systems in order to facilitate the customers’ operation in the terminal. Additionally, the Company constructed two office buildings—two-storeys and six-storeys with total usable area of 2,960 square meters—used as its operation center as well as warehouse with usable area of 1,000 square meters used for general cargo.

2.1.2) Rental area from PAT and IEAT

The Company signed rental agreements with the Port Authority of Thailand (“PAT”) and the Industrial Estate Authority of Thailand (“IEAT”) to develop areas to be a supporting car storage area and warehousing area.

2.2) Outsourcing

For some services, the Company uses an outsourcing service instead of hiring permanent staff. Such services include inspecting cars and counting numbers of cars as well as moving cars. Details of the services can be explained as follows:

2.2.1) Car inspection and counting

The outsourced company is responsible for counting numbers of cars and inspecting conditions of all types of vehicles exported and imported at A5 Terminal. The outsourced company is also required to provide inspecting and counting reports to the Company upon every completion of car export and import of each vessel and responsible for any damages that may occur.

2.2.2) Car moving

The outsourced company is responsible for professionally international standards process in moving accurate numbers of all car types being exported and imported at A5 Terminal. The outsourced company is also required to provide moving reports to the Company everyday and responsible for any damages that may occur.

2.2.2 Business of Laemchabang International Ro-Ro Terminal Company Limited (“LRT”), an Associate

LRT (formerly named Hutchison Ro-Ro Terminal (Thailand) Company Limited) is an associate of the Company. Presently the Company holds 100.00 percent shares of Sapphire Ro-Ro (Thailand) Company Limited (“SRT”) who is an LRT’s shareholder with 20.00 percent ordinary shares.

(1) Business of Laemchabang International Ro-Ro Terminal Company Limited (“LRT”)

LRT is a Ro/Ro and general cargo terminal operator of C0 Terminal providing similar services as A5.

In the present, major cargo loaded and discharged through C0 Terminal is still general cargo such as special project and steel products.

Services provided by LRT at C0 Terminal can be categorised into two types—terminal services and other services related to the core business—and detail is following:

1) Terminal services

1.1) Service to shipping lines for the use of berth in docking their vessels at berth (Berth Hire)

The U shape of C0 Terminal has the depth of 16 meters from the mean sea level and the width of 600 meters, consisting of three berths—Berth 1 at 250 meters width, Berth 2 at 250 meters width and Berth 3 at 100 meters width. C0 Terminal can accommodate up to an 80,000 DWT vessel.

Figure of LRT's C0 Terminal



Presently C0 Terminal's major customers are general cargo exporters and importers such as special project and steel product.

1.2) Service to shipping lines for the use of berth in moving cars (or cargo) on and off vessels (Wharfage)

C0 Terminal provides similar wharfage services to that of A5 Terminal which can be categorized into four types—export cargo, import cargo, through cargo and transshipment cargo.

1.3) Service to exporters/ importers for moving cars (or cargo) within the terminal (Wharf Handling)

C0 Terminal has a total wharf handling area of 315,400 square meters. At present, LRT separates the area into two different sections according to cargo types. Zone 1 for Ro/Ro cargo—mainly cars—has 146,535 square meters, able to accommodate approximately 5,876 cars. The other section is Zone 2 for general cargo—such as special project and steel products—has 165,740 square meters. LRT also has an area of 3,125 square meters used as warehouses, offices and others.

Figure of Wharf Handling Area at C0 Terminal



1.4) Service to exporters / importers / shipping lines for short-term car or cargo storage at the terminal (Short-term Storage)

Exporters, importers, or shipping lines can store their cars or cargo that will be exported, imported, or transshipped in the terminal without any charge for a specific period of time (free-time).

2) Other services related to the core business

Apart from the terminal service, LRT also provides other services that are related to the loading / discharging services, such as equipment rental and car cleaning before import or export.

(2) Source of Supply

2.1) Supply of area for business operation

LRT signed the Agreement for Investment, Construction, Management and Operation of C0 Terminal at Laem Chabang Port with PAT on August 29th, 2003 (B.E. 2546).

2.2) Outsourcing

2.2.1) Car inspection and counting

LRT hires an outsourced company who has experiences and expertise of inspecting and counting cars to provide the service for export or import.

2.2.2) Car moving

LRT hires an outsourced company as a contractor to provide the car moving service professionally with international standard.

2.3 Market Competition

Namyong Terminal Public Company Limited (“the Company”) is a Ro/Ro terminal operator for exports and importers. Most of total revenues were from car exports services. Therefore, main industries directly impacting the business operation are port industry for car exports and imports and Thailand’s automotive industry for exports.

2.3.1 Port Industry for Car Exports and Imports

Ports in Thailand are divided into domestic ports as trade and communication centers of the country, and international ports for foreign trade communications.

The international ports are deep sea ports that are able to accommodate docking of vessels for loading and discharging large numbers of heavy cargo. Most important international ports are owned by government offices such as Bangkok Port of PAT—about 8.5 meters to 11.0 meters depth from the mean sea level, Laem Chabang Port of PAT—about 14.0 meters depth, and Map Ta Phut Port of IEAT—about 12.5 meters depth.

Ports in Thailand are established with various objectives which can be divided into seven categories according to the types of cargoes as follows: (1) container, (2) fishing, (3) passenger (4) general cargo, (5) bulk cargo, (6) liquid and (7) Roll-on/Roll-off.

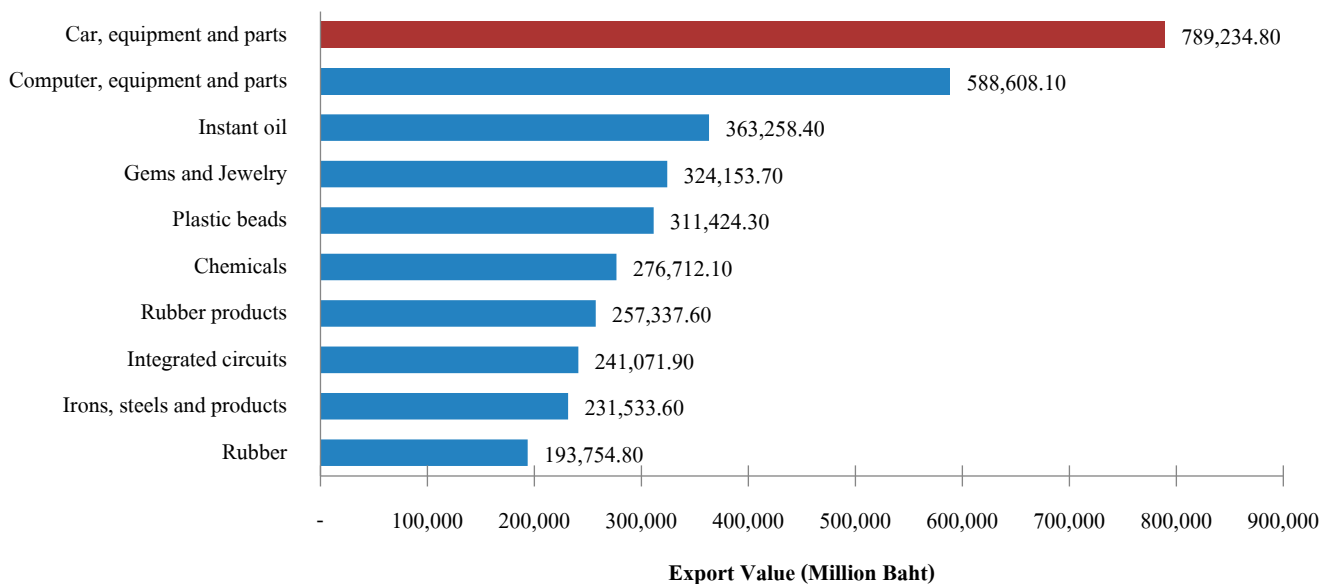
Currently, ports for motor vehicles that are the Roll-On Roll-Off (Ro/Ro) type providing a service of exporting and importing cars are only available at Laem Chabang Port as it is a deep sea port that can facilitate an extra large vessel, namely Super Post Panamax, including car carrier vessels. Besides, the port is located near the

areas of car manufacturing and exporting hubs. There are three terminals at Laem Chabang Port that are allowed to provide Ro/Ro terminal services for car exports and imports: A1 Terminal, A5 Terminal and C0 Terminal. However, only A5 Terminal can provide full-integrated and purely Ro/Ro services. In the past three years, A5 Terminal has approximately 80.00 percent market share of car exports in Thailand.

In 2013 (B.E. 2556), the number of car exports from A5 and C0 terminal has been increased from 0.88 million cars in 2012 to 0.96 million cars in 2013 and decreased to 0.93 million cars in 2014. The average growth rate between 2012 – 2014 is 2.92 per annum.

2.3.2 Thailand's Automotive Industry for Exports

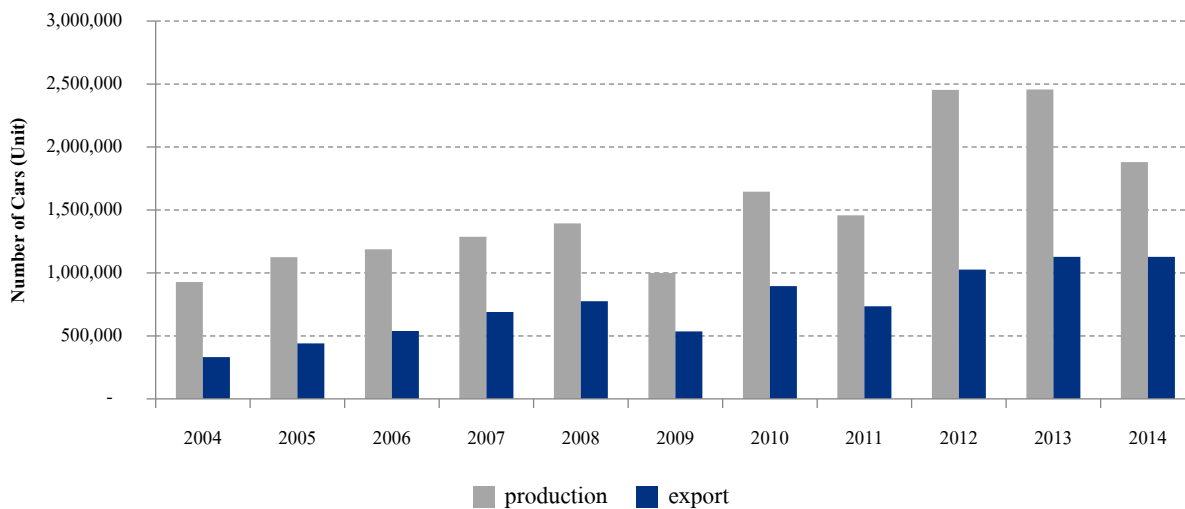
Value of Thailand's Top 10 Exports in 2014



Source: Thailand Trading Report System of the Ministry of Commerce

The value of car exports is in a top rank of Thailand's total export value and the expansion of the production and exports continues to increase continuously—as shown in the graph below that the numbers of cars produced and exported continuously grow from 2004 to 2014 with the Compound Annual Growth Rate (CAGR) of 6.63 percent and 11.73 percent respectively.

Numbers of Thailand's Cars Produced and Exported from 2004 to 2014



Source: The Federation of Thai Industries (FTI)

In the year 2011 (B.E. 2554), numbers of Thailand's cars produced and exported declined again due to the earthquake and Tsunami in Japan. Also, at the end of the year, there was a severe flooding crisis in Thailand, especially in the industrial estate zone—a location of automotive parts production hubs—causing car manufacturers to be unable to manufacture cars. As a result, Thailand's total numbers of cars produced and exported in 2011 decreased. However, there was no announcement from the car makers about moving their production hubs out of Thailand.

From 2007 (B.E. 2550) onwards, the proportion of Thailand's car exported is greater than 50.00 percent of Thailand's car produced, regardless of Thailand's and world's economic situations. This is different from year 2012 onwards when the proportion of the exports to the production reduced due to a significant increase of numbers of cars sold domestically resulting from the government's policy of supporting first car purchased.

Numbers of Thailand's Cars Produced and Exported from 2004 to 2014

Items	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014
Numbers of Cars Produced (Million Unit)	0.93	1.13	1.19	1.29	1.39	1.00	1.65	1.46	2.45	2.46	1.88
Growth Rate (%)	23.66	21.25	5.57	8.36	8.29	(28.31)	64.63	(11.40)	68.32	0.14	(23.49)
Numbers of Cars Exported (Million Unit)	0.33	0.44	0.54	0.69	0.78	0.54	0.90	0.74	1.03	1.13	1.13
Growth Rate (%)	41.29	32.72	22.29	28.04	12.47	(31.00)	67.27	(17.89)	39.56	9.88	(0.00)
Proportion of Thailand's Cars Exported to Produced (%)	35.78	39.16	45.37	53.61	55.68	53.59	54.45	50.46	41.84	45.91	59.85

Source: The Federation of Thai Industries (FTI)

In the year 2012 (B.E. 2555), the automotive industry has significantly expanded—2,453,717 cars were produced or at the growth rate of 68.32 percent—as car manufacturers hastened the production so that they could meet their customers' needs and also to compensate the short numbers of cars caused by the crisis in 2011, and also because of the government's first-car purchase policy. Car exports expanded in Asia, Oceania, Middle East, Africa, Middle America and South America—1,026,671 cars were exported or at the growth rate of 39.56 percent.

For the automotive industry in 2013 (B.E. 2556), the growth rate is decreased because the expiration of the government's first-car purchase policy. The number of produced cars is 2,457,057 units which is equivalent to the growth rate of 0.14 percent. The number of export cars is 1,125,152 unit or equivalent to the growth rate of 9.88 percent.

In the year 2014 (B.E. 2557), the automotive industry is dramatically decreased because the expiration of the government's first-car purchase policy, economic crisis, and politic crisis domestically. The number of produced cars in 2014 is 1,880,007 units which is equivalent to the declining rate of 23.49 percent. The number of exported cars is impacted from economic crisis of importers as well as the war in middle east. However, the number of exported cars is equivalent to 1,128,102 units which is unchanged from the year 2013.

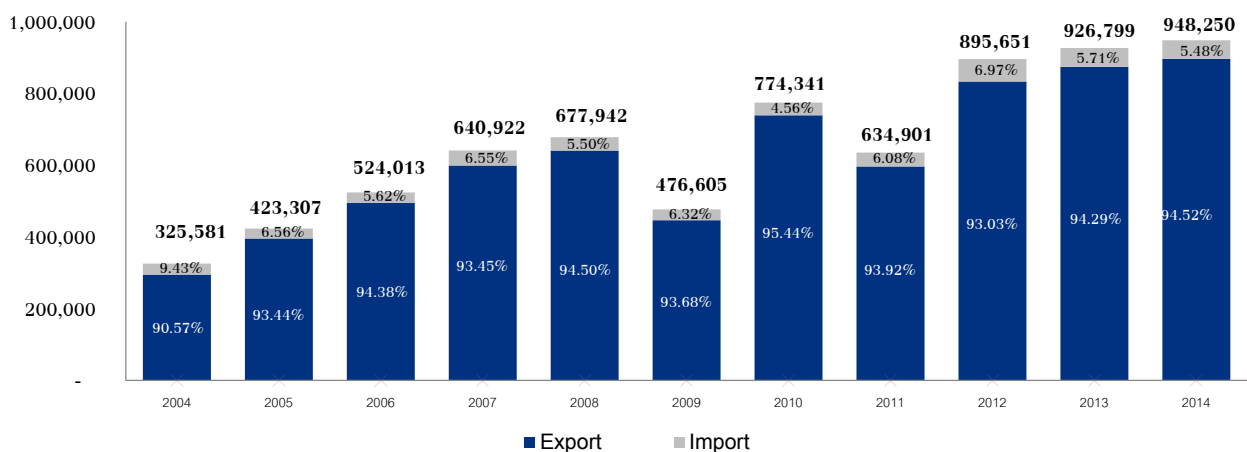
2.3.3 Target Customers

The Company's main target customers are car manufacturers that export cars overseas and use A5 terminal to export their cars as well as use car storage service to prepare cars before exported. However, importers are also the Company's customers.

From the proportion of numbers of cars exported and imported through A5 Terminal in the past 11 years, more than 90 percent are exports. Therefore, car makers that export cars overseas are the main customers using the Company's terminal services.

Numbers of Cars Exported and Imported through A5 Terminal from 2004 to 2014

Numbers of Cars (Unit)



Source: Namyeong Terminal Public Company Limited (NYT)

During the past three years, 2012 to 2014, the Company has the market share of approximately 80.00 percent and various leading-branded cars were exported through A5 Terminal, such as Toyota, Honda, Nissan, Isuzu, Mitsubishi, Ford and Mazda. A5 Terminal is then considered having the highest numbers of exported cars as the Company could provide fully-integrated services at global standards.

2.3.4 Competition Strategies

1) Terminal Proximity to Customer's Production Hubs

The Company's A5 Terminal and LRT's C0 Terminal are located at Laem Chabang Port which is supported and promoted by the government to be Thailand's main port instead of Bangkok Port and is also a deep sea port located near car production and export hubs. The exports would like to move their car from the plants to the port at the shortest distance in order to prevent the risk from any damage and incur the lowest cost of transportation. Moreover, Laem Chabang Port could be accessed by trucks and train and closed to the production hub of our customers which is an advantage for the Company. In addition, the location of A5 Terminal at Laem Chabang Port has geographical advantage over the others as the terminal is at the entrance of the watercourse so shipping lines' vessels can firstly dock at A5. The terminal's location is next to the break water which helps protect the terminal from wind and sea wave.

2) State-of-the-Art and Efficient Ro/Ro Terminal IT Management Systems

The Company continually developed Ro/Ro management systems by bringing in state-of-the-art information technology. Those IT systems are Port Management System (PMS), Pure Car Carrier System (PCS), Beyond RORO Port (BRP), and Auto Web service Management (AWM). The four programs record and manage cargo data electronically and manage loading and discharging logistics. In addition, the Company cooperates with car manufacturers in developing a cargo managing and inspecting system through portable barcode scanners that are linked to computer network system. With this system, it can track and inspect the accuracy of cars and each car position parked in the terminal area. Moreover, the system increases its efficiency in worthily managing the terminal space so that it can fully and timely support customers' needs.

3) Fully-Integrated Services Responding to Customers' Needs

The Company focuses on providing prime, rapid and fully-integrated services that meet customers' needs by offering other related services to customers, such as supporting car storage, imported or exported car cleaning, moving tool and equipment rental and stevedore onboard.

4) Sustainable Customer Relationships

The Company sustains its relationships with customers by constantly maintaining service quality and paying attention to their needs, leading to the development of the IT management systems to fully support the services and to solve customers' problems promptly.



Risk Factors

3. Risk Factors

3.1 Business Risk Factors

3.1.1 Risk of relying on small numbers of customers

The Company's core business is to provide Ro/Ro terminal service for car exports and imports and car makers are the core customers. Car manufacturers use A5 terminal to export their cars to several countries by delivery to the shipping line at A5 terminal. Revenues from the terminal services are those from the car manufacturers and shipping lines. The Company's business depends quite heavily on large car makers; however, it does not rely on one specific car maker—by not earning over 30.00 percent of the total revenues in 2014 from any of them. However, the Company's A5 Terminal is located next to the entrance of the watercourse resulting in its geographical advantage and popularity by shipping lines. Both car manufacturers and shipping lines also have confidence in using A5 Terminal as the main terminal for loading and discharging cars.

Moreover, the Company developed IT systems to help efficiently manage the terminal and also provide car storage in nearby area, which meets car manufacturers' demands. In order to reduce the risk of the Company's reliance of small numbers of car manufacturers, the Company expanded its business category to warehouse servicing, which includes storage service and warehousing management service. As of December 31st, 2014, the Company has the storage and warehouse area of 153,531 square meters.

3.1.2 Risk of relying on automotive industry for export

The Company's main revenues come from the terminal service for car exports and imports; therefore, if Thailand's car exports are in recession or deceleration conditions—possibly caused by decreasing demands from global markets of cars manufactured in Thailand or relocation of car manufacturers' hubs from Thailand to other countries—the Company's financial position and overall operation may be affected. However, because of the continuously-supporting automotive industry policy of the government, fully-integrated vehicle part manufacturers, skillful car-assembling workers and a lot of time and high investment required for relocating manufacturing hubs, the Company believes that it is less likely that car manufacturers will move the manufacturing hubs to other countries. Automotive industry can also be quickly removed from economic impacts since natural disasters, so this risk can be reduced.

3.1.3 Risk of termination or non-renewal of the signed agreements

1) Agreement for Investment, Construction, Management and Operation for Bulk Cargo of A5 Terminal at Laem Chabang Port

The Company provides the terminal service under Agreement for Investment, Construction, Management and Operation for Bulk Cargo of A5 Terminal at Laem Chabang Port signed with PAT with the remaining contract period of 6.5 years with the extension option for 5 years. Risk of non-renewal concession, therefore, is considered low. In addition, since the start of the operation, the Company has strictly followed all regulations in the agreement and has never received any warning letters or penalty charge notices which will be given if we breach a condition in the agreement.

Regarding the risk of non-renewal after the end of the extendable period, the Company believes that providing a terminal service requires knowledge, expertise, and experiences in managing and operating the terminal, as well as requires good relationship with shipping lines and car manufacturers. The Company's major shareholders and management, has the expertise and experiences in this business for more than 30 years and the Company consistently has good relationship with and is trusted by PAT. Thus, the Company is confident that it is highly likely that it will be able to renew the agreement with PAT after the current one has ended.

2) Agreement for Investment, Construction, Management and Operation of C0 Terminal at Laem Chabang Port

The Company and its subsidiary holds 20.00 percent of shares (with the right to holds up to 49.00 percent) in Laemchabang International Ro-Ro Terminal Limited ("LRT"), the manager and operator of C0 Terminal under the agreement—ending on August 31st, 2035 (with the right to extend the contract twice for another 10 years each time)—with PAT. The said agreement is a long-term contract and the remainder of the contract period is about 21 years with the extension option for 20 years, considered as a low risk. Besides, in the previous 9 years, LRT has strictly followed all regulations in the agreement and has never received any warning letters or penalty charge notices which will be given if we breach a condition in the agreement. LRT is confident that it is highly likely that LRT will be able to renew the agreement with PAT after the current one has ended.

3) Agreements for Area and Land Rental for Providing Supporting Car Storage and General Cargo Storage Services

The Company provides service of supporting car storage for car exporters to store, prepare and inspect cars before exported overseas. To meet such demands, the Company signed agreements for renting nearby areas of 523,775 square meters, allowing approximately 32,736 cars to park simultaneously and having general cargo storage area of 153,531 square meters. Supporting car storage is an important factor of terminal services for car exports and imports. If the Company will not be able to renew the agreements for area and land rental, its financial position and operation will be affected in the future. However, having made the payments on time and having been able to renew the agreements all along, the Company is confident that it is less likely that it will be unable to renew the agreements. In addition, the Company still continues looking for more space and maximizes the use of the existing space whenever possible.

3.1.4 Risk of emerging competitors in Ro/Ro terminal industry

Presently, there are only three Ro/Ro terminal services for car exports and imports in Thailand—(1) A1 Terminal, (2) A5 Terminal and (3) C0 Terminal—and all of them are located at Laem Chabang Port, which is a deep sea port with geographical advantage. In the future, if more Ro/Ro terminals for car exports and imports will emerge possibly by either that PAT has granted a concession to new operators or that private sector has invested in construction of a new deep sea port, competition of Ro/Ro terminal will be increased.

However, to grant a concession of a new Ro/Ro terminal, PAT has to consider two main factors, that is, possibility of area to be developed as Ro/Ro terminal and numbers of cars being transported through the existing three Ro/Ro terminals. PAT will not grant a concession to operate a new Ro/Ro terminal at Laem Chabang Port unless cargoes transported through the existing three Ro/Ro terminals reach 75.00 percent of their capacity. In the year 2014 (B.E. 2557), total numbers of cars transported through all three terminal were 1,163,545 units—accounting for 62.89 percent of their capacity determined by PAT. The Company then anticipates that there will be no concession be granted to operate a new Ro/Ro terminal in the near future.

In addition, there is low possibility to have private sector invest in Ro/Ro terminal for exporting and importing cars as to start a new Ro/Ro terminal service by constructing a new deep sea port requires high capital investment. Terminal location is also very important considering convenient transportation, proximity of production base and supporting area for car parking. Moreover, the operator highly requires knowledge, expertise and experience in terminal operation; otherwise, car bodies could be damaged.

3.1.5 Risk of tariff structure and port tariff being under the control of PAT

Under the terms of Agreement for Investment, Construction, Management and Operation of A5 Terminal, PAT will determine tariff structure and port tariff for terminal service. The Company cannot charge any fee relating to terminal services, loading / discharging service, warehousing service and other services within the terminal higher than PAT's announced rates. Furthermore, PAT has the rights to change the tariff rates at any time during the concession period. Since the beginning of the concession, PAT never changed the tariff rates while cost of service may change during the concession period. If the cost is increased while the Company could not increase its service fee, this may affect its financial position and performance. However, the Company tried to control the efficiency of all the expenses which could observe by unchanged of gross profit margin in the past.

Apart from the effective control of its cost, the Company developed IT systems to manage the terminal which allow more chance to generate more revenues by increasing the capacity of the loading/ discharging service.

3.2 Management Risks

3.2.1 Risk of major shareholders' influences over management policy

After the initial public offering of shares, Leungsuwan family shall own the Company's shares representing 47.24 percent (as of December 31st, 2014) of total issued and paid-up capital and also holding a management positions and authorized directors of the Company. As a result, they can control its operations and management and the majority votes in the shareholders' meeting. However, the Company has four sets of committees and sub-committees, that is, Board of Directors, Executive Committee, Audit Committee, and Nomination and Remuneration Committee, with a clear limitation of authority; therefore, the Company's operation can meet the standards and be easily inspected. Besides, the Company hires an internal audit company directly reporting to the Audit Committee to allow more efficient verification of transparency as well as to well balance the power. The Company has also implemented standard procedures of any transactions related to its directors, major shareholders or controllers, and conflicting individuals, that is, such individuals will have no authority to approve such transactions. This procedure helps diminish any risk that may occur.



General and Other Important Information

4. General and Other

Important Information

4.1 General Information

4.1.1 Company



Company Name	Namyong Terminal Public Company Limited
Company Name (in Thai)	บริษัท นามยง เทอร์มินัล จำกัด (มหาชน)
Type of Business	Providing Roll-on/Roll-off (Ro/Ro) terminal service for exporting and importing cars and general cargo at A5 Terminal, Laem Chabang Port, Sriracha district, Chonburi province
Company's Registration Number	0107555000163
Registered and Paid-up Capital	THB 620,000,000.00
Issued and Sold Shares (Ordinary Shares)	620,000,000 Shares
Par Value	THB 1.00 per Share
Head Office Location	1168/52 (Lumpini Tower 19th Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120 Telephone : 02-679-7357 Facsimile : 0-2285-6642 Website : www.namyongterminal.com
Terminal Location	A5 Terminal, Laemchabang Terminal, Thungsukkhla, Sriracha, Chonburi 20230 Telephone : 038-401-062 to 4 Facsimile : 038-401-051
Corporate Secretary	Telephone : 02-679-7357 Facsimile : 0-2285-6642 E-mail: csnyt@namyongterminal.com
Public Relations Division	Telephone : 02-679-7357 Facsimile : 0-2285-6642 E-mail: irnamyong@namyongterminal.com

4.1.2 Juristic persons that Directly and Indirectly Hold 10.00 percent of total Paid-up Shares

No.	Company Name/ Location	Type of Business	Paid-up Capital (THB)	Proportion of Shares Held (%)
1.	Sapphire Ro-Ro (Thailand) Limited 1168/52 (Lumpini Tower 19th Floor) Rama IV Road, Thungmahamek, Sathorn, Bangkok 10120 Telephone : 02-679-7357 Facsimile : 0-2285-6642	Holding company	183,750,000	100.00
2.	Laemchabang International Ro-Ro Terminal Limited 88/3 Moo 3, Thungsukkhla, Sriracha, Chonburi 20230 Telephone : 0-3840-8700 Facsimile : 0-3840-1061	C0 Terminal operator at Laemchabang Terminal	210,000,000	20.00



Shareholders

5. Shareholders

Top ten major shareholders of the Company as of December 30th, 2014:

Shareholders	Numbers of Shares	% Shares
1. Leungsuwan Family		
1.1 Namyuenyong Shipping Company Limited	155,999,500	25.16
1.2 Dr. Theparak Leungsuwan	66,824,900	10.78
1.3 Ms. Preeyanun Leungsuwan	11,475,000	1.85
1.4 Ms. Phatwadee Leungsuwan	10,334,100	1.67
1.5 Ms. Pensri Leungsuwan	9,625,100	1.55
1.6 Ms. Pimkarn Leungsuwan	9,625,100	1.55
1.7 Mr. Boonchai leungsuwan	9,625,100	1.55
1.8 Mr. Boonyawat Leungsuwan	9,625,000	1.55
1.9 Mr. Dhananant Leungsuwan	9,625,000	1.55
1.10 Mrs. Aree Leungsuwan	80,000	0.01
1.11 Mrs. Penchun Leungsuwan	32,000	0.005
1.12 Mrs. Lawan Leungsuwan	30,000	0.005
Total	292,900,800	47.24
1. Ms. Noree Suksawath	113,718,600	18.34
2. CHASE NOMINEES LIMITED 1	23,066,200	3.72
3. CHASE NOMINEES LIMITED	20,146,500	3.25
4. HSBC (SINGAPORE) NOMINEES PTE LTD	16,803,300	2.71
5. JPMORGAN THAILAND FUND	15,662,900	2.53
6. Thai NVDR Company Limited	12,084,400	1.95
7. Allianz Ayudhya Assurance Public Company Limited	6,000,000	0.97
8. CACEIS BANK LUXEMBOURG	5,906,900	0.95
9. Krungthai Axa Assurance Public Company Limited – KTAM Growth by Krungthai Asset Management Co., Ltd.	5,867,800	0.95

Namyong Terminal Public Company has more than 5.00 percent of institution investors as at December 30th, 2014.



Dividend **Policy**

6. Dividend Policy

The Company has the policy to pay the dividend at the rate of not less than 40.00 percent of net profits after legal reserve, next year capital expenditure, and other reserves (if any) of the Company's separated financial statements. The Company shall take into consideration for the dividend payment by its cash flow, performance, financial structure, investment plans, conditions in any agreements bound by the Company, other forthcoming necessity and suitability, and dividend payment consistency.

However, the Board of Directors' resolution of dividend payment shall be proposed to consider and approve by the Shareholders's Meeting, except for interim dividend payment that the Board of Directors is authorised to approve after having considered that the Company has enough profits and cash flow to pay the interim dividend. The interim dividend shall be informed in the next Shareholders's Meeting.



Management

7. Management

7.1 Management Structure

As of December 31st, 2014, the management structure comprises Board of Directors and two sub-committees—Audit Committee and Executive Committee, as shown in the following organization chart.



* Presently, the Company hires an audit company to perform the duty.

The Company has hired ANS Business Consultants Company Limited to act as the Company’s Internal Auditor since March 2011.

7.1.1 Board of Directors

As of December 31st, 2014, the Board of Directors consists of 12 directors as follows:

No.	Name	Position
1.	Professor Sakorn Suksriwong, DBA	Chairman of Board of Directors / Independent Director / Chairman of Audit Committee
2.	Dr. Theparak Leungsuwan	Director
3.	Ms. Pensri Leungsuwan	Director
4.	Ms. Pimkarn Leungsuwan	Director
5.	Mr. Dhananant Leungsuwan	Director
6.	Mr. Pongthep Leungsuwan	Director
7.	Ms. Noree Suksawath	Director
8.	Mr. Vallop Tiasiri	Director
9.	Dr. Vichya Kreangam	Director
10.	Dr. Wetang Phuangsap	Independent Director / Audit Committee
11.	Mrs. Benchawan Srangnitra	Independent Director / Audit Committee
12.	Mrs. Sunee Pongpud	Independent Director / Audit Committee

Ms. Pawapak Arayaphong has been appointed to be a Corporate Secretary.

Authorized Directors to Bind the Company

Signatures of two authorized directors—Mr. Theparak Leungsuwan, Ms. Pensri Leungsuwan, Ms. Pimkarn Leungsuwan, or Mr. Pongthep Leungsuwan – with the Company's seal affixed.

Authority and Responsibilities of the Board of Directors

1. The Board of Directors has authority and duties according to the Securities and Exchange Act B.E. 2535 (including the amendment). Any directors, who have conflict of interest both directly and indirectly with the Company or its affiliated, shall have no rights to vote in the agenda.

2. Approve and/or opine to significant transaction such as investment in new business or the Acquisition or Disposition of Assets of the Company and its affiliated in regards to the Securities and Exchange Act and rules and regulations of the Stock Exchange of Thailand for the benefit of the Company and the shareholders while the conflict of interest persons would not participate in the agenda.

3. Approve and/or opine to the Connected Transaction of the Company and its affiliated in regards to the Securities and Exchange Act and rules and regulations of the Stock Exchange of Thailand for the benefit of the Company and the shareholders while the conflict of interest persons would not participate in the agenda.

4. The Board of Directors has authority and duties to manage and govern the Company's operations in accordance with the Company's objectives, Articles of Association, Resolutions of the Shareholders' Meetings faithfully and safeguard the interests of the Company.

5. Ensure the reliance of accounting, financial reporting and auditing systems as well as maintain effective internal control, internal audit, and risk management systems.

6. Determine the Company's goals, guidelines, policies, business operations plans, and budgets. Monitoring and supervision the administration and management of the Executive Committee to efficiently and effectively adhere to the set policies, operations plans, and budgets. And also determine the Company's good corporate governance and corporate social responsibilities policies.

7. Ensure the succession plan of the Company's management continuously.

8. Consider and approve the interim dividend and to consider annual dividend payments to be proposed to the Shareholders' Meetings.

9. Consider and determine management structure, appoint the Executive Committee, Chief Executive Officer and other sub-committees as appropriate, such as Audit Committee, including determining authority of the Executive Committee, the Chief Executive Officer and the appointed sub-committees.

However, the empowerment according to scope of determined duties shall not include the authority that may allow the aforementioned Executive Committee, Chief Executive Officer and sub-committees to consider and approve any transactions that may cause any conflict of interest processed with the Company or its subsidiary (if any), except for normal business transactions which are in accordance with general trade conditions or policy and rules already considered and approved by the Board of Directors.

10. The Board of Directors may appoint any one director or more or any other person to perform any acts on their behalf under the control of the Board of Directors, or may give the aforementioned directors / persons some authority as the Board of Directors deems appropriate and may cancel, revoke, withdraw and amend such authority as it deems appropriate.

However, such empowerment shall not include the authority that may allow the authorized directors / persons to consider and approve any transactions that may cause any conflict of their own or any other person's interest processed with the Company or its subsidiary (if any), except for normal business transactions which are in accordance with general trade conditions or policy and rules already considered and approved by the Board of Directors.

11. Ensure reports of the Company's general information and financial statement are provided to shareholders and stakeholders with correctness, promptness and in line with the laws.

Term of the Board of Directors

At every Annual General Shareholders' Meeting, one-third of the directors shall be retired. If the number of directors to be retired is not a multiple of three, then the number of directors closest to one-third shall be retired.

The directors retiring in the first and second years after the registration of the Company shall be determined by ballots. In every subsequent year, the directors who have served the longest in the office shall be retired. However, the director who has retired may be re-elected.

Directors' credential

Professor Sakorn Suksriwong, DBA



Age	46 years
Position	Chairman of Board of Directors / Independent Director / Chairman of Audit Committee
Education	<ul style="list-style-type: none"> - D.B.A. (International Business), The University of South Australia, Australia - M.B.A. (International Business), The George Washington University, Washington D.C., U.S.A. - B.B.A. (Banking and Finance), Chulalongkorn University, Bangkok - Director Accreditation Program from Thai Institute of Directors - Director Certification Program from Thai Institute of Directors - Audit Committee Program from Thai Institute of Directors
Experience	<ul style="list-style-type: none"> - Board of Director, C&C International Venture Co., Ltd. - Board of Director, AIMS Co., Ltd. - Board of Director, AIMS Phayathai Co., Ltd. - Board of Director, Eternal Energy Public Company Limited - Board of Director, Suksriwong Co., Ltd.
Shares hold as of January 1 st , 2014 / December 31 st , 2014	0.00 / 0.00
Directors hold in other listed companies	<ul style="list-style-type: none"> - Eternal Energy Public Company Limited - Bangkok First Investment Public Company Limited
Date of appointment	September 14 th , 2011
Seminar in 2014	- None



Dr. Theparak Leungsuwan

Age	63 years
Position	Director / Executive Committee / Chief Executive Officer
Education	<ul style="list-style-type: none"> - D.B.A., Chiangrai Rajabhat University - Bachelor of Science in Marine Transport of Philippines Maritime Institute - Director Certification Program from Thai Institute of Directors
Experience	<ul style="list-style-type: none"> - President Executive Director, Namyong Maritime Co., Ltd. - Director, Sapphire RoRo (Thailand) Limited. - Director, Chingtao Beer (Thailand) Co., Ltd. - Director, Pan Marine Shipping Co., Ltd. - Director, N & B Cranage Co., Ltd.
Shares hold as of January 1 st , 2014 / December 31 st , 2014	15.62 / 10.78
Directors hold in other listed companies	None
Date of appointment	March 19 th , 2002
Seminar in 2014	- None

Ms. Pensri Leungsuwan



Age	59 years
Position	Director
Education	<ul style="list-style-type: none"> - E.D.A. (Management) Srinakharinwirot University Bangkok Business College - Director Accreditation Program from Thai Institute of Directors
Experience	<ul style="list-style-type: none"> - Managing Director, China Shipping (Bangkok) Co., Ltd. - Executive Committee, N & B Cranage Co., Ltd. - Executive Committee, Cot-Shipping (Thailand) Co., Ltd. - Executive Committee, Vescon Tug Boat and Marine Service Co., Ltd. - Deputy Managing Director, Nam Yuen Yong Shipping Co., Ltd.
Shares hold as of January 1 st , 2014 / December 31 st , 2014	1.55 / 1.55
Directors hold in other listed companies	None
Date of appointment	March 19 th , 2002
Seminar in 2014	- None



Ms. Pimkarn Leungsuwan

Age	54 years
Position	Director / Executive Committee / Chief Finance Officer
Education	<ul style="list-style-type: none"> - M.B.A. (Executive), Sasin Graduate Institute of Business Administration, Chulalongkorn University - B.B.A., Marketing, Ramkhamhaeng University - Bachelor of Science, Nursing and Midwifery, Mahidol University - Director Certification Program from Thai Institute of Directors - Audit Committee Program from Thai Institute of Directors
Experience	<ul style="list-style-type: none"> - Director, Sapphire RoRo (Thailand) Limited. - Director, Chingtao Beer (Thailand) Co., Ltd. - Director, Pan Marine Shipping Co., Ltd. - Director, Dumnarai Co., Ltd. - Director, DCC Co., Ltd.
Shares hold as of January 1 st , 2014 / December 31 st , 2014	1.55 / 1.55
Directors hold in other listed companies	None
Date of appointment	March 19 th , 2002
Seminar in 2014	- Good Governance for Medical Executives, King Prajadhipok's Institute

Mr. Dhananant Leungsuwan



Age	61 years
Position	Director
Education	<ul style="list-style-type: none"> - Bachelor Degree in Laws, Ramkhamhaeng Univeristy - Director Accreditation Program from Thai Institute of Directors - Director Certification Program from Thai Institute of Directors - Financial Statements for Directors from Thai Institute of Directors - Anti Corruption : The practical Guide from Thai Institute of Directors
Experience	<ul style="list-style-type: none"> - Deputy Managing Director, Cosnam Shipping Co., Ltd. - Managing Director, Porncharoenkaehakarn Co., Ltd. - Executive Committee, N & B Cranage Co., Ltd. - Director, Pan Marine Shipping Co., Ltd. - Director, Namyong Maritime Co., Ltd.
Shares hold as of January 1 st , 2014 / December 31 st , 2014	1.55 / 1.55
Directors hold in other listed companies	None
Date of appointment	September 14 th , 2011
Seminar in 2014	<ul style="list-style-type: none"> - Anti Corruption : The practical Guide from Thai Institute of Directors (14/2557)



Mr. Pongthep Leungsuwan

Age	32 years
Position	Director / Executive Committee / Chief Administrative Officer
Education	<ul style="list-style-type: none"> - Bachelor of Law (LL.B.), Assumption University - Director Accreditation Program from Thai Institute of Directors
Experience	<ul style="list-style-type: none"> - Director, Laemchabang International Ro-Ro Terminal Co., Ltd. - Director, PTT Energy Co., Ltd. - Director, Sapphire RoRo (Thailand) Limited.
Shares hold as of January 1 st , 2014 / December 31 st , 2014	0.00 / 0.00
Directors hold in other listed companies	None
Date of appointment	February 9 th , 2012
Seminar in 2014	- None

Ms. Noree Suksawath



Age	50 years
Position	Director
Education	<ul style="list-style-type: none"> - M.P.A. in Public Management, Bangkok Tonburi University - Bachelor's Degree in Accounting, Rajabhat Rajanagarindra University - Director Accreditation Program from Thai Institute of Directors
Experience	<ul style="list-style-type: none"> - Managing Director, PNN Service Apartment Co., Ltd. - Managing Director, PNN Beauty Home Co., Ltd. - Managing Director, Bungkarn-Bangkok Kamai Co., Ltd.
Shares hold as of January 1 st , 2014 / December 31 st , 2014	20.05 / 18.34
Directors hold in other listed companies	None
Date of appointment	September 14 th , 2011
Seminar in 2014	- None



Mr. Vallop Tiasiri

Age	59 years
Position	Director
Education	<ul style="list-style-type: none"> - Master of Management Sasin Graduate Institute of Business Administration of Chulalongkorn University - Bachelor of Engineering, Chulalongkorn University - Director Accreditation Program from Thai Institute of Directors
Experience	<ul style="list-style-type: none"> - Director, Industrial Development Foundation for Thailand Automotive Institute
Shares hold as of January 1 st , 2014 / December 31 st , 2014	0.00 / 0.00
Directors hold in other listed companies	None
Date of appointment	August 6 th , 2014
Seminar in 2014	<ul style="list-style-type: none"> - Director Accreditation Program from Thai Institute of Directors (113/2557)

Dr. Vichya Kreangam



Age	33 years
Position	Director
Education	<ul style="list-style-type: none"> - Doctor of the Science of Laws (J.S.D.), University of California, Berkeley, School of Law - Master of Laws (LL.M.), University of California, Berkeley, School of Law - Bachelor of Laws (LL.B.) (Honors), Chulalongkorn University, Faculty of Law - Barrister-at-Law, Institute of Legal Education, Thai Bar Association - Diploma of Advocacy and Lawyer License, Lawyers Council of Thailand - Certificate of Senior Executives on Justice Administration, Class 16, Office of the Judicial Training Institute - Certificate of New Era Leadership in the Democratic Systems, Class 1, King Prajadhipok's Institute
Experience	<ul style="list-style-type: none"> - Lawyer, White & Case (Thailand) Limited - Guest lecturer at school of law, Assumption University - The House of Representatives, advisor to Sub-committee on Research for Regulation, Order and Laws relating to ICT and Telecommunications - The Senate, Sub-committee on ICT and Public Media, sub-committee - Corporate Affairs Expert, True Corporation Public Company Limited
Shares hold as of January 1 st , 2014 / December 31 st , 2014	0.00 / 0.00
Directors hold in other listed companies	<ul style="list-style-type: none"> - Sikarin Public Company Limited - AEC Securities Public Company Limited - General Engineering Public Company Limited
Date of appointment	November 12 th , 2014
Seminar in 2014	- None



Dr. Wetang Phuangsup

Age	47 years
Position	Independent Director / Audit Committee
Education	<ul style="list-style-type: none"> - Ph.D. in Economics, Cornell University, USA - MA in Applied Economics, The American University, USA - Bachelor of Engineering, Chulalongkorn University - Director Accreditation Program from Thai Institute of Directors - Director Certification Program from Thai Institute of Directors - Advance Audit Committee Program from Thai Institute of Directors
Experience	<ul style="list-style-type: none"> - Audit Committee, RHB OSK Securities (Thailand) Public Company Limited - Audit Committee, Eternal Energy Public Company Limited - Member of University Council, Nation University - Director, S. Sahasap Co., Ltd. - Director, NEP Realty and Industry Public Company Limited
Shares hold as of January 1 st , 2014 / December 31 st , 2014	0.00 / 0.00
Directors hold in other listed companies	<ul style="list-style-type: none"> - RHB OSK Securities (Thailand) Public Company Limited - NEP Realty and Industry Public Company Limited
Date of appointment	September 14 th , 2011
Seminar in 2014	- Advance Audit Committee Program (AACP) from Thai Institute of Directors (16/2557)

Mrs. Benchawan Srangnitra



Age	64 years
Position	Independent Director / Audit Committee
Education	<ul style="list-style-type: none"> - Master of Science in HRD, University of Manchester - Bachelor of Education, Chulalongkorn University - Director Certification Program from Thai Institute of Directors - Audit Committee Program from Thai Institute of Directors
Experience	<ul style="list-style-type: none"> - Former Secretary General
Shares hold as of January 1 st , 2014 / December 31 st , 2014	0.00 / 0.00
Directors hold in other listed companies	None
Date of appointment	September 14 th , 2011
Seminar in 2014	<ul style="list-style-type: none"> - None



Mrs. Sunee Pongpud

Age	61 years
Position	Independent Director / Audit Committee
Education	<ul style="list-style-type: none"> - M.B.A.(Finance) South east Asia University - B.B.A.(Accounting) Srinakharinwirot University - Director Accreditation Program from Thai Institute of Directors
Experience	<ul style="list-style-type: none"> - Account-Finance Manager, Villa Della Co., Ltd. - Office Manager (Finance), Thai Rung Union Cars Public Company Limited
Shares hold as of January 1 st , 2014 / December 31 st , 2014	0.00 / 0.00
Directors hold in other listed companies	None
Date of appointment	March 1 st , 2014
Seminar in 2014	- Director Accreditation Program (DAP) from Thai Institute of Directors (111/2557)

Board of Director has policy to encourage all of directors to develop knowledge continuously by persuade all directors to attend seminar in related matter regularly. If there any new directors being appointed, the company shall summarize company profile, significant issues of past few meetings, and provide related documents for the appointed director.

Summary of Meeting Attendance of the Board of Directors in 2013 and 2014

No.	Name	Position	Numbers of Attendance/ Numbers of Meetings	
			2013	2014
1.	Prof. Emer. Dr. Wissanu Krea-ngam	Chairman of Board of Directors	6/6	4/4
2.	Professor Sakorn Suksriwong, DBA	Chairman of Board of Directors / Independent Director / Chairman of Audit Committee	5/6	5/5
3.	Dr. Theparak Leungsuwan	Director	6/6	5/5
4.	Ms. Pensri Leungsuwan	Director	6/6	5/5
5.	Ms. Pimkarn Leungsuwan	Director	6/6	5/5
6.	Mr. Dhananant Leungsuwan	Director	6/6	4/5
7.	Mr. Pongthep Leungsuwan	Director	3/6	3/5
8.	Mr. Amornnat Janyong	Director	6/6	4/4
9.	Ms. Noree Suksawath	Director	6/6	4/5
10.	Mr. Vallop Tiasiri ²	Director	-	1/1
11.	Dr. Vichya Kreangam ³	Director	-	-
12.	Dr. Wetang Phuangsup	Independent Director / Audit Committee	6/6	5/5
13.	Mrs. Benchawan Srangnitra	Independent Director / Audit Committee	6/6	4/5
14.	Mrs. Kwanviroon Punchayarath	Independent Director / Audit Committee	6/6	2/2
15.	Mrs. Sunee Pongpud ¹	Independent Director / Audit Committee	-	3/3

Remark : 1. Mrs. Sunee Pongpud was appointed as a director on March 1st, 2014 (B.E. 2557).

(Replaced Mrs. Kwanviroon Punchayarath)

2. Mr. Vallop Tiasiri was appointed as a director on August 6th, 2014 (B.E. 2557).

(Replaced Mr. Amornnat Janyong)

3. Dr. Vichya Kreangam was appointed as a director on November 12th, 2014 (B.E. 2557).

(Replaced Prof. Emer. Dr. Wissanu Krea-ngam)

7.1.2 Audit Committee

As of December 31st, 2014, the Audit Committee consists of four members as follows:

No.	Name	Position
1.	Professor Sakorn Suksriwong, DBA	Chairman of Audit Committee
2.	Dr. Wetang Phuangsup	Audit Committee
3.	Mrs. Benchawan Srangnitra	Audit Committee
4.	Mrs. Sunee Pongpud	Audit Committee

Ms. Patomporn Oopachodsuwan has been appointed to be an Audit Committee Secretary and Professor Sakorn Suksriwong, DBA and Mrs. Sunee Pongpud are the members with background in finance and/or accountancy; therefore, they are able to review the reliability of financial statements.

Duties and Responsibilities of the Audit Committee

1. Review the Company financial report to ensure accuracy and adequacy.
2. Review and evaluate that the Company has suitable and efficient internal control system and internal audit, consider the independency of internal audit function. Appoint, transfer, or dismiss Head of Internal Audit or other functions responsible in Internal Audit.
3. Review to ensure compliance with SEC, SET, and related laws and regulations.
4. Consider, select and nominate the independent person to be the external auditor of the Company and recommend remuneration of such auditor as well as meet with the external auditor at least once a year with out participation of management.
5. Consider the connected transaction or the transaction that may cause conflict of interest to ensure compliance with related laws and regulation of the Stock Exchange of Thailand and ensure that the transaction is reasonableness and efficiencies of the Company.
6. Prepare and disclose the Audit Committee report signed by the Chairperson of the Audit Committee in and annual report with the following information;
 - 6.1. Opinion of the accuracy and adequacy of the financial report
 - 6.2. Opinion of the Company's internal control system
 - 6.3. Opinion in regards to the compliance with related laws and regulations of SEC, SET and related regulators.
 - 6.4. Opinion of the appropriate of the external auditor
 - 6.5. Opinion of the transaction that may cause conflict of interest

6.6. Number of Audit Committee's Meeting and the attendance of each Audit Committee

6.7. Opinion or notice from Audit Committee

6.8. Other transaction which deems to be disclosed to shareholders and investors under the authority and responsibilities

7. Conduct the business assigned by the Board of Directors in agreement of the Audit Committee.

Summary of Meeting Attendance of the Audit Committee in 2013 and 2014

No.	Name	Position	Numbers of Attendance/ Numbers of Meetings	
			2013	2014
1.	Professor Sakorn Suksriwong, DBA	Independent Director / Chairman of Audit Committee	5/5	5/5
2.	Dr. Wetang Phuangsup	Independent Director / Audit Committee	5/5	5/5
3.	Mrs. Benchawan Srangnitra	Independent Director / Audit Committee	5/5	5/5
4.	Mrs. Kwanviroon Punchayarath	Independent Director / Audit Committee	5/5	2/2
5.	Mrs. Sunee Pongpud	Independent Director / Audit Committee	-	3/3

7.1.3 Executive Committee

As of December 31st, 2014, the Executive Committee consists of four members as follows:

No.	Name	Position
1.	Dr. Theparak Leungsuwan	Chief Executive Offices
2.	Ms. Pimkarn Leungsuwan	Chief Finance Officer
3.	Mr. Amornnat Janyong	Chief Operations Officer
4.	Mr. Pongthep Leungsuwan	Chief Administrative Office / Acting Director of Personnel Department / Acting Director of Legal Department

Scope of Duties and Responsibilities of the Executive Committee

Propose goals, vision and business plans, including business strategies and the Company's annual budgets for the Board of Directors's consideration of approval.

1. Monitor and control the business operations to be in accordance with the Company's policies, business plans and budgets.

2. Act on the Company's behalf, upon the authority assigned by the Board of Directors to external persons, in related businesses and in activities beneficial to the business.

3. Consider and approve operations which are normal business transactions of the Company's business while the financial amount of each business transaction is in accordance with the operation authority approved by the Board of Directors; however, the amount shall not be more than THB 50.00 million per each business transaction, except for expenses occurred from the Company's normal business operations which need to be paid to government offices or state enterprises—such as the Port Authority of Thailand (PAT), the Industrial Estate Authority of Thailand (IEAT), the Customs Department and the Revenue Department—that do not have limited financial amount specified.

4. Determine organization and management structure, to consider salary and bonus adjustments of the employees in levels below executive committee, as well as to consider and approve rates of manpower that are not included in the annual budgets.

5. Appoint or employ consultants to maximize the efficiency of the Company's internal management.

6. Consider the Company's profits and losses and propose interim dividend payments for the Board of Directors to approve.

7. Appoint any one person or more to perform any acts under control of the Executive Committee, or may give such person some authority within limited period of time that the Executive Committee deems appropriate and may cancel, revoke, withdraw or amend the authorized person or the authority as deemed appropriate.

8. To perform other duties as occasionally assigned by the Board of Directors.

However, the assignment of authority and responsibilities of the Executive Board Committee shall not include the assignment of power of attorney or power of attorney's substitute that may allow the attorney of the Executive Committee to approve any transactions that may cause any conflict of their own or any other person's interest with the Company or its subsidiary and/ or its associate. The Executive Committee does not have authority to approve

the aforementioned transactions and they must be proposed to the Board of Directors' Meetings and/ or the Shareholders' Meetings (as the case may be) to consider and approve accordingly, unless the consideration and approval are for transactions according to normal business and normal trade conditions.

7.1.4 Managements

As of December 31st, 2014, there are five executives as follows:

No.	Name	Position
1.	Dr. Theparak Leungsuwan	Executive Committee / Chief Executive Officer
2.	Ms. Pimkarn Leungsuwan	Executive Committee / Chief Finance Officer
3.	Mr. Amornnat Janyong	Executive Committee / Chief Operations Officer
4.	Mr. Pongthep Leungsuwan	Executive Committee / Chief Administrative Office/ Acting Director of Personnel Department/ Acting Director of Legal Department
5.	Ms. Patomporn Oopachodsuwan	Assistant Vice President of Accounting and Finance Department

Scope of Duties and Responsibilities of the Chief Executive Officer

1. Supervise, manage, perform and operate business as normal for the Company's benefits in accordance with the policies, visions, goals, annual business operation plans and annual budgets determined by the Board of Directors' Meetings and/ or assigned by the Executive Committee.

2. Manage the Company's operations according to the missions determined by the Executive Committee in order that they are in correlation with the Company's business operation plan and the annual budgets as well as related business strategies determined by the Board of Directors.

3. Monitor and supervise overall operations related to finance, marketing, personnel management and other operations and ensure that they are in accordance with the Company's policies and operation plans determined by the Board of Directors within the limitation, however, of not over THB 10.00 million per business transaction, except for expenses occurred from the Company's normal operations required to be paid to government offices or state enterprises—such as PAT, IEAT, the Customs and the Revenue Department—that the permission of THB 200.00 million per business transaction is given.

4. Employ, appoint, transfer, dismiss, terminate and determine wages and remunerations for employees in the levels below Executive Committee with ability to appoint power of attorney's substitute to perform the aforementioned duties.

5. Determine rewards, salary increases, remunerations and special bonuses aside the employees' bonuses upon the consent of the Board of Directors and/ or the Executive Committee.

6. Enter to any agreement or business transactions related to the normal business operations by that the financial amount of each transaction adhere to authority of operations approved by the Board of Directors.

7. Issue internal orders, regulations, announcements and memos of the Company so that the operations of the Company are in accordance with the policies and at the Company's benefits, including maintain the organization's disciplines.

8. Perform other tasks assigned by the Board of Directors and/ or the Executive Committee, including having authority to perform such tasks.

However, the Chief Executive Office (CEO) does not have any authority to approve any operations which the Chief Executive Officer (CEO) or the attorney of the CEO or persons that may have any conflict of interest with the Company and/ or its subsidiary and/ or its associate. Instead, the aforementioned operations shall be presented to the Executive Committee's Meetings and/ or the Board of Directors' Meetings and/ or the Shareholders' Meetings (as the case may be) to consider and approve, except for the operations according to normal business transaction and general trade conditions which the Board of Directors has approved in principle to proceed.

7.1.5 Corporate Secretary

The Board of Directors' Meeting on May 18th, 2011 resolved that Ms. Pawapak Arayaphong be appointed the Company's Corporate Secretary to act on behalf of the Company and/ or the Board of Directors and scope of duties and responsibilities of the Corporate Secretary has been determined as follows:

1. Prepare and maintain the following statutory documents:
 - (1) Director registers;
 - (2) Invitation letters of the Board of Directors' Meetings, minutes of the Board's Meetings and the Company's annual report; and
 - (3) Invitation letters of the Shareholders' Meetings and minutes of the Shareholders' Meetings.
2. Maintain reports of conflict of interests of the directors or management.
3. Perform other tasks determined by Capital Market Supervisory Board.

7.2 Remunerations of Directors and Executives

7.2.1 Remunerations of Directors

1) Financial Remunerations

Details of Remunerations of the Board of Directors and Audit Committee in 2013 and 2014 are as follows:

No.	Name Board of Directors	Attendance Fee (Baht)					
		2013			2014		
		Board of Directors	Audit Committee	Total	Board of Directors	Audit Committee	Total
1.	Prof. Emer. Dr. Wissanu Krea-ngam	300,000	-	300,000	210,000	-	210,000
2.	Professor Sakorn Suksriwong, DBA	100,000	100,000	200,000	145,000	140,000	285,000
3.	Dr. Theparak Leungsuwan	120,000	-	120,000	115,000	-	115,000
4.	Ms. Pensri Leungsuwan	120,000	-	120,000	115,000	-	115,000
5.	Ms. Pimkarn Leungsuwan	120,000	-	120,000	115,000	-	115,000
6.	Mr. Dhananant Leungsuwan	120,000	-	120,000	90,000	-	90,000
7.	Mr. Pongthep Leungsuwan	60,000	-	60,000	65,000	-	65,000
8.	Mr. Amornnat Janyong	120,000	-	120,000	90,000	-	90,000
9.	Ms. Noree Suksawath	120,000	-	120,000	90,000	-	90,000
10.	Mr. Vallop Tiasiri ²	-	-	-	25,000	-	25,000
11.	Dr. Vichya Kreangam ³	-	-	-	-	-	-
12.	Dr. Wetang Phuangsup	120,000	60,000	180,000	115,000	90,000	205,000
13.	Mrs. Benchawan Srangnitra	120,000	60,000	180,000	90,000	90,000	180,000
14.	Mrs. Kwanviroon Punchayarath	120,000	60,000	180,000	40,000	30,000	70,000
15.	Mrs. Sunee Pongpud ¹	-	-	-	75,000	60,000	135,000

Remark : 1. Mrs. Sunee Pongpud was appointed as a director on March 1st, 2014 (B.E. 2557).

(Replaced Mrs. Kwanviroon Punchayarath)

2. Mr. Vallop Tiasiri was appointed as a director on August 6th, 2014 (B.E. 2557).

(Replaced Mr. Amornnat Janyong)

3. Dr. Vichya Kreangam was appointed as a director on November 12th, 2014 (B.E. 2557).

(Replaced Prof. Emer. Dr. Wissanu Krea-ngam)

2) Non-financial Remunerations

- None -

7.2.2 Remunerations of Executives

Remunerations of executives (exclusive of remunerations of taking the position of director) and non-director executives of the Company comprising salary, bonuses, provident fund, and long-term benefits for the years 2013 and 2014 are as follows:

	Remuneration (Million Baht)	
	2013	2014
Numbers of Executives	5	5
Remunerations (Million Baht)	29.84	31.41



Corporate Governance

8. Corporate Governance

8.1 Corporate Governance Policy

The Board of Directors determined corporate governance policy by having principles and practices correlating to the Good Corporate Governance Principles of the Stock Exchange of Thailand and complied almost all of the Good Corporate Governance Principles. At the present our Good Corporate Governance Principles can be divided into five categories covering good corporate governance principles as follows:

Category 1: Rights of Shareholders

The Company is aware of the importance of the rights of shareholders—both as investors and owners of the Company—and the issues that impact on the Company, including having a policy of supporting and facilitating the shareholders' rights as follows:

1. The Company encourages that the Board of Directors, management and any related department, including auditors, attend the shareholders' general meetings simultaneously.
2. The Company will send an invitation letter providing sufficient information on venue, date and time of the meeting, along with the meeting agenda and supporting information related to the meeting, at least 7 days prior to the meeting required by laws, so that the shareholders have time to study the information related to the meeting in advance. Moreover, the invitation letter and support documents are to be publicized on the Company's website in advance and on newspaper, as a notice of the meeting appointment, for 3 consecutive days prior to the proposed meeting date.
3. To protect the rights of the shareholders who cannot attend the meeting by themselves, the Company will send a proxy form together with the invitation letter.
4. The Company encourages all shareholders to send their opinions, suggestions and questions before the meeting date within a certain period determined by the Company. All relevant principles will be publicized on the Company's website and announced on the Stock Exchange of Thailand's website.
5. Prior to the meeting commencement, the secretary to the meeting is to introduce the Board of Directors, management team, and the Company's auditors and to inform the attendees of principles of voting rights and shareholders' vote counting system. Also, the attendees have an opportunity to share opinions, suggestions and questions on each agenda within appropriate and sufficient time. The Chairman of the meeting conducts the meetings by following the set agenda with a policy of not adding more agenda into the meeting without any advance notice to the shareholders. For the election of the directors, the Company gives an opportunity for the shareholders to vote for a director individually.
6. The Company ensures the minutes of meeting is accurately and completely recorded and verifiable to the shareholders. The resolutions will be evidently recorded with voting details of approve, disapprove, or abstain of all agenda that requires shareholders to vote, along with summary of significant and meeting-related opinions, questions and answers. The resolutions will then be publicized on the SET's website by 09:00 am on the following working day,

and the minutes of meeting will be submitted to the SET within 14 days as well as publicized on the Company's website.

Category 2: Equitable Treatment of Shareholders

1. In the Annual General Shareholders' Meeting, the Company provides minority shareholders with an opportunity to propose a meeting agenda and to nominate directors to the Board in advance.

2. In the Shareholders' Meeting, the Company equitably enables minority shareholders to freely express opinions and suggestions, as well as raise questions prior to passing any resolution.

3. For the purpose of fairness and equity to all stakeholders, the Company strictly supervises its use of internal information to prevent an exploitation of information.

The Company provides information to directors and management of responsibilities in reporting the Company's share holding of their own and the penalty in accordance with the Security and Exchange Act B.E. 2535 (1992) and regulations of the Stock Exchange of Thailand. The directors and managements who trade their securities must report the share holding of themselves, their spouses and children who are minors in the Company under section 59 of the Securities and Exchange Act B.E. 2535 to the Securities and Exchange Commission of Thailand within 3 working days in order to be publicized accordingly.

The Company sets a policy of disciplinary punishment measures for those who exploit or disclose the Company's internal information which may cause the Company damages by considering appropriate punishment on a case-by-case basis.

Besides, the Company holds to the equitable treatments of shareholders and determines guidelines of interest management with transparency and accountability, especially in considering transactions between the Company and stakeholders or related parties.

Category 3: Role of Stakeholders

The Company realizes the importance of the rights of every group of stakeholders, including both internal and external stakeholders, and is aware that every of stakeholders' supports and comments will be useful for operating and developing the Company's business. Thus, the Company observes the laws and relevant regulations so that the rights of the stakeholders are carefully protected. Moreover, to operate its business, the Company underlines the rights of all stakeholders by following the Corporate Social Responsibility guidelines determined on the Company's Code of conducts.

Submission of complaints

The Company provides channels that every group of stakeholders can contact the Company or submit their complaints about related problems directly to the Board of Directors. Complaints can be sent via E-mail to the Office of Corporate Secretary at csnyt@namyongterminal.com or via post addressed to the Office of Corporate Secretary followed by the Company's head office address. The stakeholders who submit the complaints can be certain that the Company keeps their information confidential and the Corporate Secretary collects all complaints and presents them to the Audit Committee and the Board of Directors accordingly. Besides, the Company also offers an opportunity to every group of stakeholders to directly contact or submit the complaints to the independent committee at idnyt@namyongterminal.com which is the direct channel to contact the Audit Committee and all four Independent Directors.

Category 4: Disclosure and Transparency

The Board of Directors places importance on disclosure of information with correctness, completeness, promptness and transparency of reporting of financial information and general information—including any other significant information that impacts the Company’s share price—in accordance with regulations of the Security and Exchange Commission (“SEC”) and the Stock Exchange of Thailand (“SET”). The Company has a policy of disseminating the Company’s information memorandum to shareholders, investors and public through broadcasting channels and media of the Stock Exchange of Thailand as well as other public media which can be easily reached by the shareholders and public. Moreover, the Company has conducted corporate day to share recent information with investors periodically.

The Board of Directors is responsible for the Company’s financial statements and financial information as appeared in the annual report. The financial statements are prepared in accordance with generally accepted accounting principles in Thailand by consistently conforming to appropriate accounting policy with complete and sufficient disclosure of information in the financial statements. In doing so, the Audit Committee reviews the quality of the financial statements and internal control systems, including sufficiently disclosing significant information in the notes of the financial statements, and informs the Board of Directors.

Category 5: Responsibilities of the Board of Directors

Structure of the Board of Directors

The Board of Directors consists of persons equipped with knowledge and experience beneficial to the Company and takes an important role in determining organization policy and overview, including supervising, auditing and evaluating that the Company’s operating results comply with the set plans. Also, the Board of Directors faithfully operates the Company’s business in accordance with the laws, rules and resolutions of Shareholders’ Meetings and maximizes the benefits of the Company and shareholders.

In addition, the Board of Directors appointed sub-committees—comprising Audit Committee and Executive Committee—to manage and operate the business to be in accordance with the good corporate governance policy, to carry out specific duties and to present matters to the Board of Directors to consider and acknowledge. The aforesaid sub-committees have the rights and responsibilities as determined in authority and responsibilities of each sub-committee.

Concerning the clarity of responsibilities of determining policies of good corporate governance and managing regular operations, the Board of Directors has a policy that Chairman of Board of Directors and Chief Executive Officer must not be the same person. The Company, however, clearly separates roles, duties and responsibilities between the Board of Directors and managements and ensures checks and balances of the operations by having the Board of Directors determine policies and supervise the managements’ performances in principles whereas the managements manage the Company’s operations in accordance with the determined policies.

Roles, duties and responsibilities of the Board of Directors

The Board of Directors has responsibilities of considering and approving important matters related to the Company’s operations, including supervising the management to efficiently and effectively operate the Company’s business in accordance with the determined policies and plans.

Separation of policy determination and regular operation management

The Board of Directors considered and clearly separated authority and responsibilities of determining good corporate governance policy and those of managing routine operations. The Chairman of Board of Directors and the Chief Executive Officer will then be appointed by the Board of Directors. The Chairman of Board of Directors will lead and ensures the efficiency and effectiveness of the Board of Directors' Meetings by encouraging all directors to participate in the meetings and freely share their opinions, together with acting as a Chairman in the Shareholders' Meeting. However, the Chairman of Board of Directors does not collectively manage regular operations, but only consistently provides supports and recommendations relating to business operations of the management team through the Chief Executive Officer; whereas the Chief Executive Officer is responsible for managing the Company under the authority assigned by the Board of Directors.

Code of conduct

The Board of Directors asserts correct and fair business operations by establishing the Company's code of conduct in writing in order to distribute to employees for use as guidelines in operating the business conforming to the code of conduct with honesty and fairness as well as cautiously operating in accordance with related laws and regulations.

Conflict of interest

The Board of Directors determined a policy of to conflict of interest based on the principle that any decisions related to the business operations shall be made for the Company's best interest only and any actions leading to any conflict of interest should be avoided.

The Audit Committee presents the Board of Directors with connected transactions and transactions with conflict of interest after having thoroughly considered the appropriateness of the transactions adhering to the rules of the Stock Exchange of Thailand, including disclosing the transactions in the annual report and annual registration form (form 56-1).

When a change of share holding occurs, the Company's Board of Directors and managements, including spouses and children who are minors, shall report such change to the Company and submit a report of changes in share holding to the Securities and Exchange Commission of Thailand within 3 working days from the date of purchase, sale and transfer. In addition, the directors, managements or department with the knowledge of internal information are prohibited to disclose such knowledge to outsiders or irrelevant parties and trade the Company's shares one month prior to and three days after the publication of the financial statements. This is to protect the exploitation of internal information.

Internal control systems

The Board of Directors emphasizes on efficient internal supervision and control in both managerial and operational levels. Internal control systems are important mechanisms to reassure the management team of the reduction of business risks and to maintain the efficiency of the business operations by means of properly allocating of resources and achieving the target goals, protecting the missing and loss of assets caused by misconduct in office, providing correct and trusted financial statements, having personnel act according to the related laws and regulations as well as protecting shareholders' investments. The Company, therefore, clearly determines duties and authority of business operators and executives for different matters in writing, monitor and supervise the utilization of the

Company's assets and separate responsibilities of business operators, auditors and evaluators to ensure appropriate checks and balances and audit.

The Board of Directors assigns the Audit Committee to take responsibility of reviewing the appropriateness and efficiency of the internal control systems arranged by the executives in respect of operations, financial reporting, regulatory and policy compliances and operating supervision. The Audit Committee is also assigned to be responsible for risk management and prioritization of vital signs assessed through early warning systems and irregular transactions. The Company, however, has an internal auditors to examine the Company's internal control systems to ensure that the Company has appropriate and sufficient internal control systems and that the internal auditors are independent to thoroughly perform the checks and balances. The internal auditors then directly report the audit results to the Audit Committee. The Company evaluates the sufficiency of the internal control systems at least once a year to be assured of the efficiency of the systems.

Risk management

The Board of Directors emphasizes on risk management and is responsible for determining the overall risk management policy, evaluating and managing the organization's risks in order to maintain the risks at the acceptable level. The Board of Directors assigns the Executive Committee to efficiently manage the risks in accordance with the determined policy. The Company has an internal assessment by all managers every year, which shall be reported along with the appropriate prevention to Executive Committee. With any risks that become obstacles of an achievement of planned business operating goals, the Company shall impose measures to manage these risks as well as support and urge creation of working culture that personnel are aware of the importance of the risks, understand the causes of the risks and then rectify such causes in order to prevent and reduce any possible losses. This also results in the Company's benefits from potential business opportunities which will then add values to the organization.

Report of the Board of Directors

The Board of Directors takes responsibility for the Company's financial statements by assigning the Audit Committee to review financial reports and ensures financial reports are prepared with quality and accuracy according to the accounting standards generally accepted. The disclosure of the Company's important information is transparent and sufficient by having accounting department and/ or auditors attend a meeting together and present financial reports to the Board of Director every quarter. The Board of Director is responsible for the Company's financial statements and the financial information (report of responsibilities of the Board of Directors to financial reports) appeared in the annual financial statements. The aforesaid financial statements are prepared in accordance with the accounting standards certified and examined by the Company's auditors, whereas the disclosure of the important information—both financial and general information—is completely and consistently provided based on facts.

Board of Directors' meetings and Audit Committee

The Board of Directors and Audit Committee conduct a meeting at least every quarter and may have a special meeting as necessary. The agenda is clearly set and circulated with supporting documents prior to the meeting so that the Board of Directors and Audit Committee have enough time to study the related information in different matters prior to the meeting. Minutes of meetings are recorded and verified documents/ reports are collected and filed for further reference and verification.

In each Board of Directors' Meeting, the Company's corporate secretary attends the meeting to take the minutes and submit the minutes to the Chairman of Board of Directors for approval in the next meeting, including maintaining and filing all meeting-related information and documents for further reference.

Remuneration

The Company has a policy of paying appropriate levels of remunerations to the directors and managemetns by considering the operating results of the Company and the compatibility with the business counterparts, including the suitability with regard to duties and responsibilities of each director and managements in the forms of directors' remunerations and/ or salary and bonuses. The remuneration of directors and management shall be determine by Nomination and Remuneration Committee, which the Board of Directors has been approved and during the process to establish.

Nomination of the Board of Directors and Managements

The Company extensively emphasizes on the process of nomination of the Board of Directors and managements. As of now, the Company is in the process to establish Nomination and Remuneration Committee for this specific duty for nominating and selecting directors and managements to ensure that they are knowledgeable and diversely skillful.

The nomination of the Company's independent directors is based on the qualifications defined by the Company which are corresponding with regulations of the office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

The Executive Committee is nominated and appointed by the Company's Board of Directors and managements in order to share the management duties of the Board of Directors and the regular work which may be beyond the authority of the Chief Executive Officer, so that the Board of Directors can work more on the policy management and executive supervision.

Development of directors and managements

The Board of Directors has a policy that supports the training and educating of concerned directors in the Company's corporate governance systems in order that the operations are continually improved.

8.2 Composition of the Board of Directors

As at December 31st, 2014, the Board of Directors comprises 12 members as follows:

- 3 Executive directors
- 5 Non-executive directors
- 4 Independent directors

However, the Board of Directors appointed sub-committees in order to manage and operate the Company in accordance with the good corporate governance policy and those sub-committees are Audit Committee and Executive Committee, whereas Professor Sakorn Suksriwong, DBA —Independent Directors/ Chairman of Audit Committee—is qualified with knowledge and experience in reviewing the Company's financial statements.

8.3 Nomination of Directors and Executives

8.3.1 Nominations of Directors

In the nomination of directors, the Nomination and Remuneration Committee considers various aspects of appropriateness by emphasizing on those who have skills, experiences and expertise which are compatible with the policies and strategies of the Company as well as possess all qualifications required for the Company's directors according to the related Public Limited Companies Act B.E. 2535 (as amended), the Securities and Exchange Act B.E. 2535 (as amended), Notifications of Capital Market Supervisory Board and Notifications of the Stock Exchange of Thailand's Boards of Governors. The appointment of the Company's directors shall be approved by the Board of Directors' Meetings and/ or the Shareholders' Meetings, as the case may be, as follows:

1. Election of directors to replace those retiring by rotation shall be approved by the Annual General Shareholders' Meeting in accordance with the following procedures:

(1) Each shareholder shall have one vote per share.

(2) Each shareholder may cast all his/ her vote according to (1) to elect one or several individuals as directors, but could not allot his/ her votes to any person at any number.

(3) The candidates receiving the highest numbers of votes, ranked in descending order, shall be elected as directors in equivalent to the numbers of required directors at such time. In the event that the numbers of candidates, in the next descending order, receiving the equal numbers of votes exceed the numbers of directors required at the time, the Chairman of the meeting shall have a casting vote.

2. For election of a director to replace those other than retiring by rotation, the Board of Directors, by a vote of not less than three-fourths of the numbers of the remaining directors, may elect a director to fill up the vacant. However, the replacement director shall retain his/ her office for the period equivalent to the remaining tenure of his predecessor.

8.3.2 Nomination of Independent Director

The nomination of the Company's independent directors is based on the qualifications defined by the Company which are corresponding with regulations of the office of the Securities and Exchange Commission and the Stock Exchange of Thailand as follows:

Qualifications of independent director

The Company's independent director shall have the following qualifications:

1. Holding shares not exceeding 1.00 percent of the total shares with voting rights of the Company, its parent company, subsidiary and associate, major shareholders and the controlling parties of the Company, provided that the shares held by the related parties of such independent director shall be included.

2. Neither being or neither having been an executive director, employee, staff, advisor who receives salary nor a controlling party of the Company, its parent company, subsidiary, associate, same-level subsidiary, major shareholders or controlling parties.

3. Not being the person who has relationship by means of descent or legal registration under the status of father, mother, spouse, sibling, and child. The prohibitive persons also include spouses of children of management, major shareholders, controlling parties or a nominee of the management or controlling party of the Company or its subsidiary.

4. Not having or never having had business relationship with the Company, its parent company,

subsidiary, associate, major shareholders, or controlling parties of the Company in respect of power which may cause the obstacle of the independent decision, including not being or never having been a significant shareholder or a controlling party of any persons having business relationship with the Company, its parent company, subsidiary, associate, major shareholders, or controlling parties of the Company.

5. Not being or never having been the auditor of the Company, its parent company, subsidiary, associate, major shareholders, or controlling parties of the Company, and not being a significant shareholder, a controlling party, or a partner of the auditing firm which employs such auditor of the Company, its parent company, subsidiary, associate, major shareholders, or controlling parties of the Company.

6. Not being or never having been a professional service provider, including but not limited to legal service or financial advisor, receiving service fee of more than THB 2.00 million per year from the Company, its parent company, subsidiary, associate, major shareholders, or controlling parties, and not being the significant shareholder, a controlling party, or a partner of the above mentioned service firms.

7. Not being a director who is nominated to be a representative of directors of the Company, major shareholders, or any other shareholders related to the major shareholders.

8. Not operating the same and significantly-competitive business with the business of the Company, or its subsidiary, or not being a significant partner of the partnership, or neither being an executive director, employee, staff, advisor who receives salary, nor holding shares exceeding 1% of the total shares with voting rights of any other company which operates the same and significantly-competitive business with the business of the Company, or its subsidiary.

9. Not being any otherwise which is unable to have an independent opinion regarding the business operation of the Company.

8.3.3 Nomination of Audit Committee

1. Nomination and Remuneration Committee considers various aspects of appropriateness and proposed to the Board of Directors or the Shareholders' Meetings to appoint Audit Committee.

2. The Board of Directors or the Shareholders' Meetings appointed the Company's independent director as Audit Committee.

3. The Audit Committee selects a member of the Audit Committee to be the Chairman of Audit Committee.

4. The Audit Committee is to appoint the secretary of the Audit Committee.

Qualifications of Audit Committee

The Audit Committee shall have qualifications as specified in the Notification of Qualifications and Scope of Work of the Audit Committees B.E. 2551 (as amended). The Audit Committee shall serve a term of office of three years provided that at least an Audit Committee shall have knowledge, understanding or experiences in accounting or finance.

8.3.4 Nominations of Managements

In the nomination of managements, the Executive Committee considers and appoints persons who have suitable abilities and qualifications as chief officers of each department by considering their knowledge, experiences, professions as well as specialized qualifications in specific areas which are highly necessary and beneficial to the Company's business.

8.4 Supervision of the Operations of Subsidiary and Associate

The Board of Directors has governing mechanisms which allow the Board to monitor and supervise the management as well as to take responsibility for the operations of the Company's subsidiary and associate in order to efficiency maintain the benefits of the Company's investments. The Company has send the Directors in the proportion of share owned.

Regarding the Company's associate, the Board of Director has governing mechanisms which reflect under the shareholder agreement between the Company and the Nippon Yusen Kabushiki Kaisha Group ("NYK")—the major shareholder of Laemchabang International Ro-Ro Terminal Company Limited ("LRT")—determining the agreements relating to joint investments and management of LRT. Details can be found on form 56 – 1.

8.5 Supervision of the User of Internal Information

Concerning the fair and equitable treatments of all shareholders, the Company recognizes the importance of protecting the use of internal information for personal or other people's benefits of the directors, managements and employees. To comply with rules and regulations of the SEC, the Company determined and announced policy of the use of internal information to directors, managements and employees to acknowledge and follow. The main points of the policy are summarized as follows:

1. Directors and managements shall report a change of share holding to the SEC according to section 59 of the Securities and Exchange Act B.E. 2535 within three days from the date of the change of share holding, and submit a duplicate copy of the report to the Company's Corporate Secretary on the same day the report is submitted to the SEC.

2. Directors, managements, and employees are prohibited to exploit the internal information in trading the Company's shares and are prohibited to disclose the internal information to outsiders or irrelevant persons prior to the official public disclosure through the SET.

8.6 Remuneration of Auditor

The Company paid the following remunerations to the auditors as follows:

Unit : THB

Fiscal Year	Audit Office	Audit Fee
2012	Ernst & Young Office Limited	1,140,000
2013	EY Office Limited (Former Ernst & Young Office Limited)	1,040,000
2014	EY Office Limited	1,140,000

The company has not paid any other expenses to the auditor unless the audit fee mention above.



Social Responsibility

9. Social Responsibility

9.1 Overall Image Policy

The Board of Directors is aware of the importance of social concern from the Company's business operations although the Company's services do not affect the environment or nearby communities. Therefore, the Board has determined policy of corporate social responsibility (CSR) to continually support CSR operations especially nearby and remote communities that are in need of assistance.

9.2 Activities of the Corporate Social Responsibility (CSR)

At present, the Company supports the CSR operations which can be divided into 5 types as follows:

1) The Company works together with Give the Gift of Sight Foundation in Thailand and OneSight Foundation to set up a project called "Give the Gift of Sight" which has been continually carried on for over 5 years. The operation of the project will be carried out twice a year in different remote communities around the country, which has aided over 90,00 individuals with eye problems within the past 5 years.

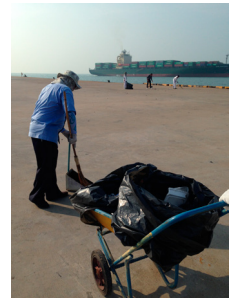


2) The Company offers some supports to nearby communities as appropriate, such as in 2011, the Company together with its employees helped repair and build a school after the flood crisis.



3) The Company hires Thai Environmental Technic Limited to survey environment in the terminal. The examine report indicates that none of the Company's operation has been ruin the surround environment. Moreover, the Company always clean up the terminal area to prevent the garbage to fall into the see which is another approach to preserve the environment around the terminal.

4) The Company consistently organizes cleaning activities of the berth and nearby areas as a part of the Company's business procedures for the protection of health and safety as well as the promotion of sustainable consumption.



5) With the intention to support all CSR activities, Namyong Terminal Public Company Limited has assisted Mae Fah Luang Foundation under Royal Patronage by exemption all the tariff of 11 imported vehicles from Japan, which were fire engines and ambulances donated from Ibaraki International Friendship and Welfare Foundation (IIFF) for the benefit of local administration such as District Administrative Organization, Sub-district Munical, local hospitals.





Internal Control and Risk Management

10. Internal Control and Risk Management

The Company has the policy of reinforcing work quality and improving administrative management to promote professionalism of the Company being a leader in providing Ro/Ro terminal services with efficiency, transparency and good governance. The Board of Directors then assigns the Audit Committee to review and evaluate the management system, internal control system, risk management system, and corporate governance that all the procedures within the Company are conducted efficiency and legally along with rules and regulations. Moreover, the Audit Committee also review the financial statements preparation for the adequate and timely disclosure as well as conforming to the accounting principles for the benefits of shareholders and all stakeholders.

For the Company's internal audit, the company has hired ANS Business Consultant Company Limited ("ANS"), with Mr. Amornpong Nuanwiwat as a team leader since the past until present. Audit Committee has considered that, according to the qualifications of ANS, this internal audit agency has suitable and sufficient experiences to perform the duty. ANS shall report directly to Audit Committee.

In April 2013, the Audit Committee approved the Company's internal control audit schedules for year 2013 to 2014 to be used as guidelines for ANS, which ANS had reviewed the internal audit plan for the year 2014 in November 2013, to ensure that the Company's internal control systems will be continually and efficiently carried on.

Apart from the aforementioned audit of internal control systems conducted by ANS, EY Office Limited, the Company's auditor, also reviewed internal control systems of financial statements of the Company and its subsidiary and presented the audit results to the Audit Committee. However, in 2014, the Company's auditor did not specify any material control weaknesses that may cause negative impacts to the Company's operations.

In the Board's meeting No. 1/ 2015 on February 24th, 2015 which four members of the Audit Committee attended, the Board of Directors considered and evaluated the adequacy of internal control systems the Company currently uses by asking the management about the information relating to the Company's internal control systems in the following aspects.

1. Internal control
2. Risk assessment
3. Operational control
4. Information technology and data communication systems
5. Tracking systems

The Board of Directors has an opinion that in the current position, the Company has adequate internal control systems of businesses with major shareholders, directors, management or related parties of the aforementioned individuals. For internal control of other aspects of internal control system, the Board has an opinion that the Company's internal control of such aspects is also sufficient and in correlation with the adequacy evaluation form of internal control of the SEC. However, the Audit Committee does not have any different opinion from that of the Board or the auditors regarding the observations of the internal control.

Audit Committee Report

Audit Committee of Namyong Terminal Public Company Limited, comprising four qualified independent directors, has performed the duties according to the scope and authority assigned by the Board of Directors and specified in the Audit Committee Charter which are in compliance with Regulations and Best practices for Audit Committee of the Securities and Exchange Commissions and the Stock Exchange of Thailand.

In 2014, the Audit Committee held total of five meetings—all of which the committee members attended—to consult with the managements, internal auditors and external auditors about related matters which of material duties are summarized as follows:

1. The Audit Committee quarterly and annually reviewed financial statements of Namyong Terminal Public Company Limited which had been reviewed and examined by the external auditors with unqualified review and opinion given. However the Audit Committee invited the managements and the external auditors to a meeting every meeting which the material respects and the adequacy of disclosure of the financial statements were also reviewed as well as reported to the Board of Directors for approval. The meetings between the Audit Committee and the external auditors were organized without presence of executives in order to independently consult about the material information in preparing the financial statements. The Audit Committee therefore is assured that the aforementioned financial statements are fair in all material respects conforming to the accounting principles and have adequate and timely disclosure for the benefits of shareholders, investors or those who rely on the data in the financial statements.

2. The Audit Committee reviewed the internal control systems and supervised the internal audit by considering the reports of the internal audit, gave some consultation and suggestions in various matters, and also considered to approve annual internal audit plans by emphasizing the scope of the internal audit to cover important risks in each process. The Audit Committee therefore has an opinion that the said internal control systems of the Company are sufficient and suitable.

3. The Audit Committee reviewed the performance of the Company to ensure its compliance with laws of the Securities and Exchange Act, rules of the Securities and Exchange Commission, regulations of the Stock Exchange of Thailand as well as other related laws to the Company's business by reviewing the internal audit report and consulting with internal audit. The Audit Committee opined that the Company suitably operates the business according to the related laws and regulations in all material respects.

4. The Audit Committee considered connected transactions to ensure that such transactions were reasonable and at the best interest of the Company and therefore opined that the managements had processed the transactions with transparency and in accordance with the normal business conditions, including that the transactions were reasonable.

5. The Audit Committee considered an appointment of auditors from the qualifications of the auditors, previous performances as well as the remuneration of the auditors, and resolved that the auditors of EY Office Limited be appointed the Company's auditors for the year 2015. The Audit Committee then presented the resolution to the Board of Directors for further consideration and approval in the Annual General Shareholders' Meeting in 2015.

In summary, the Audit Committee has performed its function in accordance with the assigned duties and responsibilities by using their knowledge, abilities, experiences together with thorough caution, and independence in order to provide opinions, advices and recommendations prioritizing business operations which had excellent co-operation from Executive Committee, management, and all other related persons in order to achieve the goals under good governance, transparency and credibility for the best of all stakeholders' benefits.

Professor Sakorn Suksriwong, DBA

(Professor Sakorn Suksriwong, DBA)

Chairman of Audit Committee



Related Party Transactions

11.1 Related Party Transactions

Name and Relation	Type of Transaction	Fiscal Year Ended December 31 st , 2014 (Million Baht)	Necessity and Reasonableness of Transaction
<p>Laemchabang International Ro-Ro Terminal Limited ("LRT")</p> <p><u>Relation:</u></p> <p>LRT is the Company's associated company as Sapphire Ro-Ro (Thailand) Limited—the Company's subsidiary—holds 20.00 percent of LRT's common shares. In addition, the Company and LRT have two common directors: Mr. Pongthep Leungsuwan and Mr. Amornnat Janyong.</p>	<p>The Company loans to LRT amounted to THB 70.00 million, which is equivalent to a proportion of the Company's shareholding in LRT. The Company and LRT enter into a loan agreement on April 24, 2012.</p>	<p>Beginning 34.00</p> <p>Increase 0.00</p> <p>Received (28.00)</p> <p>Ending <u>6.00</u></p>	<p>After the Company's holding 20.00 percent of LRT's shares, LRT's former shareholders wanted to discharge their liabilities of a guarantee of loan amounted to THB 350.00 million which LRT obtained from a financial institution. As a result, LRT needs to make a loan repayment for such amount while LRT is not yet granted a loan from other financial institutions to make a loan repayment. Therefore, the Company and NYK Group, as a shareholder of LRT, decided to loan to LRT according to each shareholding proportion, totaling to THB 350.00 million. The Company provided 20.00 percent of total loans or equivalent to THB 70.00 million, which has ending amount of THB 6.00 million as of the end of December 2014. Presently, the Company charged LRT at the interest rate of BIBOR+3%, which is higher than that of the Company's loan from financial institutions. However, the reference of BIBOR rate will be changed every 6 months to reflect the market interest rate. Audit Committee considered and had an opinion that this transaction is reasonable.</p>
	<p>Interests received from loans to LRT</p>	0.81	
	<p>The Company charges LRT a service fee for sending the Company's employees to work at LRT.</p>	1.32	<p>The Company needs to send its employees to work at LRT in order to enable LRT to operate effectively. The Company charges LRT a service fee at the rates the other shareholder (NYK Group), LRT. Audit Committee considered and had an opinion that this transaction is reasonable.</p>

Name and Relation	Type of Transaction	Fiscal Year Ended December 31 st , 2014 (Million Baht)	Necessity and Reasonableness of Transaction
	The Company guarantees against LRT's letter of guarantee issued by a financial institution. The Company then charges LRT a service fee at a rate of 0.2 percent of THB 12.18 million guarantee line.	Guarantee Line 12.18	As LRT needed to hand on a letter of guarantee to the Port Authority of Thailand ("PAT") in order to be used as a guarantee for the investments in management and operations of C0 Terminal, the Company—as one of the shareholders—needs to be a joint-guarantor against this letter of guarantee. In addition, the Company guarantees this letter of guarantee only at a proportion of the Company's shareholding in LRT. The Company also charges LRT a service fee at a rate of 0.2 percent of THB 12.18 million guarantee line which is also the same rate as NYK Group charges to LRT. Audit Committee considered and had an opinion that this transaction is reasonable.
	Income from guarantee service fees to LRT	0.024	
	The Company uses LRT's terminal area to park fire trucks.	1.41	LRT charges the Company a service fee for the use of LRT's area as parking area. The Company and LRT have made a one-year agreement for the period of June 20 th , 2013 to June 19 th , 2014 with total monthly fee of THB 273,900, which is lower than the fee LRT charged others for using the area service. However, in the present the Company has available areas of 12 Rais and already moved the trucks in since June 2014. Audit Committee considered and had an opinion that this transaction is reasonable.

11.2 Approval Standards or Procedures of Related Party Transactions

The Company has determined approval standards or procedures of related party transactions that any related party transactions that may cause conflicts will be considered and assessed in terms of appropriateness of such transactions by Audit Committee in the best interests of the Company as a whole. In the event that Audit Committee lacks expertise to consider any related party transactions, the Company will have independent professionals or the Company's auditors give an opinion on such transactions for use as a reference of an opinion or decision of Audit Committee and/ or Board of Directors and/ or shareholders as the case may be. Concerning related party transactions, persons that may have conflict of interest or stakeholders of such transactions will not have any voting rights to approve the said transactions. The Company will disclose occurred related party transactions in the Company's notes to financial statements that have been audited by the Company's auditor, annual report and annual registration report (form 56-1).

11.3 Policy or Tendency of Future Related Party Transactions Processing

Policy of Related Party Transactions Processing

- 1) The Company's directors and management prepare their interest reports or related party transactions and notify the Company about them so that the Company has information for internal use of acting in accordance with regulations related to any connected transactions
- 2) Avoid processing connected transactions that may cause conflict of interest.
- 3) In case that related party transactions are necessary, each and every related party transaction of the Company must be presented to and given approval by the Board of Directors or Shareholders' Meetings (as the case may be), except for the transactions under trade agreements with general commercial conditions which the Board of Directors have approved in principle an ability to process.
- 4) Follow the Company's operations procedures when related party transactions occur and fulfill the criteria set by the Office of The Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).
- 5) Determine prices and conditions of related party transactions similar to those of transactions to an arbitrary third party on the arm's length basis which need to be fair, reasonable and in the Company's best interest. In the event that the prices do not exist, the Company will compare product or service prices to the market value under the same or substantially the same condition.
- 6) Interested persons of related party transactions cannot give approval or cast their votes on such transactions.
- 7) To consider related party transactions, the Company may appoint an independent appraiser to evaluate and compare prices of related party transactions to be assured that the said transactions are reasonable and in the best interest of the Company.

Tendency of Related Party Transaction with Persons/ Related Parties

The Company may continue doing related transactions with persons/ related parties in the future as the occurred related party transactions are necessary and advantageous to the Company. Tendency of related party transactions can be summarized as follows:

1) Normal business supporting transactions: Transactions for sending personnel to work at LRT are necessarily required in order that LRT can operate efficiently; therefore, the Company expects that the transactions will continue to occur. Transactions related to LRT's area rental are necessarily occurred in order to support the Company's business which the Company expects the user of LRT's area service tend to occur with necessity.

2) Financial supporting transactions: Transactions related to providing financial support to the Company's subsidiary and associate, for example, offering loans and issuing letter of guarantee to LRT—only at proportion of share holding—which the Company expects the transactions tend to occur with necessity.

However, the Board of Directors will comply with the laws governing securities and exchanges, regulations, announcements, orders and other requirements, as well as follow regulations of related party transactions processing and acquisition or disposal of the Company's assets to ensure that those transactions do not cause any conflict of interest and are for the best interest of the Company's shareholders. The Company will disclose the occurred related party transactions in form 56-1, annual report and notes of financial statements audited by the Company's auditor.



Financial Position and Operational Performance

12. Significant Financial Information

12.1 Summary of Audit Report

1) Summary of audit report for the fiscal year ended December 31st, 2012

Auditor's report for the financial statements of the Company and consolidated financial statements of the Company and its subsidiary at the year ended December 31, 2012, audited by Mr. Chayapol Suppasdtanon, Certified Public Accountant (Thailand) No. 3972, Ernst & Young Office Limited, provided an unqualified opinion that the financial statements present fairly, in all material respects, the financial position as at December 31, 2012, the results of operations and cash flows of both the Company and its subsidiary and of the Company only for the years then ended in conformity with generally accepted accounting principles.

2) Summary of audit report for the fiscal year ended December 31st, 2013

Auditor's report for the financial statements of the Company and consolidated financial statements of the Company and its subsidiary at the year ended December 31, 2013, audited by Mr. Chayapol Suppasdtanon, Certified Public Accountant (Thailand) No. 3972, EY Office Limited (former name Ernst & Young Office Limited), provided an unqualified opinion that the financial statements present fairly, in all material respects, the financial position as at December 31, 2013, the results of operations and cash flows of both the Company and its subsidiary and of the Company only for the years then ended in conformity with generally accepted accounting principles.

I draw attention to Note 4 to the financial statements regarding the change in accounting policy due to the adoption of Thai Accounting Standard 12 Income Taxes. The Company has restated the consolidated and separate financial statements for the year ended 31 December 2012, presented herein as comparative information, to reflect the adjustments resulting from such change. The Company has also presented the consolidated and separate statements of financial position as at 1 January 2012 as comparative information, using the same accounting policy for income taxes. My opinion is not qualified in respect of this matter.

3) Summary of audit report for the fiscal year ended December 31st, 2014

Auditor's report for the financial statements of the Company and consolidated financial statements of the Company and its subsidiary at the year ended December 31, 2014, audited by Mrs. Gingkam Atsawarangsalit, Certified Public Accountant (Thailand) No. 4496, EY Office Limited, provided an unqualified opinion that the financial statements present fairly, in all material respects, the financial position as at December 31, 2014, the results of operations and cash flows of both the Company and its subsidiary and of the Company only for the years then ended in conformity with generally accepted accounting principles.

I draw attention to Note 4 to the financial statements regarding the change in accounting policy due to the adoption of Financial Reporting Standard Interpretation 12 Service Concession Arrangements. The Company has restated the consolidated and separate financial statements for the year ended 31 December 2013, presented herein as comparative information, to reflect the adjustments resulting from such change. The Company has also presented the consolidated and separate statements of financial position as at 1 January 2013 as comparative information, using the newly adopted accounting policy for service concession arrangements. My opinion is not qualified in respect of this matter.

12.2 Summary Table of Financial Statements

Statement of Financial Position	Consolidated					
	2012		2013		2014	
	Million Baht	%	Million Baht	%	Million Baht	%
<u>Assets</u>						
<u>Current assets</u>						
Cash and cash equivalents	126.53	5.23	1,482.92	34.22	556.29	12.78
Current investment	5.00	0.21	-	-	1,074.30	24.67
Trade and other receivables	116.00	4.80	103.05	2.38	140.78	3.23
Loans to related parties	-	-	34.00	0.78	6.00	0.14
Prepaid expenses	13.56	0.56	20.69	0.48	31.91	0.73
Other current assets	2.46	0.10	13.60	0.31	10.95	0.25
Total current assets	263.55	10.89	1,654.27	38.17	1,820.23	41.80
<u>Non-current assets</u>						
Restricted bank deposits	12.00	0.50	18.00	0.42	24.00	0.55
Investments in associate	521.50	21.56	534.54	12.33	522.23	11.99
Loans to related parties	70.00	2.89	-	-	-	-
Right under port service concession agreement	668.58	27.64	591.29	13.64	512.49	11.77
Leasehold improvements, buildings and equipment	778.21	32.17	1,453.11	33.53	1,382.56	31.75
Intangible assets	10.52	0.43	9.53	0.22	19.68	0.45
Deferred tax assets	54.88	2.27	52.80	1.22	51.44	1.18
Other non-current assets	39.89	1.65	20.27	0.47	21.48	0.49
Total non-current assets	2,155.58	89.11	2,679.54	61.83	2,533.88	58.20
Total assets	2,419.13	100.00	4,333.81	100.00	4,354.11	100.00
<u>Liabilities and shareholders' equity</u>						
<u>Current liabilities</u>						
Trade and other payables	30.36	1.25	89.82	2.07	16.17	0.37
Income tax payable	26.59	1.10	13.96	0.32	32.65	0.75
Current portion of long-term loans	163.07	6.74	-	-	-	-

Statement of Financial Position	Consolidated					
	2012		2013		2014	
	Million Baht	%	Million Baht	%	Million Baht	%
Current portion of liabilities under finance lease agreements	4.47	0.18	7.30	0.17	4.00	0.09
Security deposits	1.41	0.06	0.01	0.00	9.26	0.21
Accrued expenses	154.80	6.40	153.25	3.54	154.00	3.54
Other current liabilities	17.11	0.71	9.98	0.23	17.81	0.41
Total current liabilities	397.80	16.44	274.32	6.33	233.89	5.37
<u>Non-current liabilities</u>						
Long-term loans - net of current portion	641.99	26.54	-	-	-	-
Provision for port remuneration under concession agreement - net of current portion	270.40	11.18	237.33	5.48	202.92	4.66
Liabilities under finance lease agreements - net of current portion	4.09	0.17	6.15	0.14	2.15	0.05
Accrued land rental expense	82.81	3.42	84.31	1.95	84.86	1.95
Security deposits	88.43	3.66	105.67	2.44	112.58	2.59
Provision for decommissioning costs	17.14	0.71	28.52	0.66	24.22	0.56
Provision for long-term employee benefits	7.39	0.31	11.19	0.26	12.95	0.30
Total non-current liabilities	1,112.25	45.98	473.17	10.92	439.68	10.10
Total liabilities	1,510.05	62.42	747.49	17.25	673.57	15.47
<u>Shareholders' equity</u>						
Registered Capital	555.00	-	620.00	-	620.00	-
Issued and fully paid	414.50	17.13	620.00	14.31	620.00	14.24
Share premium	-	-	2,178.41	50.27	2,178.41	50.03
Retain earnings : Appropriated – statutory reserve	55.50	2.29	62.00	1.43	62.00	1.42
Unappropriated	439.08	18.15	725.91	16.75	820.13	18.84
Total shareholders' equity	909.08	37.58	3,586.32	82.75	3,680.54	84.53
Total liabilities and shareholders' equity	2,419.13	100.00	4,333.81	100.00	4,354.11	100.00

Statements of comprehensive income	Consolidated					
	2012		2013		2014	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenues						
Service income	1,067.39	92.06	1,096.20	87.52	1,102.32	82.95
Other service income	82.46	7.11	137.52	10.98	181.98	13.69
Interest income	5.00	0.43	10.51	0.84	41.57	3.13
Other income	4.56	0.40	8.34	0.66	3.07	0.23
Total revenues	1,159.40	100.00	1,252.57	100.00	1,328.94	100.00
Expenses						
Cost of services	584.46	50.41	619.17	49.43	658.91	49.58
Servicing expenses	4.89	0.42	4.81	0.38	4.53	0.34
Administrative expenses	111.83	9.65	127.51	10.18	142.38	10.72
Total expenses	701.18	60.48	751.48	60.00	805.82	60.64
Profit before share of profit (loss) from investments in associate, finance cost and income tax expense	458.22	39.52	501.09	40.00	523.12	39.36
Share of profit (loss) from investments in associate	(1.89)	(0.16)	13.03	1.04	(12.30)	(0.93)
Profit before finance cost and income tax expense	456.33	39.36	514.12	41.05	510.82	38.44
Financial Cost	(39.68)	(3.42)	(52.83)	(4.22)	(12.02)	(0.90)
Profit before income tax expense	416.65	35.94	461.29	36.83	498.80	37.53
Income tax expense	(91.31)	(7.88)	(74.14)	(5.92)	(94.57)	(7.12)
Profit for the period	325.34	28.06	387.15	30.91	404.23	30.42
Other comprehensive income	-	-	(2.63)	(0.21)	-	-
Total comprehensive income for the year	325.34	28.06	384.52	30.70	404.23	30.42

Unit : Million Baht

Statement of Cash Flow	Consolidated		
	2012	2013	2014
Cash flows from operating activities			
Profit before income tax expense	416.65	461.29	498.80
Share of loss (profit) from investments in associate	1.89	(13.03)	12.30
(Reversal of) doubtful debts	0.67	(0.30)	4.38
Depreciation and amortization	137.15	180.54	215.73
Gains on sales of equipment	(2.14)	(1.21)	(0.00)
Equipment written-off	0.00	10.90	9.67
Unrealized gains (losses) of exchange rates	-	0.96	0.90
Long-term employee benefit expenses	1.29	0.60	1.85
Interest expenses	39.25	39.58	0.89
Gains (losses) from operating activities before changes in operating assets and liabilities	594.77	679.33	744.52
Operating assets (increase) decrease			
Trade and other receivables	(35.12)	13.24	(42.10)
Prepaid expenses	7.64	(7.14)	(11.22)
Other current assets	2.15	(11.14)	2.65
Other non-current assets	(0.78)	(0.20)	(1.94)
Operating liabilities increase (decrease)			
Trade and other payables	(11.81)	(0.58)	5.27
Accrued expense	50.58	(45.39)	(43.32)
Accrued land and rental expenses	4.49	1.51	0.55
Security deposits	2.00	15.83	16.17
Provisions of long-term employee benefits	(1.45)	(0.09)	(0.10)
Other current liabilities	6.55	(7.13)	7.82
Cash flows from operating activities	619.02	638.24	678.30
Cash paid for corporate income tax	(79.47)	(84.02)	(74.52)

Unit : Million Baht

Statement of Cash Flow	Consolidated		
	2012	2013	2014
Net cash generated (used) by operating activities	539.55	554.22	603.78
<u>Cash flows from investing activities</u>			
Decrease (increase) in current investments	40.00	5.00	(1,074.30)
Decrease (increase) in loans to related parties	(70.00)	36.00	28.00
Cash paid for purchase of investments in subsidiary and associate	(373.39)	-	-
Proceeds from sales of equipment	2.81	3.58	0.01
Cash paid for construction of posts, buildings and purchase of equipment	(209.41)	(675.69)	(147.84)
Cash paid for purchase of computer software	(0.77)	(0.93)	(12.08)
Net cash generated (used) by investing activities	(610.77)	(632.04)	(1,206.21)
<u>Cash flows from financing activities</u>			
Decrease (increase) in restricted bank deposits	(6.00)	(6.00)	(6.00)
Cash paid for management fee	(1.49)	-	-
Cash received from short-term loans	-	479.00	-
Repayment of short-term loans		(479.00)	
Cash received from long-term loans	597.36	-	-
Repayment of loans from former shareholders of subsidiary	(152.36)	-	-
Repayment of long-term loans	(138.02)	(806.28)	-
Repayment of financial lease payables	(5.09)	(6.52)	(7.30)
Cash received from capital increase	124.50	2,383.91	-
Interest expenses paid	(39.23)	(39.70)	(0.89)
Dividends paid	(318.21)	(91.19)	(310.00)
Net cash generated (used) by financial activities	61.45	1,434.21	(324.19)
Net increase (decrease) in cash and cash equivalents	(9.77)	1,356.39	(926.62)
Cash and cash equivalents at beginning of year	136.30	126.53	1,482.92
Cash and cash equivalents at end of year	126.53	1,482.92	556.30

12.3 Table of Significant Financial Ratios

Financial Ratios	Consolidated		
	2012	2013	2014
<u>Liquidity ratio</u>			
Current ratio (times)	0.76	7.20	7.20
Quick ratio (times)	0.70	6.89	6.89
Receivable turnover (times)	14.59	14.84	14.84
Average collection period (days)	24.67	24.27	24.27
Payable turnover (times)	12.72	10.68	10.68
Payment period (days)	28.29	33.70	33.70
Cash cycle (days)	(3.62)	(9.43)	(9.43)
<u>Profitability ratio</u>			
Gross profit margin (%)	49.17	48.36	48.36
Net profit margin (%)	28.06	30.33	29.89
Return on equity (%)	39.52	16.42	16.25
<u>Efficiency ratio</u>			
Return on assets (%)	17.60	12.08	11.96
Return on fixed assets (%)	39.32	35.09	34.89
Total asset turnover (times)	0.53	0.40	0.40
<u>Financial policy ratio</u>			
Debt to equity ratio (times)	1.22	0.13	0.13
Interest coverage ratio (times)	15.78	16.08	16.28
Dividend payout ratio (%)	48.78	24.01	24.20



Management's Discussion and Analysis

13. Management's Discussion and Analysis

The Company provides terminal services at A5 Terminal, Laem Chabang Port, Sriracha, Chonburi. Cargo shipped through the terminal can be divided into two categories: Roll-on/Roll-off ("Ro/Ro") and general cargo ("CG"); however, cars share 99.00 percent of all cargoes shipped through the Company's terminal. Major customers include car exporters and importers as well as world's large shipping lines. The Company is ranked as Thailand's number one Ro/Ro terminal service provider having the largest market share for a long period of time. In 2012, 2013 and 2014, the Company has the average market share of Ro/Ro terminal service for exporting cars approximately 80.00 percent of all of Thailand's exported cars.

13.1 Company's Operations Overview

In 2012, car manufacturing in Thailand recovered from Thailand's flood crisis in the late of 2011. Car manufacturers could run their production process with full capacity to response the global demand in the year 2012. Therefore, the number of exported cars through A5 terminal increased dramatically compare to the year 2011. Moreover, the Company expanded the supporting areas and warehouse service in the past 3 years, which resulted for total service revenues for the year 2012 – 2014 were THB 1,149.85 million, THB 1,233.72 million, and THB 1,284.30 million respectively. The total revenues were THB 1,159.40 million, THB 1,252.57 million, and THB 1,328.94 million respectively, which were equal to the growth rate of 8.04 percent and 6.10 percent respectively. The main reason was the increasing demand for service warehouse.

The Company's total costs of services for the year 2012 – 2014 were THB 584.46 million, THB 619.17 million, and THB 658.91 million which equal to the growth rate of 5.94 percent and 6.42 percent respectively. The growth rate of costs of services were in line with the growth rate of service revenues. Most of increased costs caused from land rental expenses and depreciations expenses of expanded areas.

Servicing and administrative expenses for the year 2012 – 2014 were THB 116.72 million, THB 132.32 million, and THB 146.91 million respectively. Most of increased expenses were from the increased number of employees and increased salary base.

The change of the Company's net profits is in line with the change of total revenues. In the year 2012 – 2014, the Company has the net profits of THB 325.34 million, THB 387.15 million and THB 404.23 million respectively, equivalent to the net profit margin of 28.06 percent 30.91 percent and 30.42 percent respectively. The Company's net profits increase significantly because of increasing revenues from warehouse service and the Company's efficient controls of servicing and administrative costs and expenses.

13.2 Operating Results Analysis by Service Segment of the Company and its affiliated

The Company's total revenues are THB 1,159.40 million, THB 1,252.57 million and THB 1,328.94 million in 2012, 2013 and 2014, respectively. Sources of revenues categorized by service segment are shown in the following table:

Revenue Structure of the Company by Service Characteristics in 2012 – 2014

Item	Fiscal Year Ended December 31					
	2012		2013		2014	
	Million Baht	%	Million Baht	%	Million Baht	%
Service revenues:						
- Terminal services and other services	1,067.39	92.06	1,096.20	87.52	1,102.32	82.95
- Supporting car storage area and warehousing services	82.46	7.11	137.52	10.98	181.98	13.69
Total service revenues	1,149.85	99.17	1,233.72	98.50	1,284.30	96.64
Other revenues	9.55	0.83	18.85	1.50	44.64	3.36
Total revenues	1,159.40	100.00	1,252.57	100.00	1,328.94	100.00

13.2.1 Service Revenues

Service revenues are THB 1,149.85 million, THB 1,233.72 million and THB 1,284.30 million in 2012, 2013 and 2014, respectively—categorized into revenues from terminal services, revenues from storage services and revenues from other services as the following details:

1) Terminal Services

Revenues from terminal services are valued at THB 1,067.39 million, THB 1,096.20 million and THB 1,102.32 million in 2012, 2013 and 2014, accounted for 92.06 percent, 87.52 percent and 82.95 percent of total revenues, respectively. Revenues from terminal services can be divided into two sections: revenues from terminal services and revenues from storage services.

Revenues from terminal services are collected from car makers and shipping lines. Those collected from car makers include revenues from Wharf Handling services and short-term car storage services. The revenues collected from shipping lines comprise revenues from Berth Hire services and Wharfage services.

Revenues from car storage for car preparation before exported services came from service area near by the terminal. The services are considered important for providing terminal services because car exporters would like to move and store cars as close to the terminal as possible so that loading and discharging can be proceeded more conveniently and promptly.

Numbers of Cars Shipped through A5 Terminal in 2012 – 2014

Unit : Unit

Numbers of Cars Shipped through A5 Terminal	2012	2013	2014
For export	825,736	864,494	882,538
For import	54,461	43,174	38,460
For transshipment and shifting	15,454	19,131	27,252
Total	895,651	926,799	948,250

From the previous table, the number of exported cars shipped through A5 is correlated with the number of exported cars of Thailand. However, the number of imported cars decreased because some imported brand cars can be manufactured domestically. The revenues from terminal services increased by 2.70 percent in 2013 and 0.56 percent in 2014 which were correlating to the increase of numbers of cars shipped through the terminal.

2) Supporting Car Storage Area and Warehouse Services

Revenues from warehouse services equal THB 82.46 million, THB 137.52 million and THB 181.98 million in 2012, 2013 and 2014, accounted for 7.11 percent, 10.98 percent and 13.69 percent of total revenues, respectively. The Company provides warehouse services in the area of PAT and IEAT areas. Types of services are categorized by their characteristics as follows: open yard area and warehouse servicing area. Customers are charged at fixed monthly rates.

Revenues from warehouse services continually increase because the Company has increase the servicing area to satisfy the customers. All the warehouse servicing areas were completed in 2014 and has been handed over to customers which also increase the Company's other service income.

13.2.2 Other Revenues

The Company has other revenues, comprising received interests and other equivalent to THB 9.55 million, THB 18.85 million and THB 44.64 million in 2012, 2013 and 2014, respectively. In the year 2013, other revenues are increased from received interests from associates. In the year 2014, other revenues are increased from interest income from financial institutes.

Financial Position Analysis of the Company and its affiliated

The Company's financial position indicates a continual increase of total assets equivalent to THB 2,419.13 million, THB 4,333.81 million and THB 4,354.11 million as at December 31st, 2012, 2013 and 2014, respectively. Total assets as at December 31st, 2013 increase significantly because of proceed from the Initial Public Offering ("IPO") in November 2013 which increased cash and cash equivalent at the year end to THB 1,482.92 million as well as increase from leasehold improvement, building, and equipment regarding to investment in warehouse business.

The Company's total liabilities as at December 31st, 2012, 2013 and 2014 equal THB 1,510.05 million, THB 747.49 million and THB 673.57 million, respectively. The reduction of total liabilities as at December 31st, 2013 was a result of all loan repayment. Total liabilities of the Company at December 31st, 2014 decreased because of repayment to payables from construction.

Shareholders' equity is THB 909.08 million, THB 3,586.32 million and THB 3,680.54 million as at December 31st, 2012, 2013 and 2014, respectively. Increase of shareholders' equity as at December 31st, 2013 is mainly caused by an Initial Public Offering ("IPO") of 205.50 million shares resulting in the Company's having issued and paid-up capital of THB 620.00 million and share premium of THB 2,178.41 million. Shareholders' equity as at December 31st, 2014 increased from the net profit in the year 2014 for THB 404.23 million and dividend payment during the year for THB 310.00 million.

Liquidity and Significant Ratios

Item	(Unit : Million Baht)		
	December 31 st 2012	December 31 st 2013	December 31 st 2014
Cash flows from operating activities before changes in operating assets and liabilities	594.77	679.33	744.52
Changes in operating assets and liabilities	(55.22)	(125.11)	(140.74)
Net cash generated (used) by operating activities	539.55	554.22	603.78
Net cash generated (used) by investing activities	(610.77)	(632.04)	(1,206.21)
Net cash generated (used) by financing activities	61.45	1,434.21	(324.19)
Net increase (decrease) in cash and cash equivalents	(9.77)	1,356.39	(926.62)
Cash and cash equivalents at beginning of year	136.30	126.53	1,482.92
Cash and cash equivalents at end of year	126.53	1,482.92	556.30

The Company has cash flows from operating activities of THB 539.55 million, THB 554.22 million and THB 603.78 million in 2012, 2013 and 2014, respectively, and increase and decrease of the said cash flows correlate with changes of revenues in the previous 3 years.

The Company has net cash flows used in investing activities of THB 610.77 million, THB 632.04 million and THB 1,206.21 million in 2012, 2013 and 2014, respectively. In 2012, majority of cash flows are used in investments in purchase of subsidiaries and associate of THB 373.39 million, loans to related parties of THB 70.00 million and investments in constructions of terminal and warehouse, and purchase of equipment of THB 209.41 million. And in 2013, the Company invested in constructions of terminal and warehouse, and purchase of equipment at the amount of THB 675.69 million. For the year 2014, the Company invested in short-term investment for THB 1,074.30 million and payable to constructions of terminal and warehouse for THB 147.84 million.

Net cash flows from financing activities of the Company equal THB 61.45 million and THB 1,434.21 million in the year 2012 and 2013 respectively. In the year 2012, majority of cash flows generated from financing activities were from long-term loans of THB 597.36 million. Net cash flows used in financing activities of the Company equal THB 318.21 million and THB 152.36 million were for dividend payment and loan repayment. The net cash flow generated from financing activities in 2013 came from the proceed of Initial Public Offer in the amount of THB 2,383.91 million. Net cash flows used in financing activities equal THB 806.28 million was for long-term loan repayment. In the year 2014, net cash flows used in financing activities for THB 324.19 million were mostly for dividend payment in the amount of THB 310.00 million.

Financial Ratios

The Company has the current ratio of 0.66 times, 6.03 times and 7.78 times as at December 31st, 2012, 2013 and 2014, respectively, likely to have higher current ratio, indicating that the Company has more efficient working capital and liquidity management. For the year 2013, high increase in current ratio is caused by proceed from IPO in November 2013. In the year 2014, the Company has invest in current investment which was high liquidity and paid for construction. Therefore, the current liabilities were decreased.

Payment period of the Company equals 28.06 days, 34.67 days and 28.76 days in 2012, 2013 and 2014 respectively. While the collection period of the Company equals 24.67 days, 24.27 days, and 26.23 days in 2012, 2013 and 2014, the Company has negative cash conversion cycle.

Gross profit margin of the Company equals 49.17 percent, 49.81 percent and 48.70 percent in 2012, 2013 and 2014, respectively. In the year 2014, gross profit margin slightly decreased because of the completion of warehouse. The depreciation expenses were recorded upon the construction completion but the customers started to used the service during the second half of the year. Net profit margin of the Company equals 28.06 percent, 30.91 percent and 30.42 percent which were correlated to the gross profit margin. This shows the efficiency in cost management.

Return on assets (ROA) ratio equals 16.50 percent, 11.47 percent and 9.31 percent in 2012, 2013 and 2014, respectively. Return on fixed assets equal 35.74 percent, 32.52 percent and 31.47 percent in 2012, 2013 and 2014, respectively. The high level of the said ROA and return on fixed assets indicates that the Company has invested in assets in correlation with its operations and is able to efficiently exploit its assets.

Return on equity equals (ROE) 40.76 percent, 17.22 percent and 11.13 percent in 2012, 2013 and 2014, respectively. In the year 2013 and 2014, decrease in ROE caused from significant increase of shareholders' equities from IPO for 205.50 million shares. The Company has registered and paid-up capital for THB 620.00 million and share premium in the amount of THB 2,178.41 million.

Debt to equity ratio (D/E) equals 1.66 times, 0.21 times and 0.18 times in 2012, 2013 and 2014, respectively. D/E ration in 2013 and 2014 has been decreased significantly because of all loan repayments to financial institute.

13.3 Main Factors or Influences Affecting Operations or Financial Position of the Company in the Future

13.3.1 An option to buy another 29.00 percent shares in LRT (proportion of direct and indirect share holding of 49 percent maximum)

Under a shareholder agreement between the Company and NYK, LRT's major shareholder, dated March 30th, 2012 (including amendments), specifies that by May 15th, 2017, the Company has the right to purchase additional 29.00 percent LRT's shares from NYK at the purchase price of not lower than USD 24.65 million plus actual carrying costs.

Therefore, in the future, if the Company applies the aforementioned right, partly or wholly, the Company would require investments of at least USD 0.85 million per proportion of shareholding by 1.00 percent. However, after the acquisition, LRT would still be the Company's associate as the direct and indirect share holding proportion in LRT not be more than 49.00 percent. In the Company's consolidated financial statement, thus, this would be recorded as investments in associate for equity method and would recognize share of profits from investments in associate by investment proportion.

13.3.2 Ongoing legal disputes as a plaintiff with Bangkok Metropolitan Administration ("BMA")

The Company has an ongoing legal dispute that the Company sued BMA for the breach of contract and claimed for a compensation, case with monetary claim, of THB 530.37 million. In February 2007, the Company provided the loading / discharging and storage services to BMA for fire trucks and water trucks imported from distributors abroad. However, BMA did not process any customs formalities and pay the Company's fees for moving the trucks from the terminal.

On March 18th, 2013, the Central Intellectual Property and International Trade Court ("IPITC") dismissed the case. Later on July 31st, 2013, the Company filed an appeal against the judgment of IPITC to the Supreme Court. In the event that the case would be dismissed by the Supreme Court, it would not, however, adversely affect the Company's operations or financial position as the Company was the plaintiff and was not claimed for any damages in this case. In addition, the Company stopped recognizing the revenues and accrued allowance for doubtful debts in full amount in June 2010. If winning the case in the Court of Appeals or the Supreme Court, the Company would receive the judgment damages from BMA at the amount of possibly less than or equivalent to the claimed damages. Such amount would then be recorded as revenues in the statement of comprehensive income of the Company.



บริษัท นามยง เทอร์มินัล จำกัด (มหาชน)

1168/52 (อาคารลุมพินีทาวเวอร์ ชั้น 19) ถนนพระราม 4 แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพฯ 10120

โทรศัพท์ 0-2679-7357 โทรสาร 0-2285-6642

Namyong Terminal Public Company Limited

1168/52 (LUMPINI TOWER 19TH Floor) RAMA IV ROAD, THUNGMAHAMEK, SATHORN, BANGKOK 10120

Tel : 0-2679-7357 Fax : 0-2285-6642

