



BTS GROUP HOLDINGS PCL
ANNUAL REPORT 2014/15

EXTENDING BOUNDARIES

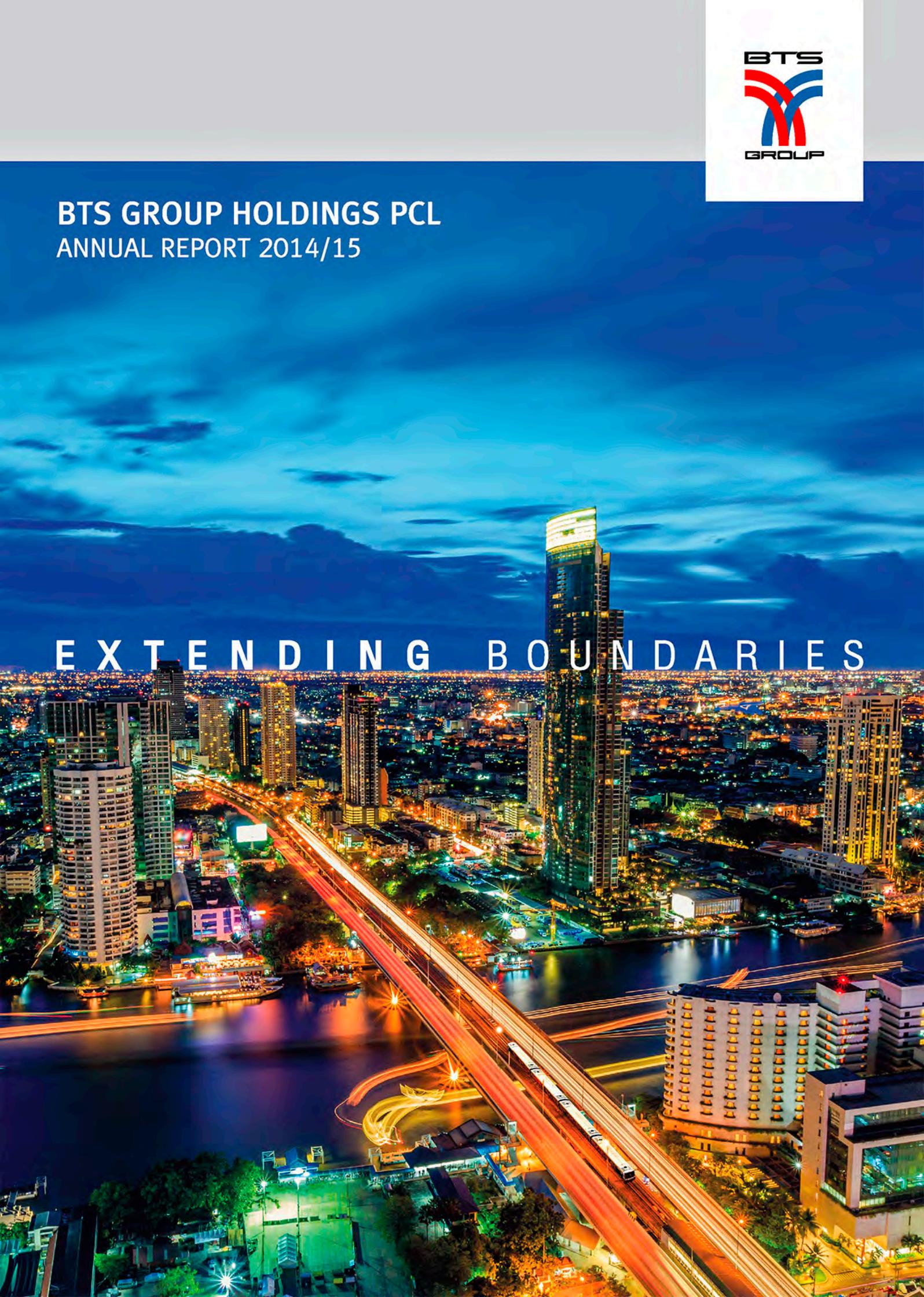


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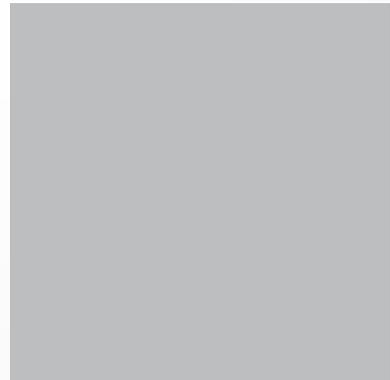
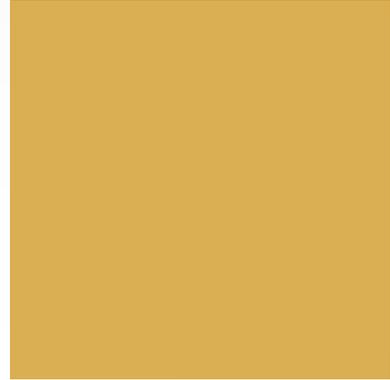
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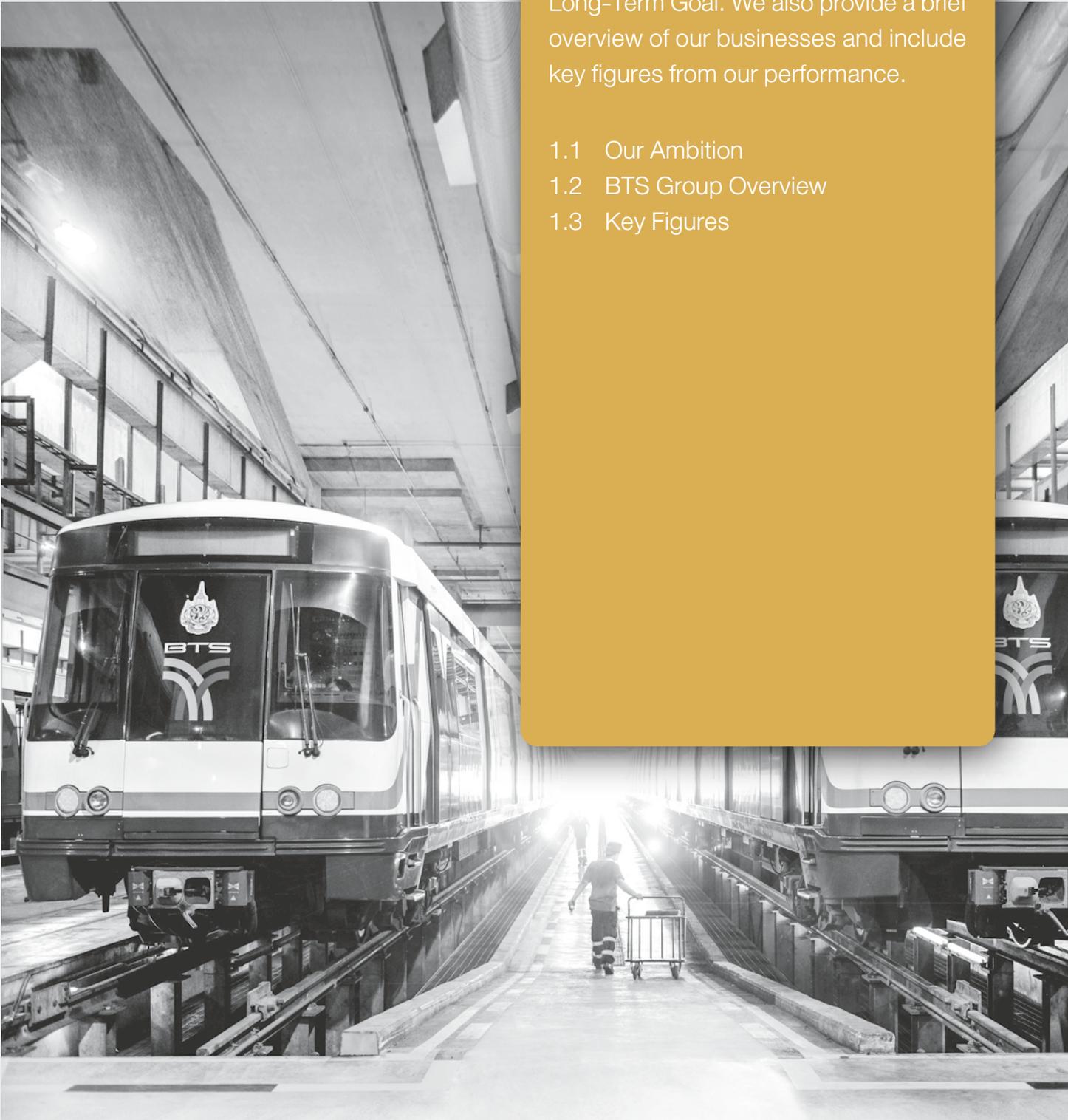


1.0

INTRODUCTION

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

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



1.1 OUR AMBITION

VISION

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

MISSION

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



VALUES

STRATEGY AND LONG-TERM GOAL

DELIVERING CUSTOMER SATISFACTION

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

CREATING SHAREHOLDER VALUE

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

SUPPORTING SUSTAINABLE GROWTH

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

DEVELOPING COMMUNITIES

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

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

We based our strategies on five foundations:

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

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

MASS
TRANSIT



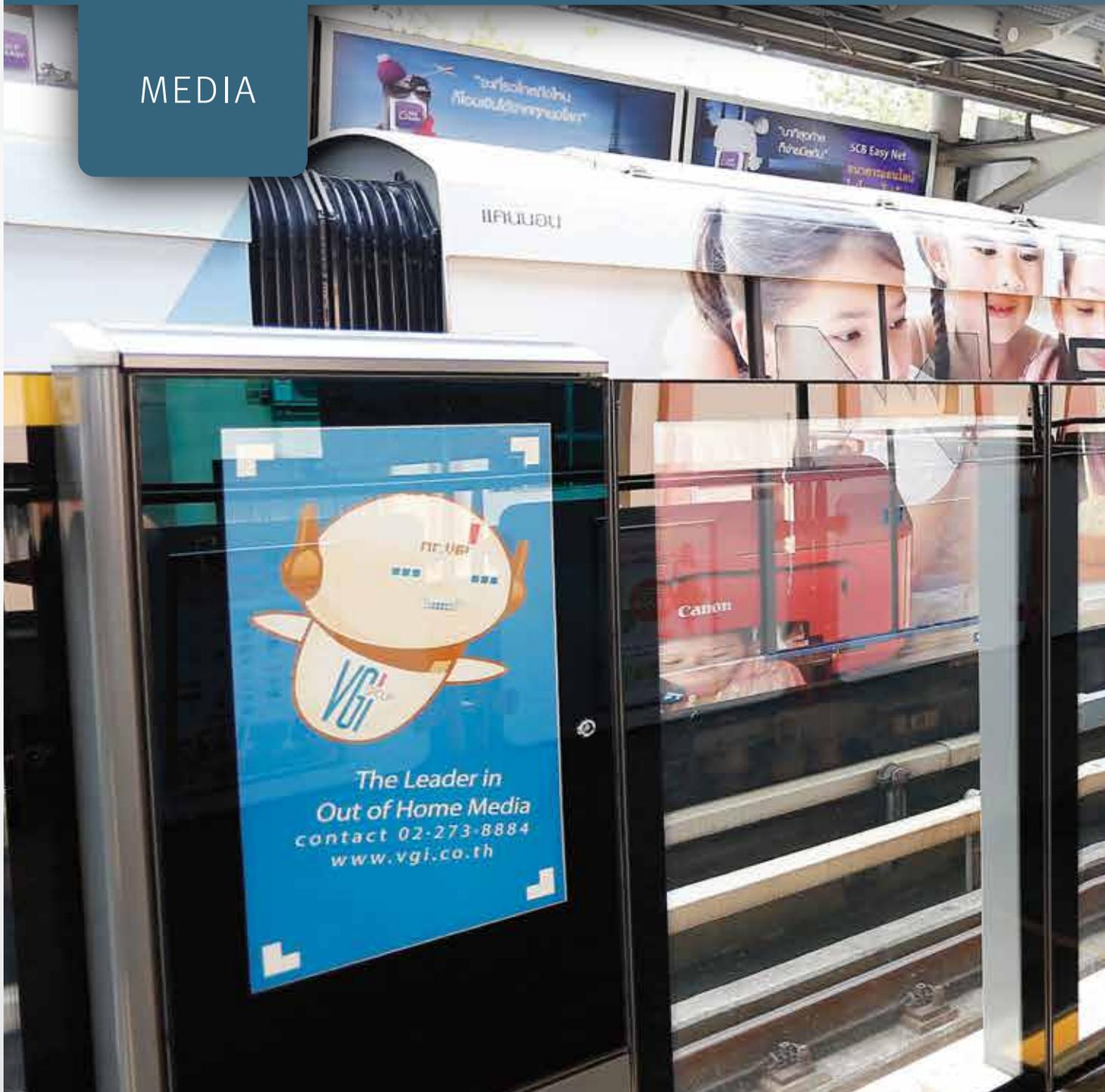


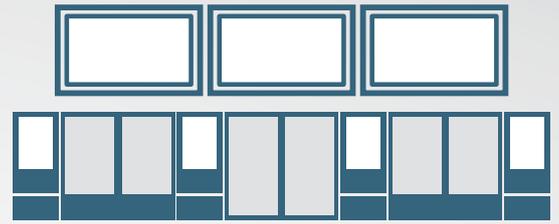
CONNECTING GROWTH OVER 2 BILLION TRIPS

SINCE 5 DECEMBER 1999 TO MAY 2015



MEDIA





CREATING IMPACT

EXPANDING OUR FOOTPRINT IN

OUT-OF-HOME MEDIA



PROPERTY





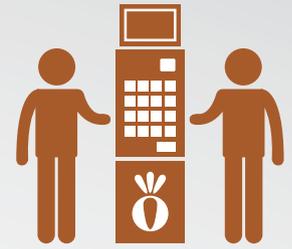
BUILDING FOUNDATIONS

FOSTERING NEW STRATEGIC PARTNERSHIPS



SERVICES





ENRICHING LIFESTYLE

NUMBER OF RABBIT CARDS

> 3.7 MILLION

AS OF MAY 2015



1.2 BTS GROUP OVERVIEW



BTS Group Holdings PCL (BTSG) is a leading provider of passenger services in Thailand. BTSG is listed on the Stock Exchange of Thailand and is amongst the 50 largest companies in Thailand with a market capitalisation of THB 103.8bn (USD 3.1bn) as of 31 May 2015. The Group's businesses can be divided into 4 main business units:

- 1) Mass Transit
- 2) Media
- 3) Property
- 4) Services



MASS TRANSIT

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

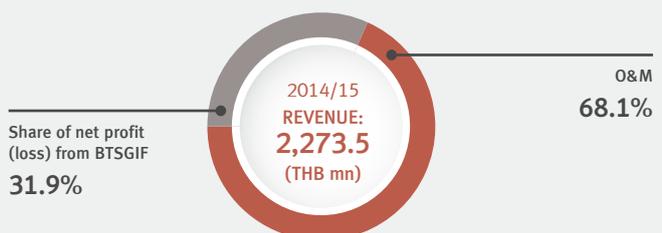
In April 2013, BTSC sold its rights to the future net farebox revenues under its concession agreement with the Bangkok Metropolitan Administration to **BTS Rail Mass Transit Growth Infrastructure Fund (BTSGIF)**. In spite of this, it remains the exclusive concessionaire, the exclusive operator as well as the largest economic stakeholder in revenues of the Core Network via a holding of one-third of all units of BTSGIF held via BTSG. For further details, please refer to *Section 3.7.1: Business and Industry Overview – Mass Transit*.

Operating Revenue
(THB mn)

7,102.1

Gross Operating Profit
(THB mn)

3,939.4



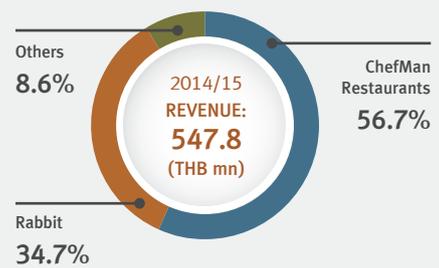
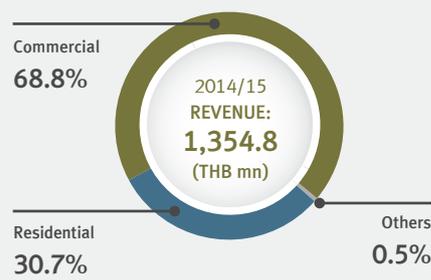
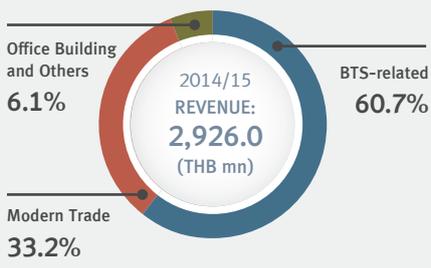
EMPLOYEES	2014/15
MASS TRANSIT	2,039
MEDIA	466
PROPERTY	918
SERVICES	505
BTS GROUP HOLDINGS	72
TOTAL EMPLOYEES	4,000



BTS Group also focuses on the Media business which it operates via its majority-owned subsidiary, VGI Global Media PCL (VGI). VGI is the largest Out-of-Home Media company in Thailand. It has an exclusive concession to manage advertising space on the core BTS stations. VGI has expanded to manage advertising space in key offices and commercial buildings in Bangkok as well as street furniture media sector. In addition, VGI has stepped into Outdoor Media segment through holdings in other outdoor advertising companies. VGI also had exclusive rights to manage advertising space in leading modern trade retailers nationwide up until the end of 2014/15, when it discontinued operations in this media segment. For further details, please refer to *Section 3.7.2: Business and Industry Overview – Media*.

BTS Group has over 40 years of experience in property development business. The book value of BTS Group's existing property assets are worth more than THB 7.6bn as of 20 April 2015, which can be divided into 3 main categories: 1) Residential property business (housing and condominium portfolio), 2) Commercial property business (hotel, office and serviced apartment portfolio) and 3) Land bank. Furthermore, the Company partnered with other property players under the strategic partnership approach to strengthen the property division. For further details, please refer to *Section 3.7.3: Business and Industry Overview – Property*.

The Services business division provides strategic support for the rest of the BTS Group as well as a potential source of future revenue growth. In addition to the development and operation of the "Rabbit card", a common ticketing system across Bangkok's mass transit network, the Group is engaged in Construction Services, Hotel Management Services and the Restaurant business. For further details, please refer to *Section 3.7.4: Business and Industry Overview – Services*.



1.3 KEY FIGURES

STATEMENT OF COMPREHENSIVE INCOME

Operating revenue ¹		Operating EBITDA ²		Net recurring profit ³		Net profit after minority interest ⁴	
(THB mn)		(THB mn)		(THB mn)		(THB mn)	
8,531.7	7,102.1	3,099.7	2,836.2	2,563.0	2,820.0	12,597.5	2,944.0
2013/14	2014/15	2013/14	2014/15	2013/14	2014/15	2013/14	2014/15
CHANGE		CHANGE		CHANGE		CHANGE	
(16.8%)		(8.5%)		10.0%		(76.6%)	

PROFITABILITY AND RETURN

Gross operating profit margin		Operating EBITDA margin ⁵		Net recurring profit margin ⁶		Earnings per share	
(%)		(%)		(%)		(THB)	
51.4%	55.5%	36.3%	39.9%	25.4%	32.8%	1.078	0.248
2013/14	2014/15	2013/14	2014/15	2013/14	2014/15	2013/14	2014/15
CHANGE		CHANGE		CHANGE		CHANGE	
4.1%		3.6%		7.4%		(77.0%)	

CASH FLOW

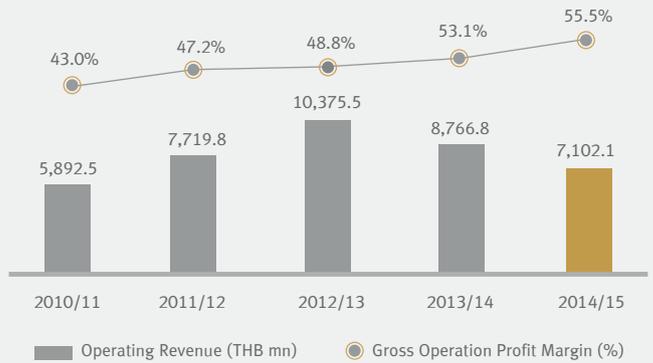
CFO ⁷		Capex ⁸		Total dividend ⁹		DSCR ¹⁰	
(THB mn)		(THB mn)		(THB mn)		(X)	
1,133.3	(73.9)	1,235.0	1,750.0	7,072.8	7,094.9	4.94x	7.03x
2013/14	2014/15	2013/14	2014/15	2013/14	2014/15	2013/14	2014/15
CHANGE		CHANGE		CHANGE		CHANGE	
(106.5%)		41.7%		0.3%		42.3%	

STATEMENT OF FINANCIAL POSITION

Cash and cash equivalents		Net debt/equity		Total assets		Total equity	
(THB mn)		(X)		(THB mn)		(THB mn)	
10,111.9	8,668.5	(0.03)x	(0.11)x	76,711.1	66,811.5	59,542.2	52,012.5
2013/14	2014/15	2013/14	2014/15	2013/14	2014/15	2013/14	2014/15
CHANGE		CHANGE		CHANGE		CHANGE	
(14.3%)		266.7%		(12.9%)		(12.6%)	



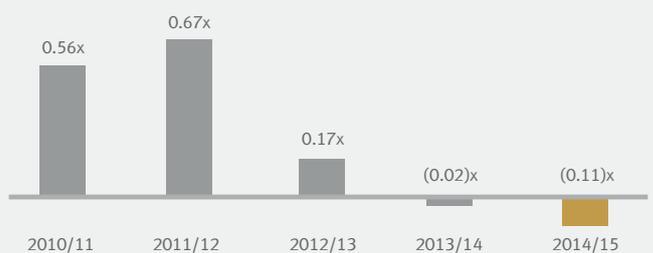
OPERATING REVENUE¹ (THB mn) AND GROSS OPERATING PROFIT MARGIN (%)



OPERATING EBITDA² (THB mn) AND OPERATING EBITDA MARGIN⁵ (%)



NET DEBT TO EQUITY (X)



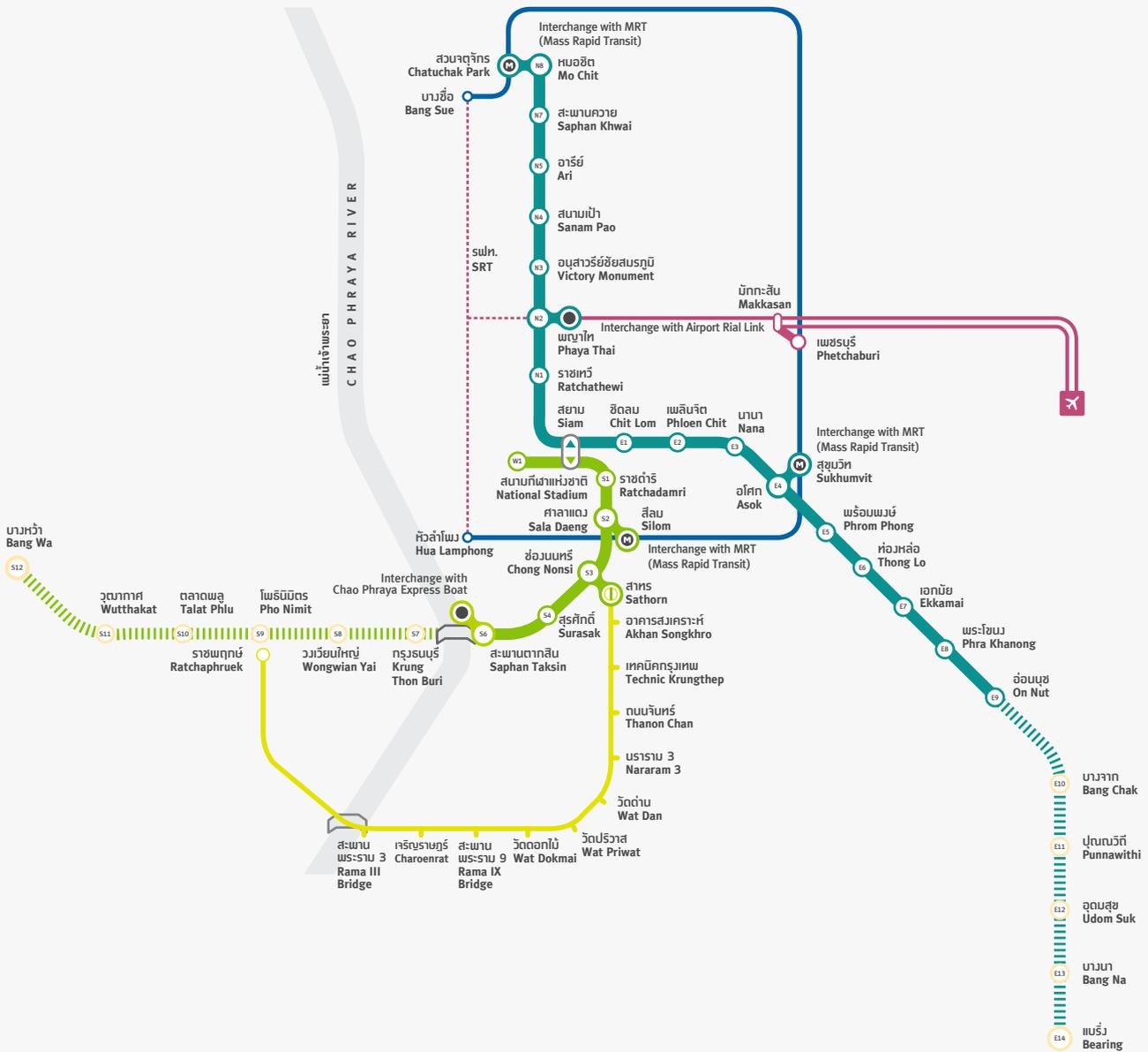
TOTAL ASSETS (THB mn)



- 1 Operating revenue includes farebox revenue from discontinued operations which are separated as 'profit from discontinued operation' in the statement of comprehensive income .
- 2 Operating EBITDA = Operating earnings before interest, taxes, depreciation and amortisation (excluding non-recurring items)
- 3 Net recurring profit = Net recurring profit before minority interest
- 4 Net profit after minority interest = Net profit attributed to equity holders of the company (including non-recurring items)
- 5 Operating EBITDA margin = Operating EBITDA / Total operating revenue
- 6 Net recurring profit margin = Net recurring profit before minority interest (excluding non-recurring items) / Total recurring revenue
- 7 CFO = Net cash flow from operating activities after interest and tax
- 8 Capex = Capital expenditures
- 9 Subject to shareholders' approval, please see *Section 4.1: Capital Markets Review*
- 10 DSCR = Debt service coverage ratio (Operating EBITDA / Finance cost)

*Capex = capex of real estate development + CF including advances for asset acquisitions, elevated rail project costs, purchase of PPE, land and projects awaiting development, intangible asset and purchase of condominiums and fixtures for lease

EXISTING BANGKOK MASS TRANSIT NETWORK



ROUTES OPERATED BY BTS

CORE NETWORK	
	Silom Line
	Sukhumvit Line
EXTENSION LINES	
	Silom Line Extension
	Sukhumvit Line Extension
OTHERS	
	BRT

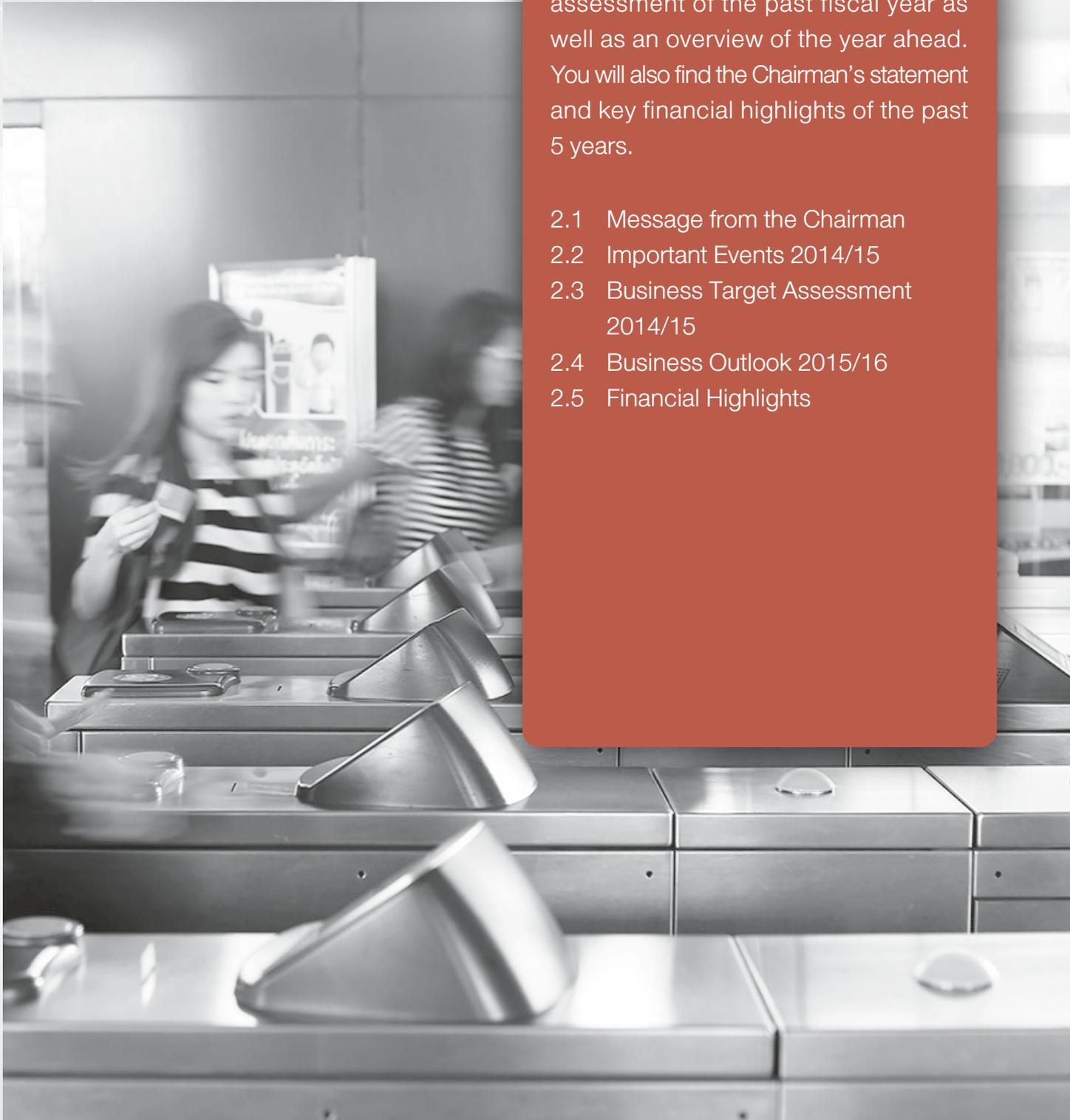
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HIGHLIGHTS

2014/15 & OUTLOOK

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

- 2.1 Message from the Chairman
- 2.2 Important Events 2014/15
- 2.3 Business Target Assessment 2014/15
- 2.4 Business Outlook 2015/16
- 2.5 Financial Highlights



2.1 MESSAGE FROM THE CHAIRMAN

“ Once again, in 2014/15, BTS Group continued to deliver returns to shareholders. In the 5-year period ending January 2015, BTS Group has seen its market capitalisation increase more than 25 times and has generated total shareholder return in excess of 35% per year. ”



Keeree Kanjanapas
Chairman /
Chairman of the Corporate Governance Committee

Dear Fellow Stakeholders,

Sluggish economic growth and consumption slowdown from the weakened global economy and Thai political uncertainties have challenged all companies operating in Thailand in the past year. BTS Group is no exception, experiencing a challenging year, particularly within its Media sector. As a result, we have missed some of our full year targets. However, the core business in relation to Mass Transit and Mass Transit Media continued to demonstrate resilience, and net recurring profit increased by 10.0% compared to the previous year.

Ridership increased 1.9% YoY and average fare increased 1.6%. This resulted in a 3.5% growth in the Core Network farebox revenue. O&M revenue also rose 23.2% YoY to THB 1,549.3mn from the full year operation of Green Line – Silom extension from Wongwian Yai to Bang Wa, which began operations in December 2013. BTS-related Media continued to show resilience with a 7.0% growth YoY to reach THB 1,775.9mn.

Once again, in 2014/15, BTS Group continued to deliver returns to shareholders. In the 5-year period ending January 2015, BTS Group has seen its market capitalisation increase more than 25 times and has generated total shareholder return in excess of 35% per year. Subject to the final dividend of THB 3.5bn being approved at the shareholders' meeting in July 2015, BTS Group will have paid a total of THB 7.1bn, **representing a dividend yield of 6.38%***. During the course of the year, BTS Group also executed a share buyback programme. Although we were unable to fill our quota of 600mn shares or 5% of issued shares, we did complete the purchase of 95.8mn shares at an average price of THB 9.65 per share, equivalent to 0.8% of paid up capital.

Within our Mass Transit business, we once again saw resilient performance from the increase in Core Network farebox revenue (increased 3.5% YoY to THB 5,874.1mn). O&M revenue rose 23.2% YoY to THB 1,549.3mn. We have also worked closely with the current government to support them in their new initiatives. Their commitment to the task at hand is clear and this is evident in many ways. For example, they have expedited the award of the Green Line North (Mo Chit – Saphan Mai – Khu Khot) civil works contract and construction has already started in June 2015. Further, in order to have a seamless service via a single operator, the government has instigated the handover of responsibility of the Green Line extensions from the Mass Rapid Transit Authority to the Bangkok Metropolitan Administration and reiterated that these contracts will be awarded on a negotiation basis for passengers' benefit.

The government's efforts are not limited just to urban mass transit but they are also moving forward resolutely on development of the national rail network with plans for expansion of the network from single to dual track as well as high speed train capabilities on certain routes. This serves as a good opportunity for BTS Group to be involved in the development of these projects.

Amidst the backdrop of consumption slowdown, our Media business has endured a difficult year. Particularly hard hit was our Modern Trade Media, which has a heavy focus on FMCG clients. Despite the anticipated recovery of consumer demand and the expected benefit that it will bring to Modern Trade advertising, we believe it would be prudent to re-consider our strategy in this segment as we were not able to enforce the exclusivity of such contracts, which threatened the viability of the business. As such, we have decided to discontinue our exposure to the

Modern Trade segment. **Our Mass Transit Media however, continues to go from strength to strength under hardship, with revenue increasing 7.0% YoY** to reach THB 1,775.5mn. As BTS Group hopes to participate in new mass transit extension projects, VGI does also. In May 2015, VGI was successfully awarded the contract to manage a 7-station Green Line extension and such contract lasts until 2029.

It has been an exciting year within our Property business, having announced two partnership deals. On Residential Property, we have signed a Strategic Alliance Framework Agreement with Thai-listed developer, Sansiri Public Company Limited. The first project has already been launched and we are expecting a total of THB 20-25bn worth of projects adjacent to mass transit stations in Bangkok and vicinities to be announced over the next 3-5 years under this alliance. This should provide a more steady income stream from 2018 onwards. We have also completed the acquisition of 35.6% of a Thai-listed commercial property developer, U City Public Company Limited, under which we intend to i) develop or acquire a portfolio of income generating assets and ii) be the leading developer of innovative community-based solutions. This forms part of our revised strategy, which is to develop property in partnership with others and that each business unit of the Group should remain self-sufficient.

Our Services business has also made strong progress. We were awarded the Central Clearing House establishment for the National Common Ticketing System of Office of Transport and Traffic Policy and Planning. Also, our Food business under our "ChefMan" restaurant brand continues to expand and we also embarked on a new joint venture with Thai-listed AEON Thana Sinsap (Thailand) Public Company Limited. More details are available within *Section 3.7.4: Business and Industry Overview: Services* of this annual report.

I am personally committed that BTS Group will continue to contribute back to society and our community. In the coming year, I am placing increased importance on our corporate social responsibility programmes and we expect to launch meaningful initiatives. Our corporate governance efforts are once again rewarded with an improved scoring in the 5-star category despite stricter criteria. We are fully committed to full transparency and BTS Group targets to be a certified member of Thailand's private sector Collective Action Coalition Against Corruption within 2015 and has hired KPMG to assist on this.

I am also delighted to announce that as part of the BTS Group organisational structure reform designed to enhance the efficiency of the Company's management and part of the BTS Group succession plan, Mr. Kavin Kanjanapas has formally been appointed as the new CEO of BTS Group. I will continue in my capacity as the Chairman of the Executive Committee and remain fully involved on a day-to-day basis.

BTS Group retains a strong balance sheet with THB 24.0bn of cash and liquid investments as of 31 March 2015. If the government can continue to instigate peaceful reform in the best interests of the public, then **we are very optimistic that we will be able to find attractive investment opportunities connected to our core rail business.**

Once again, let me extend my sincere appreciation to all our staff members within the Group for their commitment and professionalism, our stakeholders for their continued faith and collaboration and our business partners for sharing the same vision. I look forward to bringing you updates throughout the course of the year.

*Subject to shareholders' approval of the final dividend of THB 0.30 per share. Dividend yield based on share price as of one day prior to the Board of Directors' approval of relevant dividend payment.

2.2 IMPORTANT EVENTS 2014/15



30 APRIL 2014

BTS Land Co., Ltd., a wholly-owned subsidiary of BTSG established a joint venture company named Bangkok Payment Solutions Company Limited. This joint venture company will be the vehicle for developing software and providing technology services, including technology associated with Thailand's mass transit and payment systems.

6 AUGUST 2014

The Company paid a final dividend of THB 2,501.4mn (equivalent to THB 0.21 per share). Based on the share price at 22 May 2014 (one day before the Board of Directors' meeting), this was equivalent to an annual dividend yield of 7.37%.

8 AUGUST 2014

The Board of Directors of BTSG approved a share repurchase programme not exceeding THB 6,000mn (or approximately 5% of the total issued shares). The repurchase period was from 25 August 2014 until 24 February 2015. At the conclusion of this programme, the Company had repurchased 0.8% of total issued shares in the amount of THB 925.2mn.

15 OCTOBER 2014

The Executive Committee approved (1) the entry into the Strategic Alliance Framework Agreement with Sansiri Public Company Limited (SIRI) to exclusively partner together on the developments of residential projects for sale located within 500m of all rail mass transit stations, (2) to establish a 50:50 joint venture company with SIRI to develop the first residential project near BTS Mo Chit Station and (3) to sell approximately 5-rai (8,000 sqm) of land to this joint venture for the development of the first project.

24 NOVEMBER 2014

The Board of Directors approved in principal for the Company to dispose of all ordinary shares in two subsidiaries; BTS Assets Co., Ltd. (BTSA) and Kamkoong Property Co., Ltd. (KKP) that engage in real estate business. The Company will receive in exchange newly issued shares of Natural Park Public Company Limited (NPARK) at the closing date. In addition, BTS Group will receive warrants of NPARK at a ratio of 2 newly issued ordinary shares issued to the Company for 1 unit of NPARK-W2 Warrants.

19 DECEMBER 2014

The first joint venture between BTSG and SIRI named BTS Sansiri Holding One Limited (JVCo1) was incorporated. BTSG and SIRI each hold 50% of the shares of this joint venture company.



9 JANUARY 2015

The Board of Directors approved the interim dividend payment from the operating results of the six-month period (April 2014 – September 2014) and the retained earnings at THB 0.30 per share or approximately THB 3,547mn in total.

2 FEBRUARY 2015

BTSG and AEON Thana Sinsap (Thailand) Public Company Limited (AEONTS) announced a long-term business cooperation. The AEON Rabbit Member Card will enable members to use both the Rabbit functions and obtain consumer loans from AEONTS. Under the securitisation project, the SPV will buy up to THB 5,000mn loan receivables under co-branded AEON Rabbit Member Cards.

13 MARCH 2015

The second joint venture between BTSG and SIRI named BTS Sansiri Holding Two Limited (JVCo2) was incorporated. BTSG and SIRI each hold 50% of the shares in this joint venture company.

31 MARCH 2015

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

20 APRIL 2015

The completion of the disposal of all ordinary shares in two subsidiaries, (i) BTSA, the owner of Eastin Grand Hotel Sathorn Bangkok and land plots at Phaholyothin Road and (ii) KKP, the owner of land plots at Phayathai Road to U City Public Company Limited (U City), previously known as NPARK. The total sales consideration was THB 9,404.1mn and BTSG received 35.64% of the newly issued ordinary shares as well as warrants of U City in exchange for the sale.

15 MAY 2015

The Company's Executive Committee approved the establishment of 7 additional new joint venture companies between BTS Group and SIRI (JVCo3 to JVCo9) to accommodate the development plan of new residential projects for sale in the next 12 months. BTSG and SIRI each invested in 50% shares in each joint venture company.

25 MAY 2015

The Board of Directors approved the final dividend payment of up to THB 3,548.6mn or THB 0.30 per share, taking the total annual dividend paid to THB 7,094.9mn, subject to shareholders' approval. Based on the share price as of 22 May 2015 (one day before BOD date), this is equivalent to a dividend yield of 6.38%.

2.3

BUSINESS TARGET ASSESSMENT 2014/15

“The effects of the stalled economic recovery and prolonged political uncertainties continued to reverberate across the nation in 2014/15. This year was another challenging year for BTS Group, particularly in the Media business, which is more vulnerable to economic cyclicalities. As a result, we have missed some of our full year targets, although our mass transit-related revenues continue to demonstrate resilience.”

MASS TRANSIT

TARGET	RESULTS
--------	---------

5-8% Ridership Growth	1.9% Ridership Growth
---------------------------------	---------------------------------

Growth contribution from a combination of organic growth, new carriages into service (all 4-car trains across the network), the commencement of 4 stations of the Green Line – Silom extension (from Wongwian Yai to Bang Wa) and popularity of mass transit in Bangkok, which fed more passengers into the network.

1% Effective Fare Increase	1.6% Target Achieved
--------------------------------------	--------------------------------

Average fare per trip increased to THB 26.9 from the full year effect of the effective fare increase in June 2013 as well as from the decrease in discounts given on the stored value Rabbit cards since January 2014. Taking into account both the ridership growth and the increased effective fare, farebox revenue grew 3.5% YoY.

17% O&M Guidance Contribution	23.2% Target Achieved
-----------------------------------------	---------------------------------

The healthy improvement was mainly attributed to the full year effect of the operation of the Bang Wa extension, the contractually agreed increase in the operating fee of Green Line – Sukhumvit extension as well as the additional scope of work in the BRT contract.

MEDIA

TARGET	RESULTS
--------	---------

13-17% Revenue Growth (initial)	6.3% Revenue Contraction
-------------------------------------------	------------------------------------

0-3% Revenue Growth (revised)	
-----------------------------------------	--

The contraction was mainly from Modern Trade Media, which suffered adversely from inert consumer demand on advertising as well as from the expiry of Tesco Lotus contracts. Nevertheless, this was offset with BTS-related Media and Office Building and Other Media, which continued to grow resiliently from the previous year.

PROPERTY

TARGET	RESULTS
--------	---------

THB 800mn Residential Property Revenue	THB 415.7mn Residential Property Revenue
--------------------------------------------------	----------------------------------------------------

Subdued consumer sentiment hurt sales of our Abstracts Phahonyothin Park (Tower A) Condominium units. Although 113 units have been sold and transferred during the year, the Company did not achieve its target to transfer all units within 2014/15 due to the delay in transfer or cancellation of some units.

THB 1,000mn Commercial Revenue	THB 932.3mn Commercial Revenue
------------------------------------------	------------------------------------------

Delayed opening of U Sathorn Bangkok and Thana City Golf Course & Sports Club resulted in missed target for Commercial revenue. Despite that, the Company still saw healthy growth in revenues from Thana City Golf Course & Sports Club as well as its existing hotel assets.

SERVICES

TARGET	RESULTS
--------	---------

3.5mn Rabbit Cards	>3.7mn Rabbit Cards
------------------------------	----------------------------------

Over 3.7mn Rabbit cards were issued as of 31 March 2015, achieving the target proposed.

2.4 BUSINESS OUTLOOK 2015/16

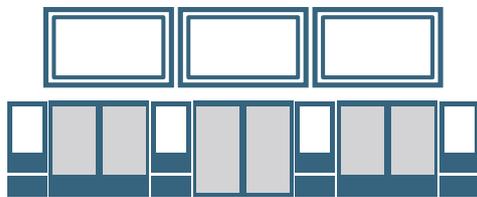
“We expect steady growth from our existing Mass Transit business and our key focus will be on collaborating with the government on new mass transit contract awards. Although we expect our Media business will see some contraction in revenue this year, we are optimistic that this will be short-lived and revenue growth will resume in the following years.”



MASS TRANSIT

- 4-6%** Ridership Growth
- 2%** Average Fare Increase
- 3%** O&M Revenue Growth

For our Mass Transit division, we expect to see 4 – 6% ridership growth for 2015/16 based on a combination of organic growth and new real estate developments along the Green Line – Silom extension from Wongwian Yai (S8) to Bang Wa (S12), which commenced full operation in 2013. Average fare per trip is expected to increase by 2% from the adjustment in card promotions. Further, we project our O&M revenue to grow by 3% next year.



MEDIA

- 12%** Overall Revenue Contraction

We expect to see short-term revenue contraction for our Media business in 2015/16, with overall revenue declining by 12% subsequent to the discontinuation of the Modern Trade Media business, which was the second largest contributor to the Media revenue. In spite of this revenue contraction we expect improved overall profitability as a result of the reduction in costs associated with Modern Trade Media operations. Further, we also expect to see healthy growth from the remaining segments, with projected topline growth of 16%, 20% and over 1,000% from BTS-related Media, Office Building Media and Other Media, respectively. Key drivers for the growth in each Media segment will come from new capacity in digital products and 7 new extension stations, expansion of the media network in Office Building Media and new contract acquisitions in Other Media.



PROPERTY

- THB 620mn** Residential Property Revenue
- THB 590mn** Commercial Property Revenue

For our Property business, we expect Residential Property revenue of THB 620mn from the remaining 84 units of Abstracts Phahonyothin Park Project (Tower A) that are expected to be sold and transferred by 2015/16 as well as from housing projects in Thana City. Further, Commercial Property revenue is expected to contribute THB 590mn to the company, consisting primarily of revenues from our hotel portfolio and Thana City Golf Course & Sports Club.



SERVICES

- 5.0mn** Rabbit Cards
- 6-9 branches** of ChefMan

For Services division, we are targeting a total of 5.0mn Rabbit cards in circulation in 2015/16. Our ChefMan Restaurants will also see some exciting growth prospects this year, with 6 – 9 additional branches to be launched over the course of the year.

2.5 FINANCIAL HIGHLIGHTS

	2014/15	2013/14	2012/13	2011/12	2010/11
STATEMENT OF COMPREHENSIVE INCOME (THB mn)					
Operating revenue ¹	7,102.1	8,531.6	10,375.5	7,719.8	5,892.5
Total revenue ²	9,537.2	24,891.9	11,607.7	9,249.6	6,830.0
Operating EBITDA ³	2,836.2	3,099.6	5,080.7	3,913.2	2,425.8
EBIT	4,476.7	17,952.6	4,423.1	3,840.2	2,018.7
Net income	3,340.2	13,536.5	1,927.2	2,235.6	310.5
Net income attributable to equity holders of the parent	2,944.0	12,597.6	1,718.6	2,105.6	252.2
STATEMENT OF FINANCIAL POSITION (THB mn)					
Total assets	66,811.5	76,711.1	67,290.9	66,888.9	63,702.6
Net debt	(5,556.1)	(2,013.4)	8,447.3	24,713.6	20,881.4
Shareholders' equity	52,012.5	59,542.2	50,501.7	36,932.3	37,509.5
CASH FLOW (THB mn)					
Net cash from (used in) operating activities	(73.9)	1,133.4	4,659.3	1,755.8	1,389.7
Capital expenditures ⁴	(1,750.1)	(1,235.3)	(1,329.1)	(1,924.6)	(4,112.3)
PER SHARE DATA (THB / share)⁵					
Earnings per share	0.248	1.078	0.172	0.231	0.030
Dividend per share ⁶	0.60	0.60	0.388	0.3001	0.2221
Book value per share	4.38	5.09	5.05	4.05	4.48
KEY RATIOS					
Operating EBITDA ³ margin (%)	39.9%	36.3%	49.0%	50.7%	41.2%
EBIT margin (%)	54.8%	75.8%	38.1%	41.5%	29.6%
Net debt to equity (times)	(0.11)	(0.03)	0.17	0.67	0.56
Interest coverage ratio ^{3,7} (times)	7.03	4.94	4.07	2.73	1.51
ROA (%)	5.0%	17.6%	2.9%	3.3%	0.5%
ROE (%)	6.4%	22.7%	3.8%	6.1%	0.8%
SHARE INFORMATION (as of 31 March)					
Par value (THB / share)	4.00	4.00	4.00	0.64	0.64
Share price (THB)	9.15	8.40	9.40	0.78	0.75
Outstanding shares (mn shares)	11,919.3	11,914.2	11,106.6	57,188.3	55,889.3
Market capitalisation (THB mn)	109,061.1	100,079.5	104,402.4	44,606.9	41,917.0

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

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

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

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

⁵Capital expenditures exclude real estate development cost.

⁶Final dividend per share at THB 0.30 for 2014/15 is subject to shareholders' approval on 24 July 2015.

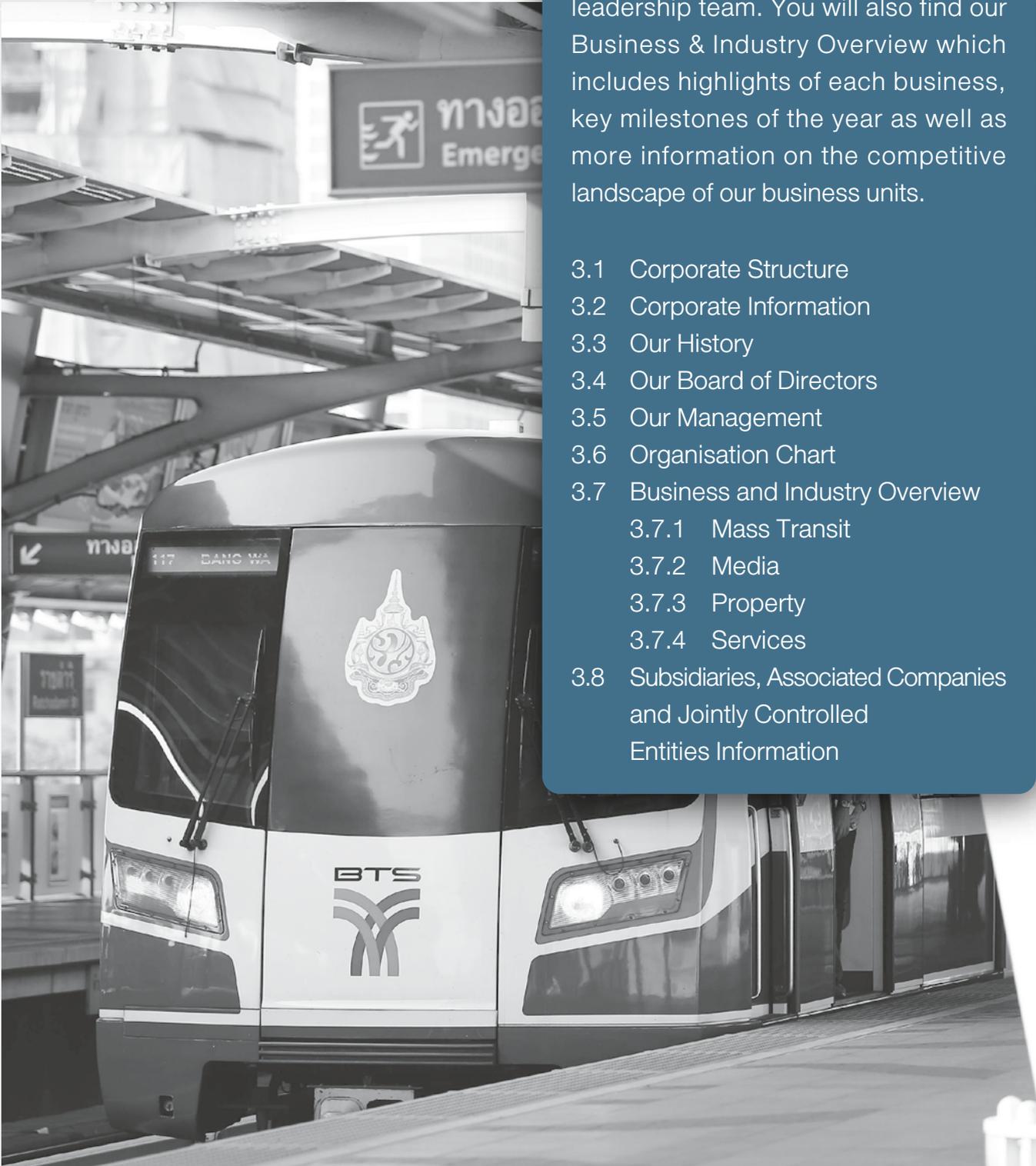
⁷Operating EBITDA / Finance cost

3.0

THE COMPANY AND OUR INDUSTRY

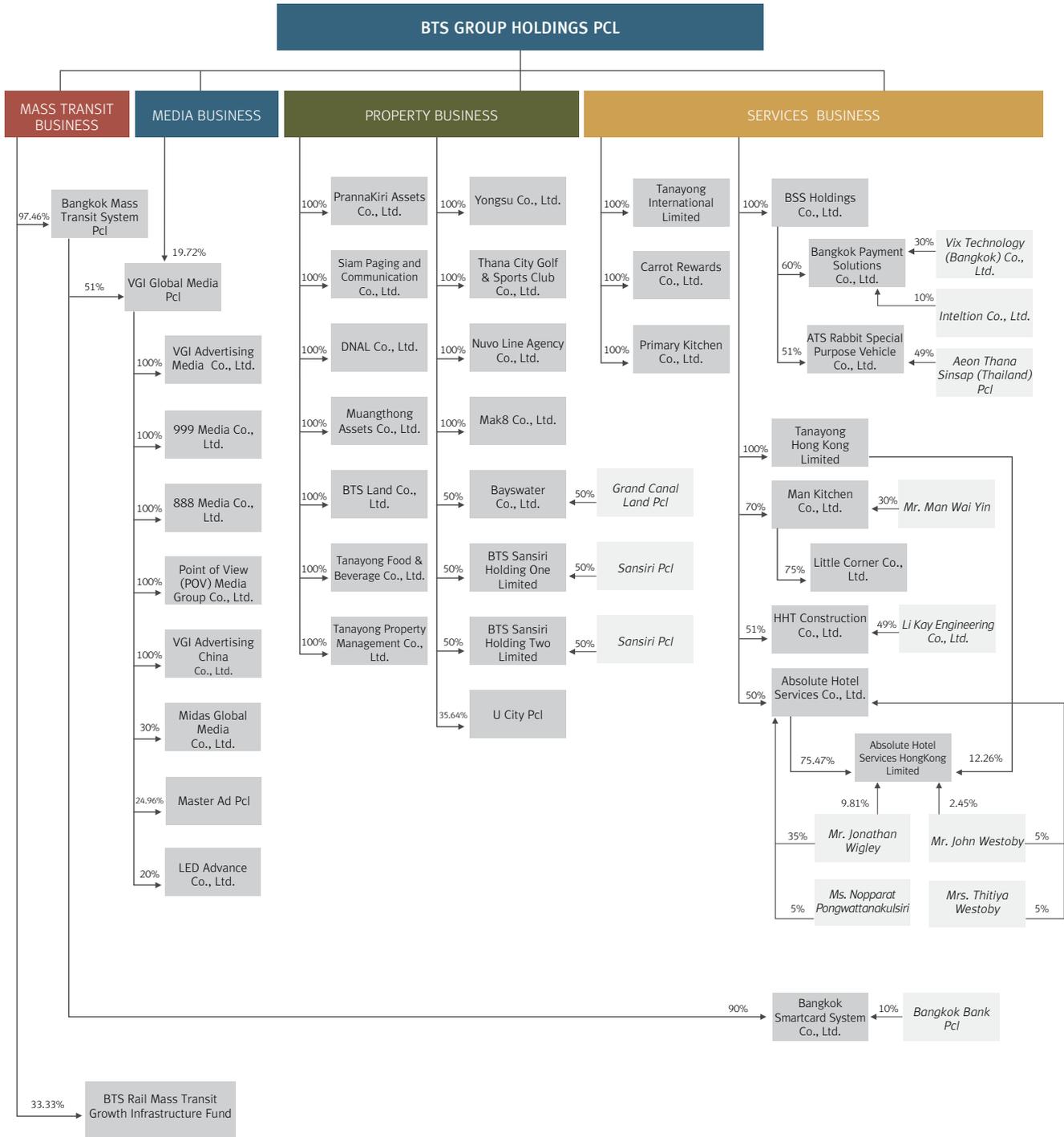
This Section provides key information on our Company structure, history and leadership team. You will also find our Business & Industry Overview which includes highlights of each business, key milestones of the year as well as more information on the competitive landscape of our business units.

- 3.1 Corporate Structure
- 3.2 Corporate Information
- 3.3 Our History
- 3.4 Our Board of Directors
- 3.5 Our Management
- 3.6 Organisation Chart
- 3.7 Business and Industry Overview
 - 3.7.1 Mass Transit
 - 3.7.2 Media
 - 3.7.3 Property
 - 3.7.4 Services
- 3.8 Subsidiaries, Associated Companies and Jointly Controlled Entities Information



3.1 CORPORATE STRUCTURE

Business Organisation and Shareholding Structure of BTS Group as of 25 May 2015



3.2 CORPORATE INFORMATION



BTS Group Holdings Public Company Limited

Year Established	1968
Equity First Trade Date	1 March 1991
Stock Code	BTS
Registered Capital	THB 63,652,544,720
Registered Paid-up Capital ¹	THB 47,677,000,644
No. of Listed Shares ¹	11,919,250,161 shares
Par Value	THB 4.0 per share
No. of Listed Warrants (BTS-W3) ¹	3,944,626,464 units
No. of Unlisted Warrants (BTS-WA) ¹	37,772,175 units (ESOP)
No. of Unlisted Warrants (BTS-WB) ¹	16,000,000 units (ESOP)

¹As of 31 March 2015

Company Registered Address

14th – 15th Floor TST Tower
21 Soi Choei Phuang, Viphavadi - Rangsit Road,
Chomphon, Chatuchak, Bangkok 10900
Registration No. 0107536000421
Website: www.btsgroup.co.th

Stock Registrar

Thailand Securities Depository Co., Ltd.
The Stock Exchange of Thailand Building,
62 Ratchadapisek Road, Klongtoey, Bangkok 10110
Tel: +66 (0) 2229 2800
Fax: +66 (0) 2359 1259

Key Contact Details

Corporate Head Office

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

Company Secretary

Email: CompanySecretary@btsgroup.co.th
Tel: +66 (0) 2273 8611-5 # 1525, 1531
FAX: +66 (0) 2273 8610

Investor Relations

Email: ir@btsgroup.co.th
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+66 (0) 2273 8637
FAX: +66 (0) 2273 8610

Corporate Communications

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

Auditor

EY Office Limited
33rd Floor, Lake Rajada Office Complex
193/136-137, Rajadapisek Road, Klongtoey,
Bangkok 10110
Tel: +66 (0) 2264 0777
Fax: +66 (0) 2264 0789-90
Miss Siraporn Ouaanunkun,
Certified Public Accountant (Thailand) No. 3844

Legal Advisor

The Capital Law Office Limited
18th Floor, Smooth Life Tower, 44 North Sathorn Road,
Bangrak, Bangkok 10500
Tel: +66 (0) 2633 9088
Fax: +66 (0) 2633 9089

Linklaters (Thailand) Ltd

20th Floor, Capital Tower All Seasons Place
87/1 Wireless Road, Lumpini, Pathumwan, Bangkok 10330
Tel: +66 (0) 2305 8000
Fax: +66 (0) 2305 8010

Weerawong, Chinnavat & Peangpanor Ltd
22nd Floor, Mercury Tower, 540 Ploenchit Road,
Lumpini Pathumwan, Bangkok 10330
Tel: +66 (0) 2264 8000
Fax: +66 (0) 2657 2222

3.3 OUR HISTORY



1968

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

1988

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

1991

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

1992

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

1993

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

1997

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

1999

DECEMBER: Commercial operation of the BTS SkyTrain commenced.

2006 - 2008

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

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

2009

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

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

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

2010

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

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



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

2011

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

AUGUST: Commencement of operations of Sukhumvit Line extension (On Nut - Bearing) by BTSC under the O&M Contract.

2012

MAY: BTSC signed a 30-year O&M Contract (supersede all previously signed O&M agreements) covering the Green Line extensions under the BMA supervision from 2012 to 2042. This O&M contract also covers the Core Network (post concession expiration) from 4 December 2029 to 2 May 2042.

OCTOBER: VGI, a subsidiary of the Company, was successfully listed on the Thai Stock Exchange under the ticker symbol "VGI".

2013

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

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

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

2014

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

2015

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

APRIL: Disposal of all ordinary shares in two subsidiaries, BTS Assets Co.,Ltd., the owner of Eastin Grand Hotel Sathorn Bangkok and land plots at Phaholyothin Road and Kamkoong Property Co., Ltd., the owner of land plots at Phayathai Road to U City Public Company Limited (U City) in exchange for 35.64% of the newly issued ordinary shares and warrants of U City.

3.4 OUR BOARD OF DIRECTORS



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- | | |
|----------------------------|-------------------------------------------------------------------------------------------------|
| 1. Mr. Keeree Kanjanapas | Chairman / Executive Chairman /
Chairman of the Corporate Governance Committee |
| 2. Dr. Paul Tong | Director |
| 3. Mr. Kavin Kanjanapas | Executive Director / Chief Executive Officer |
| 4. Mr. Suchin Wanglee | Independent Director / Audit Committee Member /
Nomination and Remuneration Committee Member |
| 5. Dr. Anat Arbhabhirama | Executive Director / Corporate Governance Committee Member |
| 6. Mr. Surapong Laoha-Unya | Executive Director |



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7. Prof. Dr. Amorn Chandara-Somboon
8. Prof. Lt. Gen. Phisal Thepsithar

9. Mr. Kong Chi Keung

10. Mr. Cheong Ying Chew, Henry

11. Mr. Rangsin Kritalug

12. Prof. Charoen Wattanasin

Independent Director

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

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

Independent Director

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

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

3.5 OUR MANAGEMENT



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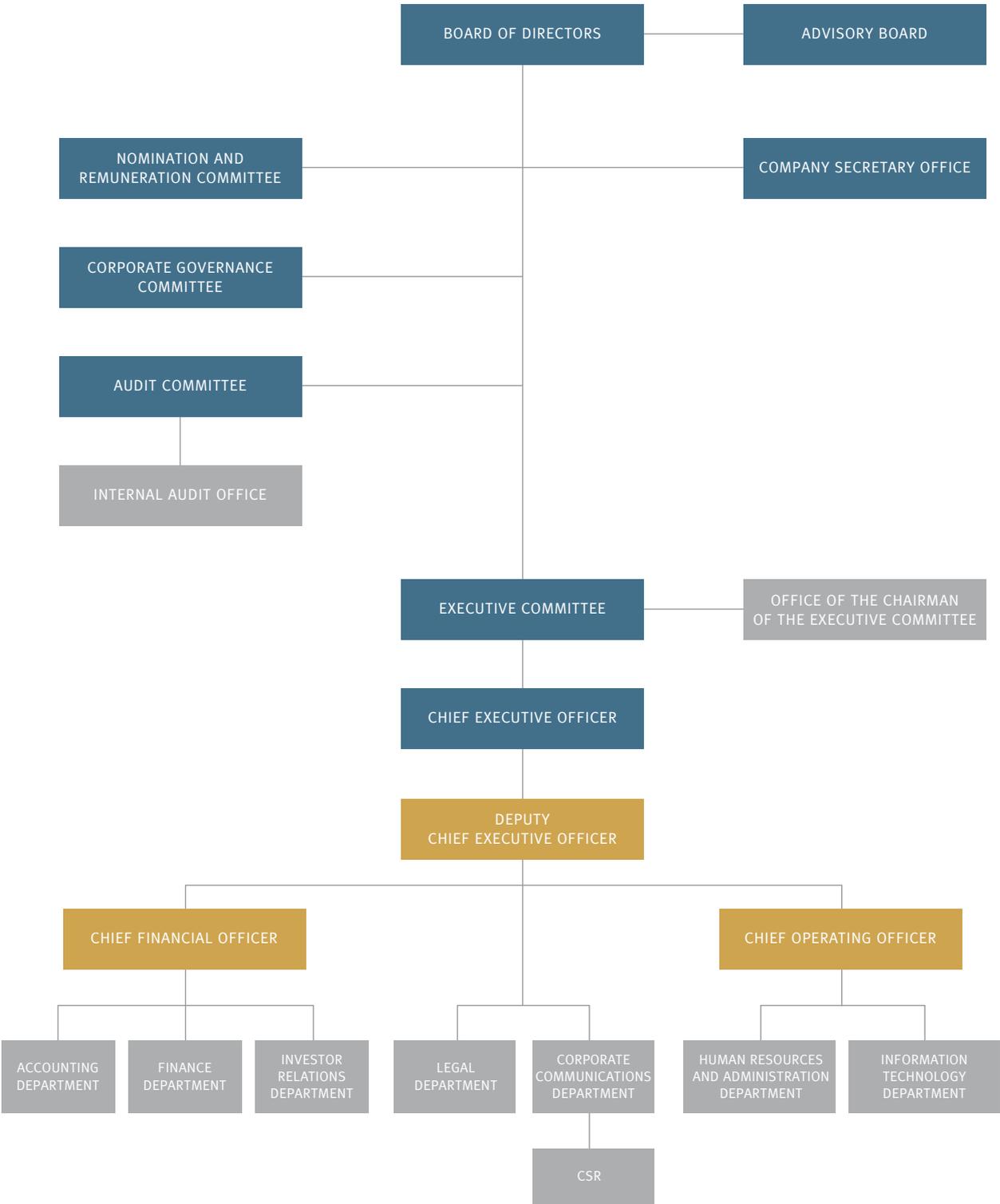
1. Mr. Keeree Kanjanapas
Chairman / Executive Chairman
2. Mr. Kavin Kanjanapas
Executive Director /
Chief Executive Officer
3. Mr. Rangsin Kritalug
Executive Director /
Chief Operating Officer
4. Mr. Surapong Laoha-Unya
Executive Director

5. Dr. Anat Arbhabhirama
Executive Director
6. Mr. Kong Chi Keung
Executive Director /
Deputy Chief Executive Officer
7. Mr. Surayut Thavikulwat
Chief Financial Officer
8. Mrs. Duangkamol Chaichanakajorn
Accounting Director

9. Mrs. Patchaneeya Pootme
Corporate Communications Director
10. Mr. Daniel Ross
Financial Director /
Head of Investor Relations
11. Miss Chawadee Rungruang
Financial Controller
12. Miss Chayada Yodyingtammakul
Legal Director / Company Secretary

3.6 ORGANISATION CHART

Effective 1 April 2015



3.7.1 BUSINESS AND INDUSTRY OVERVIEW: MASS TRANSIT



REVENUE
(THB mn)

2014/15 : 2,273.5
2013/14 : 2,077.3

“

Despite the lackluster performance of the Thai economy, our Mass Transit business continues to demonstrate its quality of resilience, achieving operating revenue growth of 9.4 %, core ridership growth of 1.9% and an average fare increase of 1.6%. We believe the opportunity set within our Core transit business is higher now than at any time in the past.

”

Surapong Laoha-Unya
Executive Director

KEY DEVELOPMENTS IN 2014/15

- Core Network ridership increased 1.9% YoY to 218.7mn trips.
- Average fare increased 1.6% YoY to THB 26.9 per trip.
- Train operating revenue increased 23.2% YoY to THB 1,549.3mn.
- Share of net profit from BTSGIF rose 18.2% YoY to THB 724.2mn.

KEY PERFORMANCE HIGHLIGHTS - MASS TRANSIT

Mass Transit Revenue

(% of Group Operating Revenue)

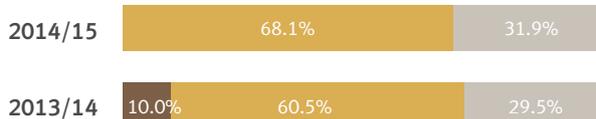
Revenue (THB mn)
2014/15 : 2,273.5
2013/14 : 2,077.3



Mass Transit Revenue

by Segment

■ Farebox Revenue
■ O&M Revenue
■ Net Profit (Loss)
from BTSGIF



	2014/15	2013/14	Change (%)
Operating revenue (THB mn)	2,273.5	2,077.3	9.4%
Gross operating profit (THB mn)	1,458.2	1,203.8	21.1%
Operating EBITDA (THB mn)	1,473.0	1,172.2	25.7%
Gross profit margin (%)	64.1%	57.9%	
Operating EBITDA margin (%)	64.8%	56.4%	

2014/15 proved to be a challenging year for Thai businesses as the sluggish recovery of the Thai economy and political uncertainties continued to hamper the nation. Bangkok Mass Transit System Company Limited (BTSC) was also affected, with Core Net Farebox Revenue growing 3.5% YoY to THB 5.88bn, below our 6 – 9% target range. Total annual ridership reached 218.7mn trips, a growth of 1.9% YoY compared to 2013/14. The decelerated growth was primarily attributable to the shortened operating hours during the military-imposed curfew and the change in school and university terms to align with that of AEC. Average weekday ridership for 2014/15 was 673,162 trips, representing an increase of 2.5% from last year. Key growth factors include the expanding network (the full year effect of the operation of the Silom Line extension which opened in December 2013), full year effect of the new rolling stock (in service since May 2013) and continued organic growth (population growth, urbanisation and property development along the mass transit routes).

Operating and maintenance (O&M) revenue rose 23.2% YoY to THB 1,549.3mn, exceeding the 17% target. This was mainly due to the full year operation of the Light Green Line – Silom Line extension (from Wongwian Yai (S8) to Bang Wa (S12), which commenced full operation on 5 December 2013), the contractually agreed increase in the operating fee of Dark Green Line – Sukhumvit extension as well as the additional scope of work in the Bus Rapid Transit (BRT) contract.

On 17 April 2013, BTSC sold the future Net Farebox Revenues from the Core BTS SkyTrain Network to the BTS Rail Mass Transit Growth Infrastructure Fund (BTSGIF). The transaction enabled the Company to secure funding for the upcoming expansion of the mass transit network, which is forecasted to increase from 84.8km currently to 471.3km¹ by 2029. The Company expects to be a lead participant in this expansion and is now strongly positioned to do so both from an operational expertise and financial perspective. Following the sale, BTSC remains the operator of the BTS SkyTrain and the Company maintains a significant investment in the Core BTS SkyTrain Network via a 33.3% holding of investment units of BTSGIF.

¹Source: Mass Rapid Transit Authority of Thailand

Operations Performance against Target

Performance Indicators	Target	2014/15	2013/14
Service Reliability (trips)	More than 1,000 trips per delay of 5 minutes or greater	757	1,890
Train Reliability (car-km)	Not less than 35,000 car-km per fault	72,895	97,570
Ticket Reliability (transactions)	Not less than 15,000 times before a failure	20,910	22,914

OPERATIONS PERFORMANCE IN 2014/15

BTSC continues to maintain high standards of safety and services throughout its operation. The key indicators for operations performance include service reliability, train reliability and ticket reliability. Service reliability measures the punctuality of the trains, with the target set at more than 1,000 trips per delay of 5 minutes or greater. The results achieved for 2014/15 were an average of 757 trips, a decrease from 2013/14 and also missing the target. The low result was on account of the installation of new Platform Screen Doors (PSD). During the initial stage of operations, the signaling system had to be calibrated to synchronise with the PSD, which caused interruptions and delays to public service. Train reliability measures the distance travelled before a fault occurs. The target is set for not less than 35,000 car-kilometres per fault and BTSC recorded 72,895 car-kilometres per fault in 2014/15, exceeding the target although the reliability dropped from 2013/14. Again, the decline was attributable to the abovementioned new PSD system implementation. Ticket reliability refers to the number of transactions before a fault occurs, which includes equipment failure as well as mishandling of tickets by passengers. The target was set at not less than 15,000 transactions before a failure, and ticket reliability in 2014/15 was recorded at 20,910 transactions per fault, staying above the target. BTSC performs regular upgrades on equipment in order to ensure continuous improvement in performance and reliability.

THAILAND MASS TRANSIT MARKET OVERVIEW

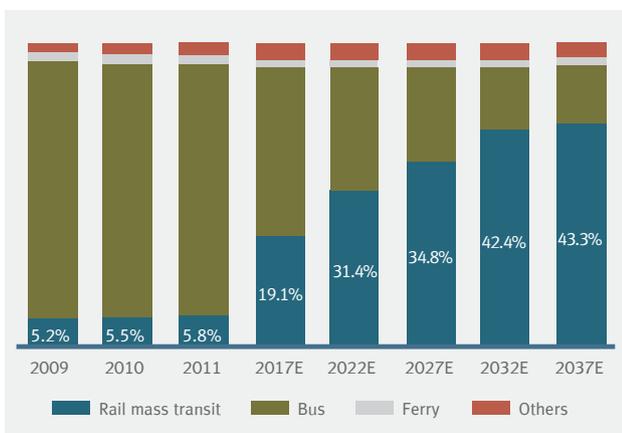
IMMATURE RAIL MASS TRANSIT NETWORK

Since the inception of the BTS SkyTrain (the first rail mass transit system in Bangkok) in December 1999, rail mass transit usage in Bangkok has seen a gradual rise and in 2011, accounted for 5.8% (0.68mn trips) of the total mass transit usage in Bangkok (11.8mn trips per day). This is a relatively slow growth in the overall mass transit market share. According to the Office of Transport and Traffic Policy and Planning (OTP), modes of transport categorised

under mass transit in Bangkok includes rail-based (including the BTS SkyTrain and MRT Subway), road-based (buses), water-based (ferry) and others (mini-vans, limited standard gauge over-ground rail). Bangkok's mass transit market share (measured in number of trips per day) in 2011 was composed of bus mass transit at 89.0%, rail mass transit at 5.8%, ferry at 2.5% and others at 2.7%. The OTP forecasts that rail mass transit market share will progressively take the market share of bus mass transit as the demand for rail mass transit in Bangkok increases and the network becomes more extensive in the next few years.

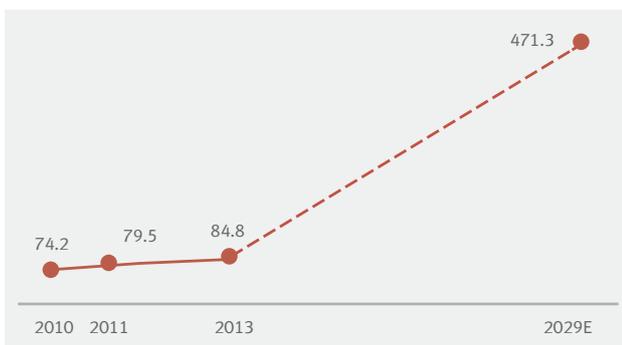
With no new openings of rail mass transit lines in 2014, the total route length of the current rail mass transit network (consisting of BTS SkyTrain, MRT Subway and Airport Rail Link) remains unchanged at 84.8km. As such, pervasion (defined as rail mass transit length per million population) in Bangkok also remained constant at 8.0km per million people in 2014, far behind those of regional peers (for more details, please refer to *Comparable Markets Overview*).

Bangkok's Mass Transit Market Share (Forecast 2017-2037)



Source: Transport data and model integrated with multimodal transport and logistics (TDML II) of the Office of Transport and Traffic Policy and Planning

Existing and Future Rail Mass Transit Network Rail Length (km)



Source: Mass Rapid Transit Authority of Thailand

GOVERNMENT POLICY ON RAIL MASS TRANSIT NETWORK EXPANSION

Expansion of public transportation infrastructure has always been a top priority on the national agenda. The original version of the Mass Rapid Transit Master Plan in Bangkok Metropolitan Region (M-MAP), on which the current master plan is based, was approved by the Cabinet on 9 March 2010. The M-MAP was drafted to develop mass rapid transit systems in Bangkok Metropolitan Region (Bangkok and 5 adjacent provinces consisting of Nakhon Pathom, Pathumthani, Nonthaburi, Samut Prakarn and Samut Sakhon) within a 20-year timespan (from 2010-2029). Subsequently, there have been modifications to the M-MAP under different governments. As of July 2014, the M-MAP sets forth 10 mass transit lines covering a total route length of 471.3km to be completed by 2029¹. Of those, 122.2km are currently under construction, including the Dark Green Line extensions (Bearing – Samut Prakarn, 12.8km and Mo Chit – Saphan Mai – Khu Khot, 18.4km), which are direct extensions to our Core Network and lines that the Company is targeting to operate.

The political turbulence in Thailand, which started in 2013 and persisted into 2014, followed by the coup d'état in May 2014 and a period of political reform under the military junta, have inevitably caused delays in the bidding and award of the new mass transit projects. Nevertheless, once peace and order had been restored to the nation, the incumbent government resumed its focus on expediting mass rapid transit network development. On 30 September 2014, the civil works tender for the Dark Green Line – North extension (Mo Chit – Saphan Mai – Khu Khot) was carried out and construction for this line has started since June 2015. Further, the Cabinet Meeting held on 21 October 2014 resolved to acknowledge the Investment Project for Transportation Development 2015 as proposed by the Ministry of Transport. The plan outlines the processes involved and the indicative timeframe for the respective measures. The government targets the tendering of 142.1km new mass rapid transit lines and extensions to be rolled out over the next few years. Out of these, the Company has targeted the Pink Line (Khae Rai – Min Buri, 34.5km) as the potential line for winning the bid to be the operator.

In addition, the Bangkok Metropolitan Administration (BMA) has a few projects under its purview which is expected to come to fruition within the next 5 years. The most imminent projects are the Light Rail Transit (LRT), stretching 18.3km from Bang Na to Suvarnabhumi Airport, the direct extension of the Light Green Line from Bang Wa to Borommaratchachonnani (7.0km) and the Grey Line (26.0km) monorail, which runs from Watcharaphon to

¹Source: Mass Rapid Transit Authority of Thailand

10 Mass Rapid Transit Projects under the Government's Policy

Project	Route	Distance (km)
Dark Red	Thammasat University Rangsit Campus - Mahachai	80.5
Light Red	Siriraj - Salaya, Taling Chan - Hua Mark	54.0
Airport Rail Link	Don Mueang - Suvarnabhumi Airport	50.3
Dark Green	Lam Luk Ka - Bang Pu	67.0
Light Green	Yot Se - Bang Wa	15.5
Blue	Bang Sue - Hua Lamphong - Tha Phra - Phutthamonthon Sai 4	55.0
Purple	Bang Yai - Rat Burana	46.6
Orange	Taling Chan - Min Buri	37.5
Pink	Khae Rai - Min Buri	34.5
Yellow	Lat Phrao - Samrong	30.4
Total		471.3

Source: Mass Rapid Transit Authority of Thailand

10 Mass Rapid Transit Projects under the Government's Policy



Sources: Office of Transport and Traffic Policy and Planning, Mass Rapid Transit Authority of Thailand and Ministry of Transport

Rama 9 Bridge. The BMA has already procured a consultant for the environmental impact assessment (EIA) and feasibility study for Phase I of the Grey Line and bidding for this line is expected to be within 2015. The Company retains an optimistic stance on both of these lines as the stations interchange with the existing Green Lines currently operated by BTSC.

COMPARABLE MARKETS OVERVIEW

In 2014, the Bangkok Metropolitan Region had an official population of more than 10.6mn compared to 13.3mn in Tokyo (data as of 2013), 7.3mn in Hong Kong and 5.5mn in Singapore. The urban mass transit pervasion for Bangkok remained the same as last year at 8.0km as there were no new extensions. Compared to regional peers, however, Bangkok is lagging behind Tokyo, Hong Kong and Singapore, with pervasion of 24.1km, 35.1km and 32.4km, respectively. Moreover, in 2011, the rail market share was 6% for Bangkok, 36% for Tokyo, 46% for Hong Kong and 40% for Singapore. This demonstrates the development

Mass Rapid Transit Projects under BMA and Existing BTS SkyTrain



Source: Traffic and Transportation Department, Bangkok Metropolitan Administration

of Bangkok's mass transit system is much needed to cope with the rapid increase in population density and severe road-based traffic congestion.

Rail Mass Transit Development in the Region in 2014

	Population (mn)	Rail Mass Transit Length (km)	Urban Mass Transit Pervasion*
Bangkok Metropolitan Region	10.6	84.8	8.0
Tokyo**	13.3	320.0	24.1
Hong Kong	7.3	256.3	35.1
Singapore	5.5	178.0	32.4

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

Note:

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

** Data as of 2013

OVERVIEW OF BANGKOK'S EXISTING MASS TRANSIT SYSTEM

BTS SKYTRAIN

The BTS SkyTrain is Thailand's first elevated electric railway system and is constructed above some of central Bangkok's major public roadways. It is operated by BTSC and opened for service on 5 December 1999. As of 31 March 2015, there were a total of 52 trains, with all trains in service comprising of 4 carriages. The network, which includes the Core Network and its subsequent extensions, comprises 34 stations across 2 separate lines with a combined track length of 36.3km. The Sukhumvit Line, or the Dark Green Line, currently consists of 22 stations and runs northwards and eastwards from central Bangkok, connecting Mo Chit and Bearing. The Silom Line, or the Light Green Line, currently consists of 13 stations and runs through one of Bangkok's central business districts, connecting National Stadium and Bang Wa. Both lines intersect at Siam station, which is the system's single shared interchange station. In 2014/15, BTS SkyTrain carried a total of 218.7mn passengers on the system. Ridership has grown at 9.8% CAGR since inception.

MRT SUBWAY

The MRT Subway is Bangkok's first underground mass transit railway system in Thailand and commenced operation on 3 July 2004. The network currently consists of only one line, the Metropolitan Rapid Transit System Chaloem Ratchamongkhon Line (Blue Line), which runs 20.0km through 18 stations from Hua Lamphong to Bang Sue; however, construction of a second line, which runs 22.0km and covers 16 stations from Khlong Bang Phai to Tao Poon (Purple Line), is already underway and expected to commence operation in 2016. The current system is connected to the BTS SkyTrain at three stations: Sala Daeng, Asok and Mo Chit stations. In 2014, the MRT Subway trains carried a total of 92.4 mn passengers on the system².

The MRT Subway is solely operated by Bangkok Metro Public Company Limited (BMCL) under a concession agreement with the Mass Rapid Transit Authority of Thailand (MRTA) to exclusively operate the existing network of the Blue Line. The concession includes the exclusive right to operate the current MRT Subway system, as well as the right to manage commercial and advertising space in the system for 25 years until 2029. The MRTA was responsible for the civil works investment whilst BMCL was responsible for the electrical and mechanical works (E&M) and rolling stock investment. Under the concession agreement, BMCL is required to pay a certain percentage of fare and commercial revenue along with an annual remuneration to the MRTA.

² Source: Bangkok Metro Public Company Limited

In September 2013, BMCL was awarded the concession to operate the Purple Line for 30 years until 2043. Under the agreement, BMCL is responsible for implementing the E&M works as well as the procurement of rolling stock, which is funded by MRTA.

SUARNABHUMI AIRPORT RAIL LINK

The Suvarnabhumi Airport Rail Link (SARL) is a rapid transit line that connects Suvarnabhumi Airport to Phaya Thai station in central Bangkok. The line is 28.5km long and is elevated, running above the existing eastern railway, with an underground terminal at the airport. It is owned and operated by State Railway of Thailand (SRT). The SARL commenced its operations on 23 August 2010. There are a total of three lines: a 15-minute non-stop SA Express Line that runs from Makkasan station to the airport, an 18-minute non-stop SA Express Line that runs between Phaya Thai station and the airport, and the City Line, an approximate 30-minute commuter rail service with stops at eight stations from the airport to Phaya Thai station. The SARL connects directly with the existing BTS SkyTrain at concourse level at Phaya Thai station. From 14 April 2014 onwards, the SA Express Line to Phaya Thai station has been temporarily suspended until further notice.

SRT LINE

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

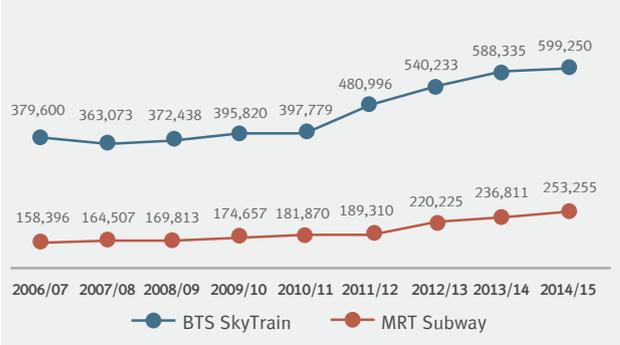
BANGKOK RAPID TRANSIT (BRT)

The BRT is a project pioneered by the BMA to link the various Bangkok mass transit systems and provide an integrated public service for the city and its suburbs. It operates a bus service that is faster than the general bus service using a special lane reserved for the BRT on existing roads. The BRT has 12 stations, covering 15.0km, running from Chong Nonsi on Narathiwat Ratchanakarin Road, crossing Rama III Bridge to Ratchaphruek Road. The BRT Sathorn station is connected to the BTS Chong Nonsi station.

The BMA outsourced the management to BTSC via a Bus Operation Agreement as well as a Station Management Agreement. Under the Agreements, the BMA receives all the revenue from fares, and BTSC receives pre-agreed annual fees. In return, BTSC bears the operating expenses, maintenance expenses and investment in the buses.

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

Average Daily Ridership (passengers/day) of BTS SkyTrain (Core Network) and MRT Subway*



Source: BTS and Bangkok Metro Public Company Limited
*Data from January - December

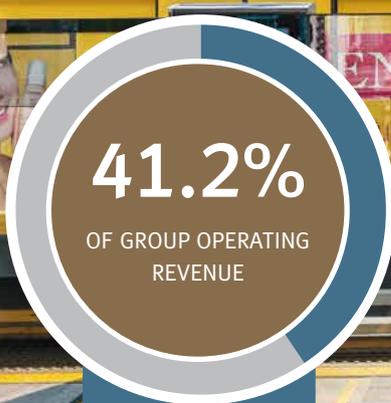
Ridership of Key Mass Transit Systems in Bangkok (mn trips)

System	2001/02	2002/03	2003/04	2004/05	2005/06	2006/07	2007/08	2008/09	2009/10	2010/11	2011/12	2012/13	2013/14	2014/15
BTS SkyTrain (Core Network)	79.3	96.5	105.1	118.5	131.9	138.6	132.9	135.9	144.5	145.2	176.0	197.2	214.7	218.7
Growth	34.8%	21.8%	8.9%	12.7%	11.3%	5.1%	-4.1%	2.3%	6.3%	0.5%	21.3%	12.0%	8.9%	1.9%
MRT Subway*				26.8	57.2	57.8	60.0	62.2	63.7	64.9	69.1	80.6	86.4	92.4
Growth				113.1%	1.1%	3.9%	3.5%	2.6%	1.8%	6.4%	16.6%	7.2%	6.9%	

Source: BTS and Bangkok Metro Public Company Limited
*Data from January - December



3.7.2 BUSINESS AND INDUSTRY OVERVIEW: MEDIA



REVENUE (THB mn)
2014/15 : 2,926.0
2013/14 : 3,121.2

“ Thailand’s advertising industry faced another difficult year in 2014/15, with overall Thai advertising expenditure declining 8.4%. VGI suffered alongside the Media industry, with revenue contracting for the first time by 6.3%. Despite that, BTS-related Media and Office Buildings and Other Media continued to remain resistant to economic impacts, showing revenue growth of 7.0% and 7.4%, respectively.

Marut Arthakaivalvatee
Chief Executive Officer for Media ”

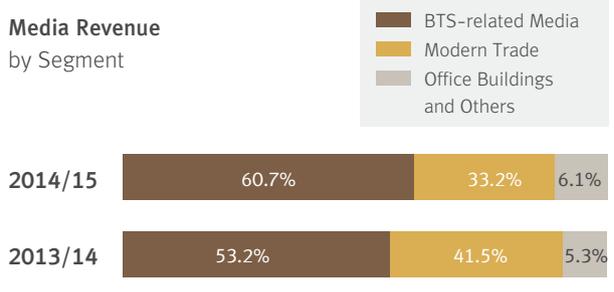
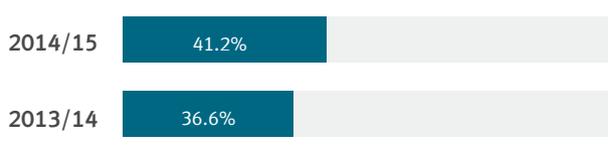
KEY DEVELOPMENTS IN 2014/15

- BTS-related Media and Office Buildings and Other Media revenues rose 7.0% and 7.4%, respectively, against a decline in Thai advertising spend of 8.4%.
- VGI added 28 new contracts to the Office Building portfolio, totaling 103 buildings (926 screens) under management.
- VGI further expanded into the Out-of-Home Media segment through the acquisition of 24.96% shareholding in Master Ad Public Company Limited.
- VGI discontinues operations in its Modern Trade Media segment effective May 2015.

KEY PERFORMANCE HIGHLIGHTS - MEDIA

Media Revenue
(% of Group Operating Revenue)

Revenue (THB mn)
2014/15 : 2,926.0
2013/14 : 3,121.2



	2014/15	2013/14	Change (%)
Operating revenue (THB mn)	2,926.0	3,121.2	(6.3%)
Gross operating profit (THB mn)	1,740.9	1,889.8	(7.9%)
Operating EBITDA (THB mn)	1,530.2	1,580.5	(3.2%)
Gross profit margin (%)	59.5%	60.5%	
Operating EBITDA margin (%)	52.3%	50.6%	

The Group's media company, VGI Global Media Public Company Limited (VGI), like other players in the media industry, is susceptible to economic volatility and has proved less resilient in the face of Thailand's slower-than-expected economic recovery in 2014/15. This was reflected in VGI's overall media operating revenue, which contracted by 6.3% YoY to THB 2,926.0mn (against a decline of 8.4% YoY in total Thai advertising expenditure¹). This caused VGI to miss its targeted revenue growth of 0–3%. The decrease stemmed from Modern Trade Media, which saw revenue fall 24.9% from the previous year to THB 972.1mn as a result of weak consumer demand as well as from the expiry of Tesco Lotus contracts during December 2014 to February 2015. Nevertheless, other segments under our Media business continued to demonstrate resistance to economic stagnation, as evident from the revenue growth of BTS-related Media and Office Buildings and Other Media, which increased by 7.0% and 7.4% YoY, respectively.

VGI places high importance on growing its existing business. New media (Platform Truss LEDs, Platform Screen Doors and E-Posters) that were installed across the BTS SkyTrain network last year started to generate full year income this year. Media installations on the new five 4-car BTS trains have been completed and full year revenue was recognised in 2014/15. On the Office Building Media side, 28 new contracts were added into the portfolio, bringing the total number of buildings under management to 103 buildings (926 screens). VGI remains the single largest player in this segment, with 80% market share¹. For Modern Trade Media business, in April 2015, VGI announced its decision to discontinue operations in this business segment as it was unable to enforce the exclusivity of the advertising contracts with Big C Supercenter Public Company Limited. Consequently, the Company expects to see short-term revenue contraction for the Media business in 2015/16, with overall revenue declining by 12% from existing businesses, although profitability should improve from the reduction in costs associated with Modern Trade Media operations.

VGI continues to uphold its vision to be the leader in lifestyle media network by seeking new growth opportunities in other Out-of-Home Media segments. In 2014/15, VGI further increased its footprint in the Outdoor Media segment through the acquisition of 24.96% stake in Master Ad Public Company Limited (MACO). MACO has a successful track record in the Transit, Billboard and Street Furniture segments, which have been professionally developed by its highly experienced management team. VGI was also appointed to be the exclusive media sales

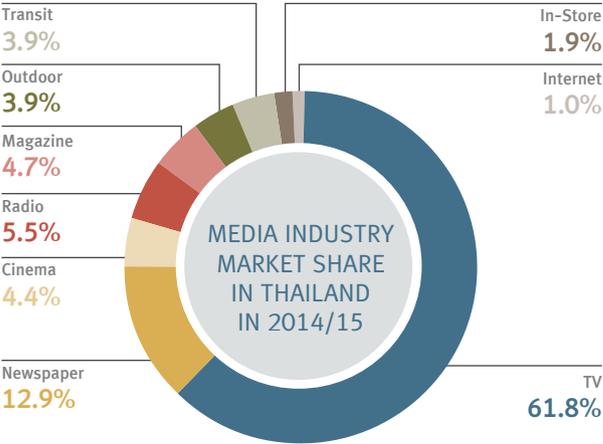
agent for all of Thai AirAsia's carriers in May 2014. Moreover, in May 2015, VGI received the rights to manage advertising space on 7 BTS SkyTrain stations on the extension lines, which will start to generate revenue in 2015/16. Also in May 2015, VGI acquired 20% of newly issued ordinary shares of LED Advance Company Limited, who specialises in providing advertising media services in 13 domestic airports in Thailand, thereby expanding into the Aviation Media segment. Aside from this, Other Media under VGI's management should also see exciting growth in 2015/16, with major contributions coming from mega LED screens and the rights to manage advertising space inside and outside Chamchuri Square, which covers more than 270,000 sqm.

THAI MEDIA INDUSTRY IN 2014/15

The Thai economy grew slower than expected in 2014/15 from weaker private consumption, reduced investment spending, a decline in exports as well as from delayed government spending, causing Thai GDP to grow merely 0.7% in 2014². Advertising expenditures contracted by 8.4% to THB 101,551mn¹, reflecting the overall sluggish economy. The In-store Media sector was hardest hit, declining by 23.0% YoY to THB 1,917mn on weakened consumption, particularly as spending on fast moving consumer goods, which is the top advertiser in In-store Media spending, was withdrawn. Despite the advertising industry's high vulnerability to economic conditions, the Transit Media sector grew 11.3% YoY to THB 3,931mn, the second best performing sector in the Media industry, following the Internet sector, which grew 17.1% to THB 1,007mn.

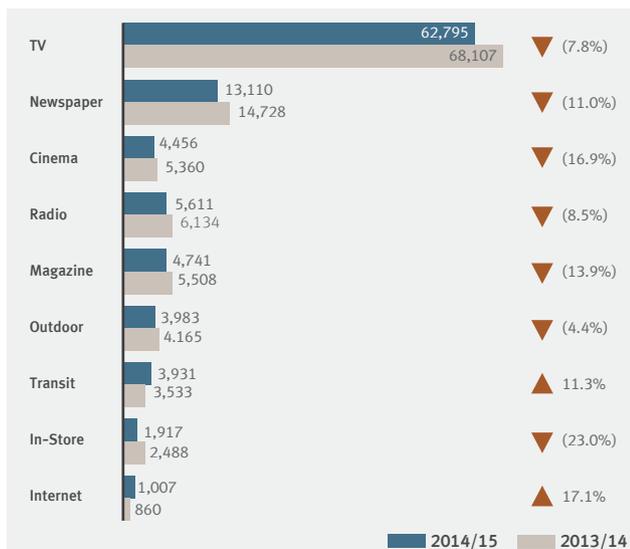
¹ Source: The Nielsen Company (Thailand) Limited; excludes Classified Ads, House Ads and Cable and Digital TV
² Source: www.nesdb.go.th (January – December 2014)

Media Industry Market Share in Thailand in 2014/15



Source: The Nielsen Company (Thailand) Ltd.
 Note: Excludes Classified Ads, House Ads and Cable and Digital TV

Advertising Expenditure in Thailand in 2014/15 vs 2013/14 (THB mn)



Source: The Nielsen Company (Thailand) Ltd.
Note: Excludes Classified Ads, House Ads, Cable and Digital TV

KEY TRENDS

OUT-OF-HOME MEDIA VS TRADITIONAL MEDIA IN THAILAND

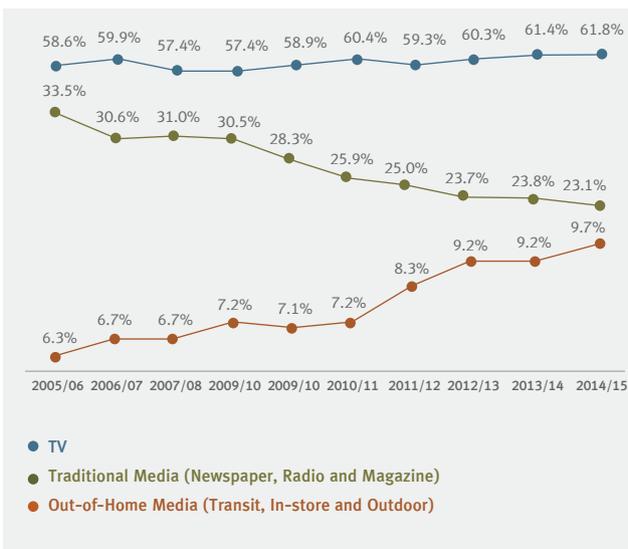
In 2014/15, Out-of-Home Media spending, which includes Transit, In-store and Outdoor Media, was THB 9,831mn or 9.7% of Thailand's advertising spending, which totaled THB 101,551mn. Out-of-Home Media has grown continuously at a higher rate each year compared to traditional media segments such as TV, Radio, Newspaper and Magazine. Whilst traditional media still had the highest market share at 84.9% of Thailand's advertising spending, the trend is expected to move towards Out-of-Home Media over time. This is apparent from the faster pace in advertising spending in Out-of-Home Media during the past 5 years. During 2009/10 - 2014/15, In-store and Transit Media had compound annual growth rate (CAGR) of 16.5% and 17.8%, respectively. On the contrary, the three highest ad spending growth in traditional media was Television, Newspaper and Radio, with CAGR of 2.9%, -2.0% and -2.4%, respectively. Moreover, Out-of-Home Media segment gained the most market share, growing from 6.3% in 2005/06 to 9.7% in 2014/15, or a 3.4% increase. By comparison, traditional media's market share, which includes Radio, Newspaper and Magazine, declined from 33.5% in 2005/06 to 23.1% in 2014/15 (decreasing by 10.4%)¹.

URBANISATION SHIFTS ADVERTISING SPENDING TO OUT-OF-HOME MEDIA

Urbanisation played a role in driving social changes in Thailand, which also correlates to the increase in the growth of Out-of-Home Media spending. For example, high population density and severe traffic congestion as a result of urbanisation and lack of road development have made it inevitable for Bangkok

¹Source: The Nielsen Company (Thailand) Limited; excludes Classified Ads, House Ads and Cable and Digital TV

Out-of-Home vs Traditional Media Market Share Trend (2005/06 - 2014/15)



Source: The Nielsen Company (Thailand) Ltd.
Note: Excludes Classified Ads and House Ads, Cable and Digital TV

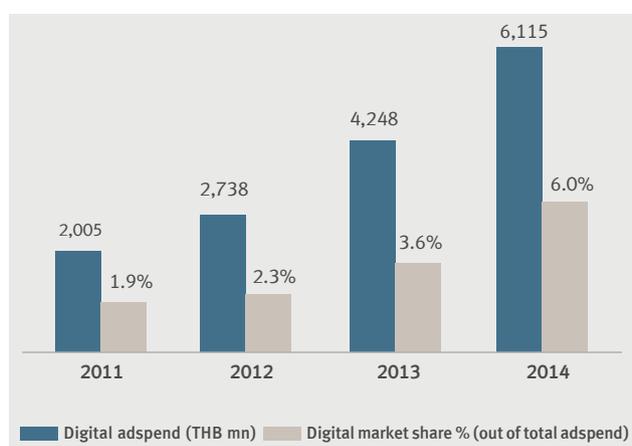
to aggressively develop rail mass transit. BTS SkyTrain ridership has increased significantly over the past 5 years from 144.5mn passenger trips in 2009/10 to 218.7mn passenger trips in 2014/15, representing CAGR of 8.6%. This excludes any additional ridership growth from extensions to the Core Network, the Blue Line and the Airport Rail Link. The growth in mass transit ridership has resulted in increased Out-of-Home Media spending, particularly in the Transit Media sector, which had CAGR of 16.5% over the past 5 years, as advertisers follow this rising trend. Furthermore, today's consumers are spending more time than ever outside of their homes. Most of this time is spent commuting in their cars, in rail mass transit, buses, office buildings, shopping malls or airports. To capture this ever changing lifestyle of consumers, advertisers have increased their advertising spending on Out-of-Home Media, as evident from the increase in Out-of-Home advertising spending from THB 6,557mn to THB 9,831mn, representing a CAGR of 8.4% over the past 5 years.

TRANSITION TO DIGITAL MEDIA

A remarkable change in media landscape is the increasing proliferation of digital media. According to figures released by Digital Advertising Association (Thailand), Thai digital advertising spending has grown from THB 2,005mn in 2011 to THB 6,115mn in 2014, representing CAGR of 45.0%. Moreover, the market share of digital advertising spending out of total advertising spending has increased significantly from 1.9% to 6.0%, or a 4.1% increase. Recent development in digital media is posing as a major threat to traditional media, particularly in Newspaper, as evident from the decline of its advertising spending from THB 15,038mn in 2010/11 to THB 13,110mn in 2014/15, a 12.8% decrease. The growth of digital media is supported by its flexibility and scalability for advertisers to deliver message to a target audience.

Through its flexibility, advertisers can easily and faster deploy marketing campaigns which reach a broader scope of audience compared to static media. Hence, digital media is becoming more time and cost-effective than other traditional media, which is one of the most critical components to keep up with the trend in the media industry going forward. Moreover, digital media allows advertisers to deliver a dynamic image, which is a powerful tool that can more easily capture attention from the audience as well as evoke a sense of interaction. At the consumer-end, the ever increasing demand for instant information gives digital media the ability to keep consumers informed responsively and interactively. Hence, media owners who are able to offer advertisers media that are increasingly interactive and provide better engagement with consumers would have a competitive advantage.

Digital Advertising Spending and Market Share (2011 - 2014)



Source: Digital Advertising Association (Thailand)

COMPETITIVE ENVIRONMENT

There are a few local key players in Out-of-Home Media in Thailand. The table below shows the key players based on 2014 revenues:

Company	Revenue (THB mn)
VGI Global Media Public Company Limited*	2,963
Plan B Media Public Company Limited	1,469
Master Ad Public Company Limited	622
Aqua Corporation Public Company Limited	405
Three Sixty Five Public Company Limited	355

* Fiscal Year ends 31 March; based on service revenue taken from VGI's consolidated financial statements

In the past 2-3 years, the trend for allocating advertising budget has become increasingly fragmented across different media types since each has its own strengths and effectiveness in communicating messages to consumers, and the allocation across multiple media types often enhances

the effectiveness of a single message. Advertising agencies and product owners therefore opt to employ a wide variety of media in their advertising mix that is suitable to their target groups and budget in order to create a consistent brand and product recognition, expand customer base and reinforce brand loyalty. For this reason, competition in the media industry today is not merely to grab the market share from the same type of media but also to compete with all types of media in the industry. Companies that have media networks covering a wide range of media and reaching all target groups thus have competitive advantage in meeting the needs of advertisers, which translates into capturing more market share. Furthermore, consumers in this generation have a tendency to multitask and as a result, using a single type of media as per earlier generations no longer matches this change in consumer behaviour. As a consequence, there is increasing acceptance in combining conventional and digital media and in integrating innovative elements into these media to create an engaging and enjoyable experience for viewers.

As the number and variety of media platforms that reach all target groups increase, traditional media also needs to keep up with the trend, since advertising agencies or media consumers are opting to pay for the most suitable media to their target group that is available in the market. Likewise, TV, which has been one of the most dominant media in Thailand, also needs to develop its platform in order to compete with other media, particularly against those that are more flexible in integrating its product with consumer's lifestyle such as Out-of-Home Media. In 2013, TV sector was all about "digital" as Thailand has started to liberalise its digital TV system. In terms of the landscape of media industry after the liberalisation, it is expected that advertising spending in the TV sector will be more equally distributed as advertisements will no longer be clustered in the free TV channels. In the next 3-5 years, the transition to digital TV will create a competitive environment in the TV sector itself, as the key success of digital TV business will rely heavily on the quality of content. Therefore, the market share of the media industry is believed to follow the current trend where TV has the highest market share. Nevertheless, the TV sector will be more competitive as there is lower entry to barriers and operators have to compete in terms of the media content to stay in business.

Taking into account trends such as this, the Company believes that VGI's media network has an advantage over its competitors as its media network conforms to the modern lifestyle of consumers and interweaves itself with Out-of-Home lifestyles of consumers. Moreover, advertisers can select specific target groups in terms of geography and demography. Findings from VGI's survey show that the reason product owners and agencies choose VGI's media is due to its ability to enhance the image of modernisation and product image, to boost repeated views in order to build brand loyalty and to promote brand distinction. VGI's media is also perceived to have the ability to reach its target market effectively and to consistently communicate the properties of the product or services.

3.7.3 BUSINESS AND INDUSTRY OVERVIEW: PROPERTY



REVENUE
(THB mn)

2014/15 : 1,354.8
2013/14 : 2,934.1

“

We announced two separate deals with SET-listed property players this year, bringing more clarity to the partnership approach we have adopted in our Property business. The strategy is to partner with (i) Sansiri for residential real estate projects within 500m of mass transit stations and (ii) U City for commercial real estate development with an emphasis on income generating assets.

”

Rangsin Kritalug
Chief Operating Officer and Executive Director

KEY DEVELOPMENTS IN 2014/15

- BMSG and Sansiri PCL formed a partnership to develop residential projects for sale within 500m of rail mass transit stations on a 50:50 investment basis.
- In April 2015, BMSG acquired a 35.64% shareholding in U City PCL, a SET-listed commercial property developer.
- Commercial Property revenue reached THB 932.3mn, an increase of 8.2% YoY largely from the improved hotel business performance and Thana City Golf Course & Sports Club.
- U Sathorn Bangkok, a new 4-star boutique hotel with 86 rooms and our fourth hotel asset, was officially opened.

KEY PERFORMANCE HIGHLIGHTS - PROPERTY

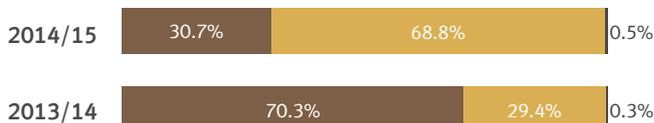
Property Revenue
(% of Group Operating Revenue)

Revenue (THB mn)
2014/15 : 1,354.8
2013/14 : 2,934.1



Property Revenue
by Segment

Residential Property
Commercial Property
Others



	2014/15	2013/14	Change (%)
Operating revenue (THB mn)	1,354.8	2,934.1	(53.8%)
Gross operating profit (THB mn)	595.2	1,178.3	(49.5%)
Operating EBITDA (THB mn)	181.5	631.6	(71.3%)
Gross profit margin (%)	43.9%	40.2%	
Operating EBITDA margin (%)	13.4%	21.5%	

We categorise our property portfolio into three types: Residential, Commercial and Land Bank. Residential Property revenue contracted by 79.8% YoY or THB 1,647.1mn to THB 415.7mn in 2014/15. This decrease was mainly driven by a decline in sales of real estate of THB 1,646.6mn (largely in relation to 113 transferred units of Abstracts Phahonyothin Park (Tower A) in this year versus 610 transferred units in 2013/14). Pre-sales of Abstracts Phahonyothin Park (Tower A) reached 92% as of 31 March 2015. The Company expects to sell and transfer all of its remaining units of Abstracts Phahonyothin Park (Tower A) units in 2015/16 with expected revenue of approximately THB 300mn.

In our Commercial Property business, revenue reached THB 932.3mn, an increase of 8.2% YoY or THB 70.4mn. The growth was largely driven by an improvement in the hotel business performance and Thana City Golf Course & Sports Club. Revenue from our Group-owned hotels, which are U Chiang Mai, U Inchantree Kanchanaburi, Eastin Grand Hotel Sathorn and U Sathorn, rose to THB 606.9mn, representing 8.7% growth YoY. In spite of political disruptions and economic standstill in Thailand, the hotels achieved a blended average occupancy rate of 79% in 2014/15. In addition, the Group officially launched our fourth hotel, U Sathorn Bangkok, a new 4-star boutique hotel with 86 rooms, in December 2014. The Group also operates an 18-hole golf course and sports club at Thana City on Bangna-Trad Road KM 14. In 2014/15, revenue from Thana City Golf Course & Sports Club reached THB 201.9mn, an increase of 8.5% or THB 15.9mn from the previous year. Commercial Property revenue is expected to contribute THB 590mn to the Company in 2015/16, consisting primarily of revenues from our hotel portfolio and Thana City Golf Course & Sports Club. The YoY decrease is on account of the sale of Eastin Grand Sathorn to our associate company, U City Public Company Limited (U City).

The Group also owns an extensive land bank in Bangkok and other provinces. Our land bank is considered prime assets and is unencumbered by any debt. Moreover, most

of our land plots in Bangkok are located adjacent to existing and future mass transit network. In 2014/15, the Company recognised a gain on sale of land of THB 367.5mn as it sold land to BTS-SIRI JVCo1.

Our Group-Owned Hotels Summary

	Operation Date	No. of Rooms
U Chiang Mai	Jun 2008	41
U Inchantree Kanchanaburi	Nov 2010	26
Eastin Grand Sathorn ¹	Oct 2012	390
U Sathorn Bangkok	Dec 2014	86
Total		543

¹ On 20 April 2015, Eastin Grand Sathorn Hotel Bangkok was disposed to U City.

Summary of BTS Group Existing Property Assets (as of 31 March 2015)

Property Summary by Category	Total Area		Book Value ²
	Total (rai)	Total (sqm)	THB mn
Residential			
Houses	64.9		1,924.0
Condominiums		10,673.2	1,591.1
Commercial			
Hotels		29,061.5	3,321.4
Golf Course & Sports Club	475.1		2,685.9
Residential Apartments		6,105.9	128.0
Land Bank			
Bangkok	79.2	126,774.8	2,669.9
Samut Prakarn	319.8	511,711.6	713.2
Nakorn Ratchasima	661.4	1,058,180.0	447.3
Chiang Mai	163.1	260,992.0	16.6
Phuket	37.3	59,740.0	29.8
Other Provinces	95.2	152,372.0	7.6
Total	1,895.0	2,215,611.0	11,943.6

² After the divestment of 5-rai land at Mo Chit to BTS-SIRI JV (JVCo1) as well as 3 assets (land plots at Phayathai and Mo Chit and Eastin Grand Hotel Sathorn) to U City on 20 April 2015, total book value of our property decreased to THB 7.6bn.



U Sathorn Hotel Bangkok

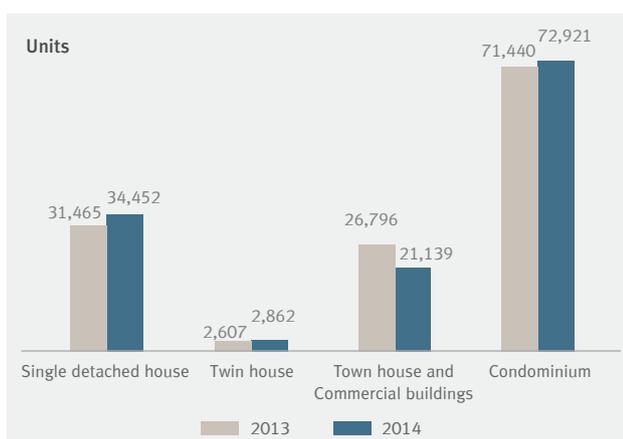


Thana City Sports Club

Our Property strategy, as previously stated in 2013/14, was to adopt a partnership approach towards our Property business through opportunistic acquisitions and development. During the course of the year, we have seen the beginning of that strategy implemented with the announcement of partnerships with two SET-listed property players. The first transaction was the partnership with Sansiri Public Company Limited (SIRI) on residential property projects. The Company and SIRI entered into the Strategic Alliance Framework Agreement to exclusively partner together (50:50 investment basis) on the development of residential projects for sale located within 500m of all rail mass transit stations. The first joint venture between the Company and SIRI, BTS Sansiri Holding One Limited (JVCo1), was incorporated in December 2014. The Company sold 5 rai of land at Mo Chit to JVCo1 and recognised a gain of THB 367.5mn in 3Q 2014/15. The first project under JVCo1, The Line, is a high-rise condominium with 841 units and all the units were completely sold out on the first day of pre-sale period on 30 May 2015. The construction of this project is expected to be completed by early 2018 and all the units are expected to be transferred within 2018 to 2019. Currently, the establishment of 9 joint venture companies under the BTS and SIRI partnership (JVCo1 to JVCo9) have been approved to accommodate the development plan of new residential projects for sale. The Company targets to develop projects worth THB 25–30bn over the next 3 to 5 years.

The second deal, which was completed on 20 April 2015, is the disposal of all ordinary shares in two subsidiaries, (i) BTS Assets Co., Ltd., the owner of Eastin Grand Hotel Sathorn Bangkok and land plots at Phaholyothin Road and (ii) Kamkoong Property Co., Ltd., the owner of land plots at Phayathai Road, to U City, previously known as Natural Park Public Company Limited. Total sales consideration was THB 9,404.1mn and the Company received 35.64% of the newly issued ordinary shares as well as warrants of U City in exchange for the sale. The Company plans to expand the Commercial Property business through our strategic shareholding in U City.

Newly Completed & Registered Housing Units in Bangkok Metropolitan Region⁴ in 2014 and 2013



Source: Real Estate Information Center

OVERVIEW OF BANGKOK'S PROPERTY MARKET

BANGKOK RESIDENTIAL PROPERTY MARKET IN 2014

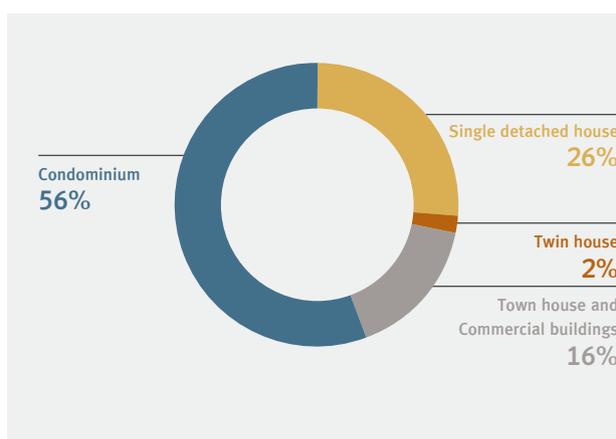
The decline in government spending, contraction in exports and reduction in private investment contributed to Thailand's lacklustre GDP growth of 0.7% in 2014, a significant drop from 2.9% growth recorded in 2013³. The economic slowdown, coupled with the prolonged political tensions, dampened the overall Bangkok residential property market, as seen in the decreasing number of newly launched projects. The survey of the Real Estate Information Center reported that the number of newly completed and registered housing units in Bangkok and vicinities⁴ (Bangkok Metropolitan Region) in 2014 decreased 1% YoY from 132,308 units to 131,374 units. The decrease was from a reduction in number of units launched of townhouses and commercial buildings (down 21% YoY), whilst other types of newly constructed housing units increased from the previous year. Amongst the new projects, condominium projects represented 56% of total units, followed by single detached houses, townhouses & commercial buildings and twin houses at 26%, 16% and 2%, respectively.

According to the research of Colliers International Thailand (Colliers), total newly launched condominium units in Bangkok during 2014 was 50,100 units, a mere 2% lower than that of the previous year. The supply of Bangkok condominiums were lower in the first three quarters of 2014 mainly from political uncertainties; however, it accelerated in 4Q 2014. The increase in newly launched condominiums in the last quarter was primarily from the suppressed demand in 1H that gradually ramped up as confidence in Thailand was restored under the military regime's political reform.

³ Source: www.nesdb.go.th (January – December 2014)

⁴ Vicinities mean Nonthaburi, Pathumthani, Samut Prakarn, Samut Sakhon and Nakhon Pathom

Newly Completed & Registered Housing Units in Bangkok Metropolitan Region⁴ by Type in 2014



Source: Real Estate Information Center

Newly Launched Condominium Units in Bangkok from 1Q 2009 - 4Q 2014

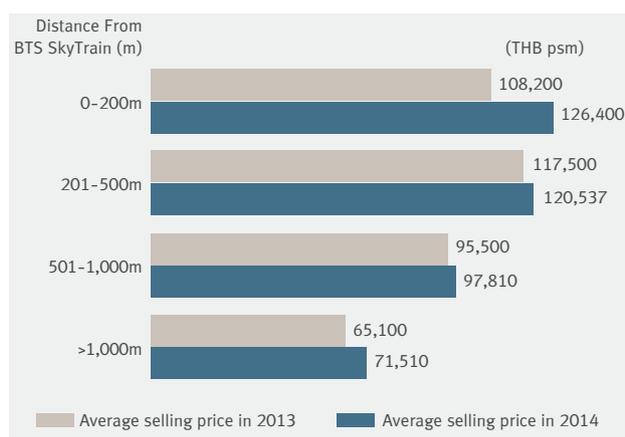


Source: Colliers International Thailand Research

As buyers seek more convenient lifestyles, developers anticipate demand and have developed properties along the BTS SkyTrain and MRT Subway routes. Development along mass transit routes has been a feature of the property development market for several years now. This trend continues unabated and this is evident from the increasing proportion of development in the northern fringe of Bangkok (which is served by both BTS SkyTrain and MRT Subway) as well as the southern fringe (an area served by existing mass transit system and to be served by future mass transit systems). The proximity from mass transit stations, therefore, remains a key trend in attracting buyers and developers, as is evident from the premium in selling prices.

The prices of condominium units that are located within 200m from BTS stations had an average sales price of THB 126,400 psm (16.8% increase YoY), projects 201 - 500m away had an average sales price of THB 120,537 psm (2.6% increase YoY), whilst projects 501 - 1,000m and

Average Selling Price of Newly Launched Condominium Units by Proximity to Existing BTS SkyTrain in 2014 and 2013



Source: Colliers International Thailand Research

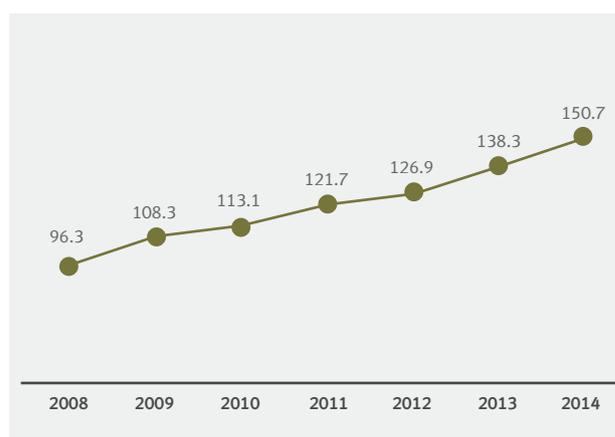
projects further than 1,000m away had a lower average selling price at THB 97,810 psm (2.4% increase YoY) and THB 71,510 psm (9.8% increase YoY), respectively. Note that the price of newly launched condominium units sold in 2014 within 200m distance of BTS SkyTrain station on average showed the highest increase YoY.

Moreover, land prices in Bangkok, especially in the CBD, have risen in the fastest pace over the past 7 years. Bangkok Metropolis and vicinity Land Price Index grew from 96.3 in 2008 to 150.7 in 2014, or a 56.5% increase. This resulted in a new trend in development towards the suburban areas along mass transit routes as the scarcity of land plots and increasing land prices in the centre make projects less feasible.

KEY TRENDS OF RESIDENTIAL PROPERTY

In spite of the ongoing sluggish recovery of the Thai economy, some developers and researchers had a positive outlook on residential property in 2015. They viewed that residential property market should perform better than the previous year from a number of positive factors. Some opinions to illustrate this include a stabilised political situation which would help restore confidence in Thailand from 2H 2014 onwards. The government's stimulus package (effective in 2015), i.e. the lower policy rate cut by Bank of Thailand, together with infrastructure expenditure, would drive more demand. Also, global oil price reduction and a low interest environment would benefit the overall property market. However, Colliers and some other reporters expressed caution on the condominium industry, claiming that there are other factors that may hurt the condominium market. Unsold units and secondhand units remain one of the major challenges for developers whilst on the consumer side, confidence may be affected by the overall slower-than-expected economic growth and household debt level.

Bangkok Metropolis and Vicinity Land Price Index from 2008 - 2014



Source: Bank of Thailand

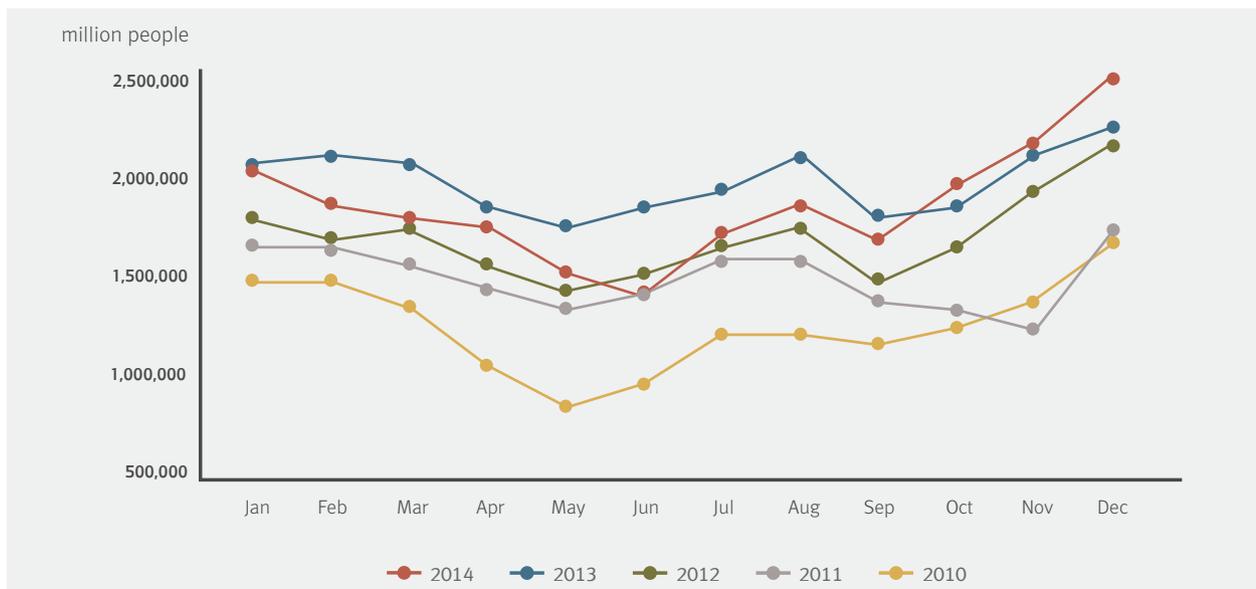
HOTEL INDUSTRY IN 2014

More than 6 months of street protests paralysed parts of Bangkok in 2014, causing a sharp downward trend in tourist arrivals to Thailand. According to information from the Department of Tourism, the number of international visitor arrivals to Thailand in 2014 decreased 6.7% from the previous year to 24.8mn, with generated tourism income of THB 1.1tn, reducing 4.9% YoY. During the first three quarters of 2014, the number of international tourist arrivals decreased YoY in each quarter; however, there was a recovery in 4Q 2014 on the back of a large increase in Chinese arrivals in December. Chinese tourists remained the majority of international tourists visiting Thailand, accounting for 18.7% of the total (up from 17.5% in 2013), followed by Malaysians, Russians, Japanese and Koreans. Bangkok became a less attractive place for tourists compared to the previous year as a result of the political situation, travel warnings and the enforced martial law. Weakened tourism in Bangkok was reflected in the occupancy rate and Average Daily Rate (ADR). Based on a CBRE Thailand report, the average occupancy rate of hotels in Bangkok in 2014 was around 60% (versus 75% in 2013) and ADR was around THB 3,000 (a decrease of 2% YoY).

KEY TRENDS OF HOTEL INDUSTRY

Although the tourism industry in 2014 was challenged by political turmoil and global economic downturn, the return in the number of international tourists, especially Chinese arrivals in December 2014, was a positive sign for 2015. Recent data from the Department of Tourism showed tourist arrivals to Thailand from January to March 2015 posting a significant growth of 23.5% (compared to the same period last year). Political stabilisation will be one of the simulants that will restore visitors' confidence towards Thailand and ensure Thailand's image remains dominant and strong. The government is now considering issuing multiple entry visas for tourists, which would help attract more visitors to the country. Apart from that, the Tourism Council of Thailand has urged the government to focus on major proactive measures, for instance, promoting new attractive campaigns for the low season to foreign tourists, maintaining domestic stability as well as encouraging domestic travel. In addition, Thailand has shown resilience in many ways in the past and the tourism industry typically demonstrates a fast rebound. Together with the catalysts mentioned earlier, Thailand's tourism industry is expected to continue its rapid expansion.

International Tourist Arrivals to Thailand in 2010 - 2014



Source: Department of Tourism

3.7.4 BUSINESS AND INDUSTRY OVERVIEW: SERVICES

7.7%

OF GROUP OPERATING
REVENUE

REVENUE
(THB mn)

2014/15 : 547.8
2013/14 : 399.0

“

Within the Services business, we focus on providing convenience to our customers through various kinds of services. Rabbit cards can be used as a common ticket across Mass Transit systems, such as BTS SkyTrain and BRT Buses as well as for payment of goods and services at Rabbit’s participating retail stores to earn Carrot Rewards. We also have ChefMan Restaurant, a premium Chinese restaurant chain committed to providing excellent food with high quality ingredients cooked by professional chefs.

”

Surapong Laoha-Unya
Executive Director

KEY DEVELOPMENTS IN 2014/15

- The number of Rabbit cards issued increased 48% from 2.5 million cards in 2013/14 to 3.7 million cards in 2014/15. Coverage now extends to over 40 retail partners with 2,500 outlets covering diverse business sectors.
- BTS and AEONTS jointly launched the ‘AEON Rabbit Member Card’, a financial innovation that brings functions and benefits of BSS and AEONTS together in one card.
- BTSC, as part of BSV Consortium, was awarded the contract for the Central Clearing House establishment for OTP’s Thai Common Ticket system.
- AHS has acquired 15 new management contracts under “Eastin Grand Hotels”, “Eastin Hotels & Residences”, “Eastin Easy” and “U Hotels & Resorts” brands in Thailand, Vietnam, Indonesia, India and Europe in 2014/15.

KEY PERFORMANCE HIGHLIGHTS - SERVICES

Services Revenue

(% of Group Operating Revenue)

Revenue (THB mn)
2014/15 : 547.8
2013/14 : 399.0

2014/15 7.7%

2013/14 4.7%

Services Revenue

by Segment

■ ChefMan Restaurant
■ Rabbit cards
■ Others

2014/15 56.7% 34.7% 8.6%

2013/14 55.1% 34.7% 10.3%

	2014/15	2013/14	Change (%)
Operating revenue (THB mn)	547.8	399.0	37.3%
Gross operating profit (THB mn)	145.0	112.6	28.8%
Operating EBITDA (THB mn)	43.6	33.0	32.3%
Gross profit margin (%)	26.5%	28.2%	
Operating EBITDA margin (%)	8.0%	8.3%	

RABBIT

The Rabbit card was launched on 1 May 2012 by Bangkok Smartcard System Company Limited (BSS). Within three years of its operation, the Rabbit holder base has grown to over 3.7 million with over 40 participating retail partners and 2,500 outlets. Our participating retailers cover a wide variety of brands from many business sectors including from F&B retail (McDonald's, Starbucks, Au Bon Pain, Burger King, Black Canyon, Oishi, Gourmet Market), Entertainment (Major Cineplex and SF Cinema) and participating stores at Emporium, Siam Paragon, The Mall, Mini Big C, etc. It is expected that participating retailers will cover over 4,000 locations by the end of 2015.

During this year, we expanded the network that accepts Rabbit cards and top-up channels to food courts by partnering with The Mall Group to allow the usage of Rabbit at Paragon Food Court and EmQuartier. We also expanded the Rabbit retail network to Mini Big C in Bangkok Metropolitan Area and issued 'Rabbit Mini Big C Card', which offers special promotions for this card.

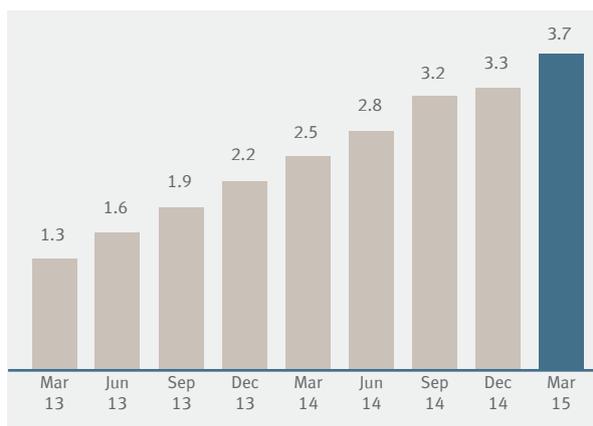
AEON RABBIT MEMBER CARD

BSS has partnered with AEON Thana Sinsap (Thailand) PCL (AEONTS) to launch the 'AEON Rabbit Member Card', which is a financial innovation that brings functions and benefits of BSS and AEONTS together in one card. The co-branded card was launched on 16 February 2015. This card aims to give cardholders additional financial services (access to personal credit facilities, cash withdrawal and purpose loan from business partners of AEONTS network), quick access to mass transportation and easy payment channels at various retail outlets. This groundbreaking partnership will broaden the customer base for both BSS and AEONTS as well as support service expansion to people in Bangkok.

RABBIT SERVICE POINT

Rabbit Service Point is an additional customer service point implemented at 7 locations on BTS stations. These service points provide top-up service, bill payment service via mPay Station, domestic parcel delivery service, auto top-up activation service and information centres for Rabbit products and services.

Number of Rabbit Cards Issued (mn cards)



CARROT REWARDS

Carrot Rewards is the exclusive loyalty and benefits programme for Rabbit. Rabbit holders who register their cards earn 'Carrot Rewards' when topping up their Rabbit cards, when using their Rabbit cards on the BTS SkyTrain and when making retail purchases with the card at select retail partners. Carrot Rewards can subsequently be redeemed for cash top-up to a member's Rabbit card as well as for various merchandises and gift certificates from the Carrot Rewards website (www.carrotrewards.co.th).

Since its launch in May 2012, over 1,500,000 Rabbit holders have enrolled in the Carrot Rewards programme, making it one of the fastest growing membership-based loyalty programmes in Thailand. Carrot Rewards Co., Ltd. (Carrot) generates income through the sale of Carrot Rewards to its point-issuing partners. Additionally, revenues are earned through customised direct marketing activities to the Carrot Rewards membership database on behalf of third parties.

In addition to points-based and direct marketing revenue streams, Carrot generates further income through its network of 'Carrot Kiosks'. The revenue comes from selling advertising space on the kiosk buttons and coupon placement across the kiosk network. The trade partner can then promote different types of offers to Carrot Rewards members. Currently, Carrot operates a network of 128 kiosks at 23 BTS stations, office towers and shopping centres, with plans to introduce an additional 100 full touch screen kiosks on BTS stations.

Within 2015/16, Carrot also plans to launch its mobile application, which will facilitate member enrollment and engagement activities.

BANGKOK PAYMENT SOLUTIONS

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

BPS's objective is to provide integrated payment technology solutions to its affiliates and for other business entities and markets in Thailand. BPS has two main revenue streams, which are recurring service and maintenance contracts as well as payment solution projects. In 2014/15, BPS provided services for several projects within BTS Group, including BSS CCH maintenance, Carrot Kiosk maintenance, development and upgrade of BSS CCH for Alipay Rabbit Card as well as other upgrades to support Rabbit Card and Carrot Rewards marketing schemes.

THAI COMMON TICKET

The common ticket project was initiated by the Office of Transport and Traffic Policy and Planning (OTP) to establish a system in which the public can use a single card to access all transit systems as well as non-transit such as retail shops. The initial phase of this project entails the development of the CCH and on 10 February 2015, BTSC, as part of BSV Consortium, was awarded the contract to design and to implement the CCH system for OTP's common ticketing system, which was subsequently subcontracted to BPS. OTP targets to complete the project within 2018.



ABSOLUTE HOTEL SERVICES CO., LTD.

Absolute Hotel Services Co., Ltd. (AHS) is a joint venture company between the Company and partners with experience in the hotel business. Currently, AHS manages 3 to 5 star hotels under "U Hotels & Resorts", "Eastin Grand Hotels", "Eastin Easy" and "Eastin Hotels & Residences" brands in Thailand, Vietnam, Laos, Indonesia, India, Oman and Europe. AHS's vision is to provide a unique range of complete hospitality services and consultancy on an a la carte basis with tailor-made client-, owner- and developer-centric solutions. As of 31 March 2015, AHS has 60 properties with over 8,900 keys under its management. Amongst these, there will be 3,500 keys in Thailand, 1,800 keys in Vietnam, 1,200 keys in Indonesia, 2,400 keys in India/Middle East and 100 keys in Europe which will all be operational in 2016/17. By 31 March 2016, AHS aims to have a total of 10,000 keys and 80 properties under its management.

CHEFMAN RESTAURANT

ChefMan Restaurant (ChefMan) is a premium Chinese restaurant chain managed by Man Kitchen Company Limited that offers distinctly original Cantonese cuisine. ChefMan is committed to providing excellent food with high quality ingredients cooked by professional chefs. As of 31 March 2015, ChefMan has 4 branches, divided into 3 dine-in branches and 1 express branch, under its operation. Subsequently, in May 2015, two new ChefMan express branches were launched at Empire Tower and EmQuartier. Major competitors are Chinese restaurants in five-star hotels. According to TripAdvisor.com, ChefMan Eastin Grand Hotel Sathorn Bangkok was ranked 1,484th out of a total of 7,253 restaurants in the vote of popular restaurants in Bangkok (including all types). In 2014/15, ChefMan contributed THB 310.6mn to the Company revenue. The Company targets to launch 6-9 additional ChefMan branches within 2015/16.



ChefMan Restaurant

3.8

SUBSIDIARIES, ASSOCIATED COMPANIES AND JOINTLY CONTROLLED ENTITIES INFORMATION

as of 31 March 2015

Juristic Person	Type of Business	Address	Paid-up Capital (THB)	Total Shares/ Issued Shares	Type	Shareholding (%)
1. Mass Transit Business						
Bangkok Mass Transit System Pcl	Mass Transit Business	1000 BTS Building, Phahonyothin Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2617 7300 Fax:+66 (0) 2617 7133	4,016,783,413.25	16,067,133,653 shares (par value of THB 0.25 per share)	Ordinary Shares	97.46
BTS Rail Mass Transit Growth Infrastructure Fund (BTSGIF) managed by BBL Asset Management Co., Ltd. and having Standard Chartered Bank (Thai) Pcl as the Fund Supervisor	Investment in the net farebox revenue from the operation of the Core BTS SkyTrain System under the Concession Agreement, covering a combined track length of 23.5 km	175 Sathorn City Tower, 7 th , 21 st and 26 th Floor, South Sathorn Road, Thung Mahamek, Sathorn, Bangkok 10120 Tel: +66 (0) 2674 6488 # 8 Fax: +66 (0) 2679 5955	62,064,724,000	5,788,000,000 units (par value of THB 10.723 per unit)	Investment Units	33.33
Remark: On 25 May 2015, BBL Asset Management Co., Ltd., as the management company of BTSGIF, announced through SET regarding the schedule of BTSGIF's capital reduction by THB 0.048 per unit through a reduction of par value from THB 10.723 per unit to THB 10.675 per unit. The payment date of the capital reduction amount to the unit holders is scheduled on 19 June 2015.						
2. Media Business						
VGI Global Media Pcl (formerly known as VGI Global Media Co., Ltd. and registered for conversion into a public company and changed its name to VGI Global Media Pcl on 2 April 2012.)	Providing advertising network service in mass transit system (BTS SkyTrain), advertising media in office buildings and others, and being sales agents of out of home media	21 TST Tower, 9 th Floor Viphavadi-Rangsit Road Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8884 Fax: +66 (0) 2273 8883	686,397,845	6,863,978,450 shares (par value of THB 0.10 per share)	Ordinary Shares	69.58 (51% held by Bangkok Mass Transit System Pcl and 18.58% held by the Company)
Remarks: On 3 April 2015, VGI Global Media Pcl allotted 343,202 new ordinary shares of a par value of THB 0.10 per share in proportion to the exercised VGI-W1 warrants. As a result, the paid-up capital of VGI Global Media Pcl was increased to THB 686,432,165.20, divided into 6,864,321,652 issued shares at a par value of THB 0.10 per share. On 25 May 2015, the Company's shareholding in VGI Global Media Pcl was increased to 19.72%. As a result, the Company's direct and indirect shareholding in VGI Global Media Pcl was increased to 70.72%.						
VGI Advertising Media Co., Ltd.	Providing advertising media service (it has currently ceased the operation because of the expiration of the concession agreement with Tesco Lotus.)	21 TST Tower, 9 th Floor, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8884 Fax: +66 (0) 2273 8883	10,000,000	100,000 shares (par value of THB 100 per share)	Ordinary Shares	100.00 (held by VGI Global Media Pcl)
999 Media Co., Ltd.	Providing point of purchase radio media	21 TST Tower, 9 th Floor, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8884 Fax: +66 (0) 2273 8883	7,500,000	750,000 shares (par value of THB 10 per share)	Ordinary Shares	100.00 (held by VGI Global Media Pcl)
888 Media Co., Ltd. (formerly known as VGI Property Co., Ltd. and changed its name to 888 Media Co., Ltd. on 16 February 2009.)	Providing advertising media service (it has currently ceased the operation because of the expiration of the concession agreement with Big C.)	21 TST Tower, 9 th Floor, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8884 Fax: +66 (0) 2273 8883	5,000,000	500,000 shares (par value of THB 10 per share)	Ordinary Shares	100.00 (held by VGI Global Media Pcl)

Juristic Person	Type of Business	Address	Paid-up Capital (THB)	Total Shares/ Issued Shares	Type	Shareholding (%)
Point of View (POV) Media Group Co., Ltd.	Providing advertising media service in office buildings	21 TST Tower, 9 th Floor, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8884 Fax: +66 (0) 2273 8883	10,000,000	1,000,000 shares (par value of THB 10 per share)	Ordinary Shares	100.00 (held by VGI Global Media Pcl)
VGI Advertising China Co., Ltd.	Providing advertisement of Chinese products in Thailand	Room 43A13, 4 th Floor, Building B, No. 666 Beijing East Road, Huangpu, Shanghai, China Tel: +86 2152401333 Fax: +86 2152400910	USD 2,000,000	2,000,000 shares (par value of USD 1 per share)	Ordinary Shares	100.00 (held by VGI Global Media Pcl)
Midas Global Media Co., Ltd. (formerly known as VGI Muti-Tech International Co., Ltd. and changed its name to Midas Global Media Co., Ltd. on 4 April 2014.)	Providing services in relation to sale, marketing and managing advertising space	349 SJ Infinite One Business Complex, 12 th Floor, Room 1204-1205, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok, 10900 Tel: +66 (0) 2019 5619 Fax: +66 (0) 2019 5618	262,500,000	26,250,000 shares (par value of THB 10 per share)	Ordinary Shares	30.00 (held by VGI Global Media Pcl)
Master Ad Pcl	Providing service and producing out-of-home media materials	4 th - 6 th Floor, 1 Soi Ladprao 19, Ladprao Road, Chompol, Chatuchak Bangkok 10900 Tel: +66 (0) 2938 3388 Fax: +66 (0) 2938 3489	300,896,950	3,008,969,500 shares (par value of THB 0.10 per share)	Ordinary Shares	24.96 (held by VGI Global Media Pcl)
Remark: On 15 May 2015, VGI Global Media Pcl subscribed for 15,000 newly issued ordinary shares in LED Advance Co., Ltd. or equivalent to 20.00% of the total shares of LED Advance Co., Ltd.						
LED Advance Co., Ltd.	Providing marketing and advertising medias located at or related to aviation	11 th Floor, Mercury Tower 540, Ploenchit Road, Lumpini, Pathumwan Bangkok 10330 Tel: +66 (0) 2697 9944 Fax: +66 (0) 2697 9945	75,000,000	75,000 shares (par value of THB 1,000 per share)	Ordinary Shares	20.00 (held by VGI Global Media Pcl)
3. Property Business						
BTS Assets Co., Ltd. (formerly known as Uni Holding Co., Ltd. and changed its name to BTS Assets Co., Ltd. on 4 February 2010.)	Land Owner, Hotel and Property Development	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	800,000,000	8,000,000 shares (par value of THB 100 per share)	Ordinary Shares	100.00
Remark: On 7 April 2015, BTS Assets Co., Ltd. increased its registered capital and paid-up capital from THB 800,000,000 to THB 2,955,000,000 by issuing 21,550,000 new ordinary shares at a par value of THB 100 per share. On 20 April 2015, the Company disposed of all ordinary shares in BTS Assets Co., Ltd. to U City Pcl (formerly known as Natural Park Pcl). As a result, BTS Assets Co., Ltd. ceased to be a subsidiary of the Company.						
PrannaKiri Assets Co., Ltd. (formerly known as Muang Thong Lakeside Restaurant Co., Ltd. and changed its name to PrannaKiri Assets Co., Ltd. on 18 January 2010.)	Land Owner and Property Development	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	311,000,000	3,110,000 shares (par value of THB 100 per share)	Ordinary Shares	100.00
Siam Paging and Communication Co., Ltd.	Land Owner and Property Development	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	5,000,000	50,000 shares (par value of THB 100 per share)	Ordinary Shares	100.00
Kamkoong Property Co., Ltd.	Land Owner and Property Development	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	375,000,000	3,750,000 shares (par value of THB 100 per share)	Ordinary Shares	100.00
Remark: On 7 April 2015, Kamkoong Property Co., Ltd. increased its registered capital and paid-up capital from THB 375,000,000 to THB 1,100,000,000 by issuing 7,250,000 new ordinary shares at a par value of THB 100 per share. On 20 April 2015, the Company disposed of all ordinary shares in Kamkoong Property Co., Ltd. to U City Pcl (formerly known as Natural Park Pcl). As a result, Kamkoong Property Co., Ltd. ceased to be a subsidiary of the Company.						

Juristic Person	Type of Business	Address	Paid-up Capital (THB)	Total Shares/ Issued Shares	Type	Shareholding (%)
DNAL Co., Ltd.	Office Building for Rent	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8833 Fax: +66 (0) 2273 8131	50,000,000	500,000 shares (par value of THB 100 per share)	Ordinary Shares	100.00
Muangthong Assets Co., Ltd. (formerly known as Muangthong Apartment Co., Ltd. and changed its name to Muangthong Assets Co., Ltd. on 16 May 2008.)	Hotel	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	125,000,000	1,250,000 shares (par value of THB 100 per share)	Ordinary Shares	100.00
BTS Land Co., Ltd.	Brand Development for Property and Services Business and Securities Investment	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	10,000,000	100,000 shares (par value of THB 100 per share)	Ordinary Shares	100.00
Tanayong Food and Beverage Co., Ltd.	Land Owner and Property Development	100-100/1 Moo 4 Bangna-Trad Road km. 14, Bangchalong, Bangplee, Samutprakarn 10540 Tel: +66 (0) 2336 1938-9 Fax: +66 (0) 2336 1985	1,000,000	10,000 shares (par value of THB 100 per share)	Ordinary Shares	100.00
Tanayong Property Management Co., Ltd.	Building Management	100-100/1 Moo 4 Bangna-Trad Road km. 14, Bangchalong, Bangplee, Samutprakarn 10540 Tel: +66 (0) 2336 1938-9 Fax: +66 (0) 2336 1985	1,000,000	10,000 shares (par value of THB 100 per share)	Ordinary Shares	100.00
Yongsu Co., Ltd.	Cessation of Business Operation	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	234,000,000	2,340,000 shares (par value of THB 100 per share)	Ordinary Shares	100.00
Thana City Golf & Sports Club Co., Ltd. (formerly known as Thana City Golf & Country Club Co., Ltd. and changed its name to Thana City Golf and Sports Club Co., Ltd. on 22 February 2010.)	Management and Operation of Golf Course and Sports Facilities	100-100/1 Moo 4 Bangna-Trad Road km.14, Bangchalong, Bangplee, Samutprakarn 10540 Tel: +66 (0) 2336 1968-75 Fax: +66 (0) 2336 1980	20,000,000	200,000 shares (par value of THB 100 per share)	Ordinary Shares	100.00
Nuvo Line Agency Co., Ltd.	Land Owner and Property Development	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	2,001,000,000	20,010,000 shares (par value of THB 100 per share)	Ordinary Shares	100.00
Mak8 Co., Ltd.	Land Owner and Property Development	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	240,000,000	2,400,000 shares (par value of THB 100 per share)	Ordinary Shares	87.50

Remark: On 21 May 2015, the Company acquired 300,000 shares or equivalent to 12.50% of the total shares of Mak8 Co., Ltd. from Mrs. Sasicha Chaichana. As a result, the Company's shareholding in Mak8 Co., Ltd. was increased to 100.00%.

Juristic Person	Type of Business	Address	Paid-up Capital (THB)	Total Shares/ Issued Shares	Type	Shareholding (%)
Bayswater Co., Ltd.	Land Owner and Property Development	19/72 Chuanchuen, Modus Centro, Moo 2, Klongklua, Pakkret, Nonthaburi 11120	10,000,000	100,000 shares (par value of THB 100 per share)	Ordinary Shares	50.00
BTS Sansiri Holding One Limited	Property Development	475 Siripinyo Building, 8 th Floor, Sri Ayutthaya Road, Rajthevi, Bangkok 10400 Tel: +66 (0) 2 201 3905-6 Fax: +66 (0) 2 201 3904	100,000,000	1,000,000 shares (par value of THB 100 per share)	Ordinary Shares	50.00
BTS Sansiri Holding Two Limited	Property Development	475 Siripinyo Building, 8 th Floor, Sri Ayutthaya Road, Rajthevi, Bangkok 10400 Tel: +66 (0) 2 201 3905-6 Fax: +66 (0) 2 201 3904	100,000,000	1,000,000 shares (par value of THB 100 per share)	Ordinary Shares	50.00
Remark: On 20 April 2015, the Company disposed of all ordinary shares in BTS Assets Co., Ltd. and Kamkoong Property Co., Ltd. to U City Pcl In return, the Company received consideration in the forms of 200,086,877,212 new ordinary shares at an offering price of THB 0.047 per share and 100,043,438,606 units of the newly issued warrants to purchase the ordinary shares of U City Pcl No. 2 at no cost.						
U City Pcl (formerly known as Natural Park Pcl and changed its name to U City Pcl on 20 April 2015)	Land Owner and Property Development	88 Soi Klang (Sukhumvit 49) Sukhumvit Road, Wattana, Bangkok 10110 Tel: +66 (0) 2259 4800-8, +66 (0) 2662 5356-64 Fax: +66 (0) 2260 5059	561,362,298,976	561,362,298,976 shares (par value of THB 1 per share)	Ordinary Shares	35.64
4. Services Business						
Tanayong International Limited	Cessation of Business Operation	Wilmington Trust Corporate Services (Cayman) Limited P.O. Box 32322 SM, 4 th Floor, Century Yard, Cricket Square, Elgin Avenue George Town, Cayman Islands	USD 1,000	1,000 shares (par value of USD 1 per share)	Ordinary Shares	100.00
Tanayong Hong Kong Limited	Securities Investment	11 th Floor, Malahon Centre 10-12 Stanley St. Central, Hong Kong	HKD 10,000	10,000 shares (par value of HKD 1 per share)	Ordinary Shares	100.00
Carrot Rewards Co., Ltd. (formerly known as Bangkok Smartcard Technology Co., Ltd. and changed its name to Carrot Rewards Co., Ltd. on 11 May 2011.)	Operating loyalty and CRM services as well as network of couponing kiosks	21 TST Tower, 24 th Floor, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2618 3799 Fax: +66 (0) 2618 3798	2,000,000	20,000 shares (par value of THB 100 per share)	Ordinary Shares	100.00
Primary Kitchen Co., Ltd.	Restaurant and Food Business	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	10,000,000	100,000 shares (par value of THB 100 per share)	Ordinary Shares	100.00
BSS Holdings Co., Ltd.	Investment in the securities of other companies and providing e-money services	21 TST Tower, 19 th Floors, Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2617 8338 Fax: +66 (0) 2617 8339	75,000,000	3,000,000 shares (par value of THB 100 per share)	Ordinary Shares	100.00
Bangkok Smartcard System Co., Ltd.	Providing e-money services and common ticketing system for mass transit and retails	21 TST Tower, 19 th and 24 th Floors, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2617 8338 Fax: +66 (0) 2617 8339	400,000,000	4,000,000 shares (par value of THB 100 per share)	Ordinary Shares	90.00 (held by Bangkok Mass Transit System Pcl)

Juristic Person	Type of Business	Address	Paid-up Capital (THB)	Total Shares/ Issued Shares	Type	Shareholding (%)
Little Corner Co., Ltd.	Restaurant and Food Business	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	60,000,000	600,000 shares (par value of THB 100 per share)	Ordinary Shares	75.00 (held by Man Kitchen Co., Ltd.)
Man Kitchen Co., Ltd	Restaurant and Food Business	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8511-5 Fax: +66 (0) 2273 8516	80,000,000	800,000 shares (par value of THB 100 per share)	Ordinary Shares	70.00
Bangkok Payment Solutions Co., Ltd.	Trade, import, export, and maintenance telecommunication devices, and relating equipment, including software development and technology services	21 TST Tower 24 th floor, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2617 9880 Fax: +66 (0) 2617 9881	12,500,000	5,000,000 shares (par value of THB 5 per share)	Ordinary Shares	60.00 (held by BTS Land Co., Ltd.)
Remark: On 20 May 2015, the paid-up capital of Bangkok Payment Solutions Co., Ltd. was increased to THB 25,000,000. On 25 May 2015, BTS Land Co., Ltd. disposed of 60% ordinary shares it held in Bangkok Payment Solutions Co., Ltd. to BSS Holdings Co., Ltd.						
ATS Rabbit Special Purpose Vehicle Co., Ltd.	A special purpose vehicle for securitization under the Emergency Decree regarding Securitization B.E. 2540 (1997)	388 Exchange Tower, 27 th Floor, Sukhumvit Road, Khlong Toei, Bangkok 10110 Tel: +66 (0) 2689 7000 Fax: +66 (0) 2689 7010	40,000	400 shares (par value of THB 100 per share)	Ordinary Shares	51.00 (held by BSS Holdings Co., Ltd.)
HHT Construction Co., Ltd. (formerly known as Hip Hing Construction (Thailand) Co., Ltd. and changed its name to HHT Construction Co., Ltd. on 30 November 2011.)	Construction and Construction Management	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 (0) 2273 8733 Fax: +66 (0) 2273 8730	25,000,000	5,000,000 shares (par value of THB 5 per share)	Ordinary Shares	51.00
Absolute Hotel Services Co., Ltd.	Hotel Management	1091/343, 4 th Floor, New Petchburi Road Makkasan, Rajthevee Bangkok 10400 Tel: +66 (0) 2255 9247 Fax: +66 (0) 2255 9248	8,000,000	2,500,000 shares (par value of THB 10 per share)	Ordinary Shares	50.00
Absolute Hotel Services Hong Kong Limited	Hotel Management	Flat/Room 908, Dominion Centre, 43-59 Queen's Road East, Wanchai, Hong Kong	HKD 6,930,687	6,930,687 shares (par value of HKD 1 per share)	Ordinary Shares	50.00 (12.26% held by Tanayong Hong Kong Limited and 37.74% held by Absolute Hotel Services Co., Ltd.)
Remark: The Company holds 50.00% shares in Absolute Hotel Services Co., Ltd. and Absolute Hotel Services Co., Ltd. holds 75.47% shares in Absolute Hotel Services Hong Kong Limited. As a result, the effective shareholding of the Company in Absolute Hotel Services Hong Kong Limited through Absolute Hotel Services Co., Ltd. is 37.74% (75.47 x 50.00 = 37.74).						
Information of Other Juristic Persons the Company holding 10% shares or more						
Changklanway Co., Ltd.	Hotel and Restaurant	199/42 Changklan Road, Changklan, Muang, Chiangmai 50100 Tel : +66 (0) 5325 3199 Fax: +66 (0) 5325 3025	330,000,000	6,600 shares (par value of THB 50,000 per share)	Ordinary Shares	15.15
Community and Estate Management Co., Ltd.	Real Estate Management	144/2 Serithai Road, Khlong Chan, Bang Kapi, Bangkok, 10240 Tel: +66 (0) 2733 1500 Fax: +66 (0) 2733 1500 # 30	20,000,000	2,000,000 shares (par value of THB 10 per share)	Ordinary Shares	15.00

4.0

ANNUAL BUSINESS REVIEW

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

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



4.1 CAPITAL MARKETS REVIEW

“ The Company paid total dividends of THB 7.1bn* in 2014/15, in line with the 3-year committed dividend policy. As of 22 May 2015, BTS dividend yield for last-twelve-months was at 6.38%* compared to the SET50 dividend yield of 3.05%**.”

HISTORICAL SHARE PRICE ANALYSIS

In 2014/15, BTS share price rose 8.9% from THB 8.40 per share to THB 9.15 per share. This increase was more or less in line with the SET Index, which rose 9.4% YoY, but an underperformance compared to the SET Transportation Index, which rose by more than 20%. Aside from events which impacted the share price as detailed below, the Company also saw a small increase in the number of issued and fully paid up shares (see *New Equity Issuance*). As of 31 March 2015, the Company's market capitalisation was THB 109.1bn (USD 3.2bn), representing a 9.0% increase YoY.

After a slow start to the year due to institutional shareholders reducing their holdings, BTS share price outperformed the SET Index, increasing quickly from its year-low trough of THB 8.05 per share on 23 May 2014 to THB 8.70 on 4 June 2014 on anticipation of payment of the first interim dividend. BTS subsequently underperformed the SET Index from mid-June through until end July but this was once again corrected through a surge in BTS stock price, which rose by 14% to THB 9.75 per share by 15 August 2014 as the Company announced a share repurchase programme on 8 August 2014.

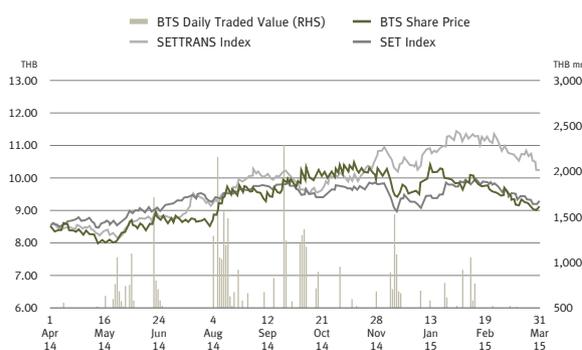
BTS share price continued to outperform the Index through until 13 November 2014 when it reached its year-high price of THB 10.50 per share. This outperformance was attributable to the positive news flow on the government's ambitions in relation to infrastructure development, the ongoing share buyback by the Company as well as new strategic partnerships the Company had announced in relation to its real estate business.

* Equivalent to a total dividend of THB 0.60 per share. Subject to shareholders' approval of the final dividend of THB 0.30 per share. Dividend yield based on share price as of one day prior to Board of Directors' approval of relevant dividend payment.

** Sum of the gross DPS that have gone ex-dividend over the past 12 months, divided by stock price as of 22 May 2015.

From December 2014 until mid-January 2015, BTS share price moved in line with the market, reaching a quarterly high of THB 10.40 per share on 13 January 2015, once again supported by an interim dividend announcement on 12 January 2015. Thereafter followed a period of underperformance through 2 February 2015 as retail shareholders rotated out of BTS and generally reduced weighting in the market. For the remaining 2 months of the fiscal year, BTS share price moved in line with the Index, following the same general downward trend, closing the fiscal year at THB 9.15 per share. Key economic events which led to the decline in the SET Index were weak exports, slow recovery in domestic demand and lackluster economic activities.

BTS Annual Stock Performance



Source: www.setsmart.com

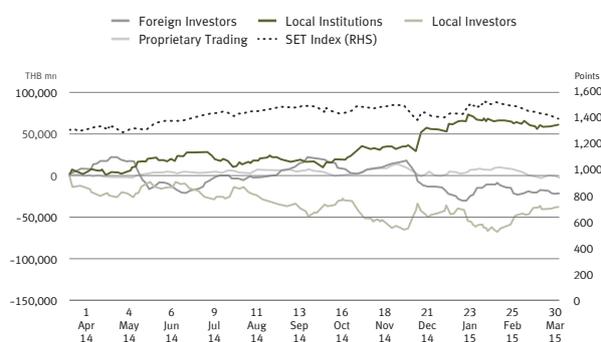
Note: SET Index and SETTRANS Index have been rebased in order to compare performance with BTS share price.

BTS-W3 Warrant Price



Source: www.setsmart.com

Cumulative Investor Flow



Source: www.setsmart.com

SET INDEX PERFORMANCE (SET VERSUS REGIONAL PEERS)

Following the year ended 31 March 2014 in which the SET Index decreased 11.8% (largely driven by the exit of foreign investors), the SET Index rose by 9.4% YoY in spite of the military coup in May 2014. Foreign shareholders continued to leave the Thai market, selling THB 20.4bn net and were joined by local retail, who sold THB 38.1bn net across the 12-month period. By contrast, local institutions drove the market gains, despite representing only 9% of the total market trade, adding THB 60.8bn net. The SET Index outperformed the MSCI Asia Pacific Index (+6.0%) and Singapore's Straits Times Index (+8.1%) but underperformed other regional peers such as Nikkei 225 (Japan), which increased 29.5% YoY and the Shanghai Composite Index (+84.3%) over the equivalent time period.

SET Index Versus Regional Indices



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

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

SHARE PERFORMANCE AND LIQUIDITY

In 2014/15, the average traded volume of BTS shares was 47.5mn shares (a reduction of 34.2% from 2013/14) and the average traded value was THB 444.3mn per day or USD 13.7mn (a decrease of 27.9% from 2013/14).

BTS Key Share Data	2014/15	2013/14	2012/13*	2011/12	2010/11
Share price (THB)					
Year end	9.15	8.40	9.40	0.78	0.75
Year high	10.50	9.35	9.40	0.79	0.92
Year low	8.05	7.20	4.63	0.52	0.60
Average daily traded value (THB mn)	445.4	616.5	673.4	127.2	380.8
Average daily trade volume (mn shares)	47.6	72.2	98.7	162.8	457.7
Number of shares outstanding at year end (mn)	11,919.3	11,914.2	11,106.6	57,188.3	55,889.3
Market capitalisation at year end (THB mn)	109,061.1	100,079.5	104,402.4	44,606.9	41,917.0
Change (YoY)					
BTS TB	8.9%	-10.6%	92.8%	4.0%	5.6%
SET Transportation Index	20.7%	6.4%	67.0%	3.1%	3.4%
SET Index	9.4%	-11.8%	30.4%	14.3%	32.9%
Hong Kong (Hang Seng)	12.4%	-0.7%	7.7%	-12.6%	10.8%
Japan (Nikkei 225)	29.5%	19.6%	23.0%	3.4%	-12.0%
Singapore (STI)	8.1%	-3.6%	9.9%	-3.1%	7.6%

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

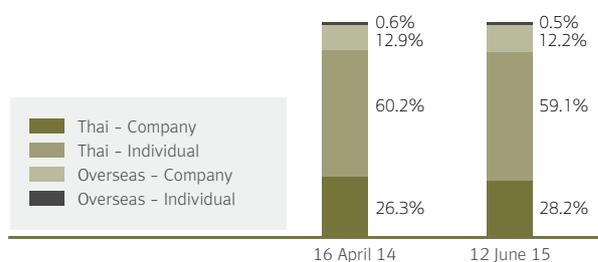
* The Company changed the par value of BTS shares from THB 0.64 per share to THB 4 per share. BTS shares have been trading with new par value since 10 August 2012. 2012/13 data was presented by the new par value adjusted based on ordinary shares from the beginning of the fiscal year.

For the latest company share price, please refer to http://bts.listedcompany.com/shareprice_bts.html.

SHAREHOLDING STRUCTURE

As of 12 June 2015, the Company had 78,242 shareholders. The major shareholder is Mr. Keeree Kanjanapas Group, which owned 41.3% of 11,919.3mn issued shares. For more details of major shareholders, please see the *Top 10 Major Shareholders* table. Non-Thai shareholding represented 12.7% of total shares (13.5% in 2013/14). The Company's free float shareholding stood at 57.4% of total paid-up capital as of 12 June 2015.

Shareholding by Shareholder Type



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

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

Sources: SET and MSCI

Top 10 Major Shareholders (as of 12 June 2015)

Name of Shareholders	No. of Shares	% of Total Shares
1. Mr. Keeree Kanjanapas Group	4,886,135,039	41.33%
2. Thai NVDR Co., Ltd.	905,352,768	7.66%
3. Bangkok Bank Public Company Limited	545,466,733	4.61%
4. HSBC (SINGAPORE) NOMINEES PTE LTD	157,658,085	1.33%
5. STATE STREET BANK EUROPE LIMITED	97,090,272	0.82%
6. K Equity 70:30 LTF	93,692,100	0.79%
7. CHASE NOMINEES LIMITED	92,656,258	0.78%
8. Government Pension Fund (EQ - TH)	87,469,500	0.74%
9. K Equity Dividend LTF	79,256,400	0.67%
10. K Equity LTF	71,911,700	0.61%

As at the book closure date of 12 June 2015, the Company had a total of 11,919,250,161 issued shares, 95,839,900 shares of which were the repurchased shares pursuant to the Company's share repurchase program for financial management purpose. The percentages shown above are calculated from a total of 11,823,410,261 shares having the voting rights (after deducting the repurchased shares).

Mr. Keeree Kanjanapas Group consisted of (1) Mr. Keeree Kanjanapas holding 3,281,164,652 shares in his own name, holding 350,000,000 shares through a custodian called UBS AG HONG KONG BRANCH, and holding 260,000,000 shares through a custodian called CREDIT SUISSE AG, SINGAPORE BRANCH; (2) Mr. Kavin Kanjanapas holding 602,459,295 shares; (3) Miss Sushan Kanjanapas holding 32,460,000 shares; (4) K2J Holding Co., Ltd. holding 360,000,000 shares; and (5) AMSFIELD HOLDINGS PTE. LTD. holding 51,092 shares.

Tanayong Food & Beverage Co., Ltd., a subsidiary of the Company, held 39,650,550 shares (0.34%) for and on behalf of the creditors pursuant to the Company's business rehabilitation plan where these shares will be transferred to the creditors in the future.

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

Shareholder Distribution (as of 12 June 2015)

Number of Shares Held	No. of Shareholders	% of Total Shareholders
> 15mn	52	0.1%
1mn - 15mn	569	0.7%
500,001 - 1.0mn	539	0.7%
100,001 - 500,000	3,839	4.9%
50,001 - 100,000	4,128	5.3%
10,001 - 50,000	17,275	22.1%
5,001 - 10,000	11,287	14.4%
1,001 - 5,000	21,144	27.0%
1 - 1,000	19,409	24.8%
Total	78,242	100.0%

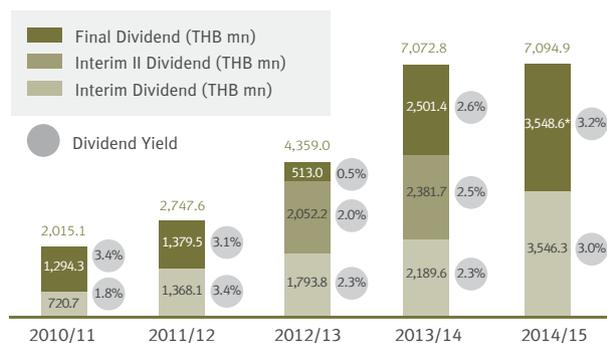
DIVIDEND POLICY

On 27 May 2013, the Board of Directors approved the dividend policy for the next 3 fiscal years in the aggregate amount of no less than THB 21,000mn, i.e. no less than THB 6,000mn in 2013/14, THB 7,000mn in 2014/15 and THB 8,000mn in 2015/16 (subject to the public limited companies law and no material adverse change to the business operation or financial conditions of the Company). The ability to pay these dividends will be supported by the profits from operation as well as the extraordinary profits from the infrastructure fund transaction.

In 2014/15, the Company paid interim dividend of THB 0.30 per share and has also proposed a final dividend of THB 0.30 per share to the shareholders' meeting. This translates into a dividend yield of approximately 3.0% and subject to shareholders' approval, a dividend yield of 3.2% for the final dividend. SET50 average dividend yield was 3.05% as of 22 May 2015.

For the latest dividend information, please refer to <http://bts.listedcompany.com/dividend.html>.

BTS Dividend Record



Dividend yield is calculated using BTS closing share price one day before the date of Board of Directors' meeting approving the relevant dividend payment.

* 2014/15 final dividend is subject to shareholders' approval at the shareholders' meeting on 24 July 2015.

CREDIT RATING AND OUTLOOK

As of 29 January 2014, Fitch Ratings (Thailand) Limited (FITCH) upgraded the long-term ratings of BTSC's two tranches of debentures that are guaranteed by Bank of Ayudhya Plc. (BAY) to 'AAA/Stable' from 'AA/Stable'. The Outlook is Stable. The rating reflects the credit rating of BAY, who has provided a letter of guarantee against the payment of interest and principal of the debentures outstanding.

Two Tranches of Debentures of BTSC	FITCH
	Issue Rating / Outlook
BTS158A: THB 1,500mn senior debentures due 2015	AAA / Stable
BTS168A: THB 1,500mn senior debentures due 2016	AAA / Stable

OTHER CAPITAL MARKETS ACTIVITY

NEW EQUITY ISSUANCE

During the course of the fiscal year, the Company issued a total of 5.02mn new ordinary shares as a result of the exercise of warrants BTS-WA into 5.02mn shares (date traded in SET on 7 October 2014).

BTS-WA Warrants (BTS-WA): 100.0mn units of BTS-WA were issued to the employees of the Company and its subsidiaries under BTS Group ESOP 2011 Scheme. Following the share consolidation on 7 August 2012, the exercise ratio of BTS-WA is 1 unit of warrant for 0.16 ordinary share of the Company and the exercise price is THB 4.375 per share. BTS-WA has a term of 5 years from the issue date (18 August 2011). BTS-WA can be exercised quarterly on the last business day starting from the first quarter following 2 years from the issue date. The first exercise date was on 30 September 2013 and the last exercise date will be on 18 August 2016. The ordinary shares reserved to accommodate the exercise of BTS-WA are 16.0mn shares. At present, the balance of the outstanding BTS-WA is 37.8mn units and the balance of ordinary shares reserved to accommodate the exercise of BTS-WA warrants is 6.0mn shares.

BTS-WB Warrants (BTS-WB): 16.0mn units of BTS-WB were issued to the employees of the Company and its subsidiaries under BTS Group ESOP 2012 Scheme. The exercise ratio of BTS-WB is 1 unit of warrant for 1 ordinary share of the Company and the exercise price is THB 5.01 per share. BTS-WB has a term of 5 years from the issue date (11 June 2013). BTS-WB can be exercised quarterly on the last business day starting from the first quarter following 2 years from the issue date. The first exercise date will be on 30 June 2015 and the last exercise date will be on 11 June 2018. The ordinary shares reserved to accommodate the exercise of BTS-WB are 16.0mn shares.

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

SHARE REPURCHASE PROGRAMME

On 8 August 2014, the Board of Directors of the Company approved a share repurchase programme not exceeding THB 6,000mn (or approximately 5% of the total issued shares). The repurchase period was from 25 August 2014 until 24 February 2015. At the conclusion of this programme, the Company had repurchased 0.8% of total issued shares in the amount of THB 925.2mn.

INVESTOR RELATIONS

The Company places a high priority on a professional Investor Relations (IR) function. The aim of the IR function is to establish and maintain open, accurate, relevant and timely communications with existing and potential investors and shareholders, which is executed through several IR products such as Management Discussion and Analysis, quarterly IR Newsletters and company presentations. These materials are available publicly on the SET website, the Company's website as well as distributed to the investment community through e-mail. The IR function reports directly to the Financial Director and works closely with all members of the Group, including the finance functions and executive management of each business unit. The IR unit has both a 1-year and 3-year plan and provides updates to the Executive Committee or the Board of Directors on a regular basis. Key performance indicators are established in order to align the goals of the division with the goals of the Company. In short, these are related to enlarged visibility (such as number of meetings held, number of roadshows attended and website traffic) as well as quality and timeliness of product and service offerings (taking into account product delivery times, response times as well as results from surveys).

Companies Met by Investor Types in 2014/15



Over the past few years, the Company has been more active in its investor facing activities with existing and potential shareholders as well as the brokerage community. In 2014/15, the Company met institutional investors from domestic and overseas buy side in a total of 377 times, of which 49 were domestic buy side (versus 53 in 2013/14) and 328 were overseas investors (versus 275 in 2013/14). Of these meetings, 192 times were one-on-one meetings (184 in 2013/14) and Top Management were in attendance at 100% of all these meetings (100% in 2013/14). Additionally, the Company has been stepping up its marketing efforts by attending 20 non-deal roadshows (NDRs)/conferences in 2014/15, divided into 10 overseas NDRs/conferences (14 in 2013/14) and 10 domestic NDRs/conferences (4 in 2013/14).

In 2014/15, the Company hosted several investor-centric activities, including 4 quarterly earnings review meetings for analysts and fund managers (4 in 2013/14), 2 Investor Day site visits for analysts and investors, 1 Depot Site Visit for the Thai Investor Association and a conference to announce the Company's new strategies for our Property Business (Strategic Partnership for City Living). Additionally, the Company also participated in 'SET Opportunity Day' hosted by The Stock Exchange of Thailand twice (1 in 2013/14) during the year in order to increase its exposure to retail investors.

Overseas NDRs/Conferences in 2014/15

Event	Location	Hosted by
Non-deal Roadshow	New York, Boston and Toronto	UBS
Thai SET Roadshow 2014	Singapore	FSS International Investment Advisory Securities
UBS Asia Transport Conference	Hong Kong	UBS
Thai Corporate Day	Singapore	SCB Securities
Asia Pacific Conference 4 th Annual ASEAN London Forum	Boston and London	JPMorgan
Deutsche Bank Global Emerging Markets (dbGEMs) Conference	New York	Deutsche TISCO
Daiwa Investment Conference	Hong Kong	Daiwa Securities
Thai Corporate Day	Hong Kong and Singapore	Bualuang Securities
The 9 th Annual Daiwa Investment Conference	Tokyo	Daiwa Securities
Asian Investment Conference (AIC)	Hong Kong	Credit Suisse

Meeting Types in 2014/15



The Company continued to hold quarterly earnings review conferences (each within 3 business days following the release of financial statements) and the webcasts of these are available both on the Company's website within 24 hours from the meeting date as well as on the SET website. For 2015/16, the Company not only expects to maintain its communication efforts across all areas but also to increase certain IR activities. For example, the Company has plans to continue to take part in 'SET Opportunity Day' at least twice a year and continue to arrange site visits for the investment community.

Investor Relations Key Statistics	2014/15		2013/14	
	Percentage Attended by Top Management	Percentage Attended by Top Management		
Institutional Investors Met (Buy side) – Domestic	49	100%	53	100%
Institutional Investors Met (Buy side) – Overseas	328	100%	275	100%
Domestic Sell side Met	85	100%	40	100%
Overseas Sell side Met	4	100%	6	100%
Analyst Earnings Review Meetings, Analyst Strategies Update Meetings, SET Opportunity Day	7	100%	7	100%
Number of One-on-One Meetings Held	192	100%	184	100%
Number of Roadshows / Conferences Attended	20	100%	18	100%
Number of Site Visits Hosted	3	100%	2	100%

Domestic NDRs/Conferences in 2014/15

Event	Hosted by
SET Thai Corporate Day 2014: Discovering Thai Value Stocks	DBS Vickers
CLSA ASEAN Forum	CLSA
Thailand Focus 2014	Phatra / BoAML
Non-deal Roadshow	SCB Securities
Non-deal Roadshow	Bualuang Securities
ASEAN Yield 1x1 Forum	JPMorgan
Thai Equity Yield Plays Corporate Access Day	Asia Plus Securities / Jefferies
Thailand 1x1 Conference 2015	JPMorgan
Thailand Infrastructure and REIT Conference 2015	Macquarie
Asia Yield 1x1 Forum	JPMorgan

The Company website represents one of the key communications channels with the investment community. The website is the definitive source of information on the Group and has been designed based on Best Corporate Governance Practices. Its contents include live share price feeds, download versions of publications (including annual reports, Form 56-1, financial statements, MD&A, company presentations and IR newsletters), financial calendar and webcasts of analyst meetings. The Company also releases monthly ridership data for the BTS SkyTrain and provides an e-mail alert service such that investors can be automatically alerted when there are any new press releases or website updates. In 2014/15, the average view counts for email alert blasted out to investors increased 6.4% YoY to 25,408 views per month.

This year, the Company was awarded the ‘Popular Stock Award’ in the service category for the second consecutive year. The event was hosted by Kao Hoon, a daily stock newspaper, in collaboration with the SET and the University of the Thai Chamber of Commerce. The winners of each category are recognised based on popular votes by over 4,000 investors on their preferred stocks from over 570 listed companies in the SET. The programme’s objective is to raise the communication levels between listed companies and investors.



Furthermore, in October 2014, the Company was honoured with the ‘Titanium Award for Investor Relations’ award for the first year at ‘The Asset’s Excellence in Management and Corporate Governance Benchmarking Awards 2014’ by The Asset Magazine, which is Asia’s leading issuer-

and investor-focused financial monthly publication. The recognition for the award was based on the Company’s questionnaire submission together with direct interview with investors.

As of 12 June 2015, the Company was covered by 24 research companies, an increase compared with the year 2013/14 (22 companies). Of these, KTB Securities and Asia Wealth Securities initiated coverage of BTS during the year, whilst the remaining 22 research companies, namely Maybank Kim Eng Securities, Bualuang Securities, Deutsche TISCO Investment Advisory, CIMB Securities, J.P. Morgan Securities, Asia Plus Securities, SCB Securities, Phillip Securities, Finansia Syrus Securities, KT ZMICO Securities, Thanachart Securities, DBS Vickers Securities, Phatra Securities, RHB OSK Securities, Krungsri Securities, IV Global Securities, FSS International Investment Advisory Securities, Credit Suisse Securities, Jefferies Group LLC, Macquarie Securities, Trinity Securities and UBS AG covered BTS in the year 2013/14 and continued to maintain coverage of BTS in 2014/15. Amongst these, 5 reports from Thanachart Securities, Finansia Syrus Securities, Jefferies Group LLC, Krungsri Securities and Deutsche TISCO Investment Advisory updated their reports during May 2014 to November 2014. As such, their target prices are not included in the calculation of average consensus target price.

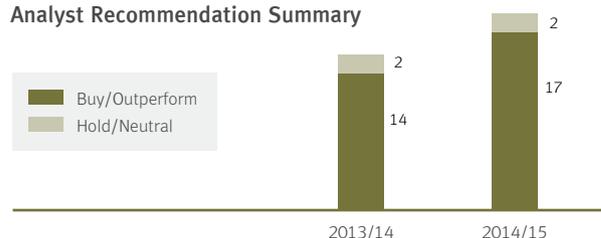


Event: Thai Investor Association Site Visit



As of 12 June 2015, 17 of the 19 companies placed a buy or overweight recommendation on BTS and 2 placed a hold or neutral recommendation with average consensus target price of THB 11.13 per share.

Analyst Recommendation Summary



Investor Relations Contact Details

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

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Stock Registrar	Thailand Securities Depository Co., Ltd. 62 The Stock Exchange of Thailand Building Ratchadapisek Road, Klongtoey, Bangkok, Thailand 10110 Tel : +66 (0) 2229 2800 Fax : +66 (0) 2654 5427 TSD CALL CENTER : +66 (0) 2229 2888 E-mail: TSDCallCenter@set.or.th Website: http://www.tsd.co.th

4.2 RISK MANAGEMENT REVIEW

“ Since joining the anti-corruption collective action we have implemented an anti-corruption plan in 2014/15 and target to be a certified member of Thailand’s private sector Collective Action Coalition Against Corruption within 2015. We believe that incorporating social responsibility as part of our business operation is essential for sustainable growth. ”

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

Risk Management Framework is applied to all business units, which included identifying and evaluating risks of all business units, preparing risk report, proposing risk controls and monitoring the risks of each business unit by tracking risk parameters and reporting to the Group on a quarterly basis. This process has strengthened our discipline in managing our risks along with growing our businesses.

To reinforce our intention to prevent against Corruption and Fraud risks, the Board of Directors approved “Fraud Risk” as an additional risk into our Risk Management Framework to

make sure the risk has been evaluated and managed in all business units. Currently, we assess five key risk categories: strategic, operational, finance, compliance, and fraud. The following section highlights some of the key risks which the Board of Directors consider may be a material threat at the current time but it is not meant to be a comprehensive list of risks to which the Company is exposed.

The principal risk categories that the BTS Group focuses on are as follows:-

1. Strategic risk: Strategic risks (and opportunities) are the types of risks that may have an impact on the Group and each business unit achieving its strategic ambitions.

2. Operational risk: Operational risk includes adverse unexpected developments resulting from internal processes, people or systems, or from external events that are linked to the operation of each business. This risk may negatively affect the Company’s reputation, financial performance as well as expose the Company to penalty expense if it cannot deliver such services or product to the counterparty.

3. Financial risk: Due to the significant investment amount required to facilitate business expansion, the Company is exposed to various financial risks such as liquidity risk, credit risk, foreign exchange risk and interest rate risk. Financial risk also pertains to the Company’s ability to meet financial covenants such as liabilities and other financial instruments. In addition, the Company’s competence to finance new project investments is also connected to this risk.

4. Legal and compliance risk: Legal and compliance risk relates to changes in government regulatory and compliance requirements that might impact the Company’s operating activities and financial results. Examples of this risk are environmental regulation, labour laws, stock exchange regulation and industry regulation.

5. Fraud risk: Risk arising from intentional acts committed to secure unfair or unlawful gains for self or others. Fraud can be categorised into three types: asset misappropriation, fraudulent statements and corruption.

Key Risk Factors: For more details of risk factors, please refer to *Form 56-1* of the Company.

Key Risks

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

1. STRATEGIC RISK

1.1 RISK FROM THAI ECONOMY

Our earnings performance depends materially on domestic demand. A negative development in Thailand's economic condition such as slowing growth rate of gross domestic product (GDP), high inflation rate and decreasing consumer purchasing power may erode the Company's earnings.

BTS Group believes that affordable and good quality services can fortify the Group's growth even amidst a sluggish economic environment. Historical performance of the Core SkyTrain Network of mass transit shows evidence of 'recession resilience' with revenue increasing every year since the start of commercial operations in 1999 and showing compound annual growth rate of 10.7% over the same period, as well as ridership growth of 1.9% YoY in 2014/15. Further, our customer satisfaction score (co-ordinated by an independent organisation) remained at 3.93 (out of 5.00) in 2014 (2013: 3.94).

1.2 MARKET RISK

BTS Group is exposed to various market and customer segments including Mass Transit, Media, Property and services. The business nature of each market segment is different from other market segments. The Group might not be able to achieve the earnings growth target for a certain period due to changes in market factors such as supply and demand situation, degree of competition, influence from government policy and public opinion on matters not limited to the increase of fares on the Core Network.

Our Mass Transit business growth significantly relies on the government's ability to execute its rail mass transit expansion plan as well as the development of other alternative mass transit systems. In the past 10 years, Bangkok's rail mass transit system has expanded from 23.5km to 100.1km which is comparatively low compared to Singapore and Hong Kong. However, the Policy Statement of the Council of Ministers delivered by the Prime Minister in August 2011 clearly stated that the government will push expedite the bidding process of 10 mass transit lines to be completed within 4 years (from 2011-2015) (see *Section 3.7.1: Business & Industry Overview – Mass Transit*). If the government decelerates the rail mass transit extension investment or the constructions of projects are delayed, our future ridership growth may not materialise as quickly.

During 2009/10–2014/15, Transit and In-store Media markets in Thailand grew at an outstanding compound annual growth rate (CAGR) of 16.5% and 17.8%, respectively. This is due mainly to impressive ridership growth as well as branch expansion of modern trade retailers across Thailand. If the markets face a higher degree of competition or a slowdown in the market growth rate, our Media earnings performance may be dampened.

Our Property business now focuses on development along the rail mass transit system in Bangkok. The property development market in Bangkok is highly competitive and oversupply in certain segments may result in the Group not achieving its sales forecast. In order to mitigate this, the Group only develops property that is in close proximity to mass transit stations. Condominium developments near Bangkok's central business district (CBD) mass transit stations have experienced stronger demand than locations not close to the stations (see *Section 3.7.3: Business & Industry Overview – Property*).

Although there are several risks associated with the Group's business units and the Group has risk management in place to cover individual business unit risk, the management team also aims to utilise synergies across each business unit to enhance the Group's strengths. For example, our Property business unit differentiates itself from other property developers by introducing a 10-year free BTS SkyTrain travelling privilege to our condominium buyers. Control of the Media business unit means we are able to be more flexible in the use of our mass transit system advertising space, for example, by advertising on the ticket barriers. We believe cross-business synergies help to reduce our exposure to market risk.

1.3 INVESTMENT RISK

The Company continues to consider investment opportunities in new projects or opportunistic acquisitions. If any such opportunity is executed, investment may require considerable capital resources and effort to develop the new business. For any equity component of the investment, shareholders could be exposed to the dilution from additional capital requirements and investment return risk from the new project. For example, in 4Q 2010/11, we participated in the bidding process for the rail mass transit (Purple Line) extension and in 4Q 2013/14, we were invited to bid for Beijing subway line 16. Had BTSC been successful in its bid, it would have had to procure significant capital to fund the project.

The Company considers new investment only in businesses related to our four core business units – Mass Transit, Media, Property and Services. Any new investment should both have projected internal rate of return (IRR) greater than our investment hurdle rate and provide business synergy to the Group.

2. OPERATIONAL RISK

2.1 OPERATING COST RISK

Major items of our operating costs include personnel expense, real estate development costs, electricity costs and maintenance costs. The Company is exposed to the increase of operating costs such as a change in the price of raw materials, increase in salary costs, rising energy / electricity price and cost of spare parts, all of which may squeeze our operating profit margin.

The management team consistently monitor movement on operating costs. According to the Concession Agreement, BTSC is able to adjust the authorised fare price based on certain increases in Consumer Price Index (CPI), significant change in energy cost and so forth. Further, the Group is less exposed to an increase in fuel prices as the electricity prices in Thailand are calculated based on approximately 65% proportion of natural gas price, 15% proportion of lignite and coal prices. Our Property business represents only a small proportion of our overall business (5.6% of EBITDA in 2014/15) so the fluctuation of raw material costs in relation to property development such as steel is unlikely to have a material effect on our overall business. However, given that we are still a relatively small property player and have less purchasing power, it may have a material effect on our ability to compete with other property developers.

2.2 BUSINESS INTERRUPTION RISK

Our business operation is exposed to interruption risk which may be the result of political turmoil, acts of terrorism amongst other things or natural disasters. In 1Q 2010/11, BTSC lost revenue of approximately THB 180mn as a result of political demonstrations, which forced the SkyTrain system to close for 8 days and reduced service on several days. In 3Q 2011/12, Bangkok was also impacted by flooding, hence there was a slight fall in ridership during that period. In 1H 2014/15, as a result of political disruption in Bangkok, BTSC has to shorten operation hours during the military-imposed curfew. In the future, our earnings performance may be negatively impacted if such interruptions occur. The Group has made insurance agreements such as business interruption insurance, property damage insurance (including from terrorism, political demonstrations or natural

disasters) in order to protect the Group from such unexpected events. However, such policies will be subject to minimum deductibles such that if any interruption is less than the minimum period, it would not be beneficial to claim.

2.3 HUMAN RESOURCE RISK

As of 31 March 2015, the Group employed 4,000 full-time employees. Our operations, particularly in relation to our Mass Transit and Property businesses, require employees with specific skill sets, which may be difficult to source in the market. Although none of the Group's employees are unionised and the Company has never experienced any collective work stoppages, there can be no assurance that the Group will not experience disruptions in the operation due to disputes or other problems with employees, which would adversely affect our operation. The success of our strategy depends on our ability to attract, retain and motivate a capable workforce. In order to counter this risk, the Group has to provide an attractive remuneration package, including monetary and non-monetary components. In addition to salary benefits, the Group provides variable bonus payments, provident fund scheme and other welfare such as a savings cooperative scheme and an Employee Stock Option (ESOP) plan.

2.4 TECHNOLOGY MANAGEMENT RISK

Our operation requires a reasonable investment in technology such as rolling stock, signalling system, automatic fare collection system and LCDs for the Media business. Our investment and maintenance budget may be positively or negatively impacted due to a change in technology.

The management team realises the importance of new technology investment in order to achieve higher operating efficiency and enlarge services and product capability. A decision on new technology investment is based on total benefits that will arise in the future. For example, BTSC recently invested in changing the signalling system from analogue to digital. The new signalling system can increase the system capacity by reducing minimum headway from approximately 2 minutes to 1.5 minutes, decrease our ongoing maintenance cost and also reduced our dependence on any one provider of equipment, as well as increases flexibility on expansion of the network.

2.5 REPUTATION RISK

The BTS brand is well known by the market since its introduction to the market more than 10 years ago. Recent customer surveys indicate the public has a very positive perception of the BTS brand. However,

our Mass Transit business unit is exposed to the reputation risk if customer satisfaction on the BTS SkyTrain declines. The customer services department always analyses customer feedback and reports to the management in order to underpin customer satisfaction level.

3. FINANCIAL RISK

3.1 LIQUIDITY RISK

Liquidity risk relates to the Company's capability to manage its cash flow, including servicing interest expense and debt principal repayment within a certain period. An increase in working capital requirements or reduction in revenue may impair the Company's ability to meet its ongoing cash flow obligations. The parent company is heavily reliant on its subsidiary and associated companies (particularly VGI Global Media and BTSGIF) for dividends in order to pay dividends to its shareholders. Any adverse performance of these subsidiaries or associates may impair the Company's ability to pay dividends to its shareholders.

In 2013/14, the Group sold the Net Farebox Revenues to BTSGIF which has significantly strengthened the Group's balance sheet. As of 31 March 2015, the Group has net cash balance of THB 24.1bn.

The management team closely monitors working capital requirements and cash inflow and cash outflow using internal management data and the Group's financial projections. In analysing, the Company pays close attention to the cash conversion cycle (payables, receivables, etc.) as well as key debt-related financial indicators (debt-service coverage ratio). As of 31 March 2015, the Group's interest coverage ratio and net debt to equity ratio were 7.03 times and (0.11) times respectively, illustrating the Group's strength in meeting its debt obligation.

3.2 CREDIT RISK

Credit risk represents the Company's ability to raise funds or re-finance debt in the capital markets. A downgrading of the Company's credit confidence may result in more difficulty in accessing the capital market as well as potentially higher progressive financial cost.

Two outstanding tranches of debentures of Bangkok Mass Transit System Public Company Limited's (BTSC), have been upgraded an investment grade credit rating from "AA-/ Stable" to "AAA/Stable" by Fitch ratings since 2013/14.

3.3 INTEREST RATE RISK

As of 31 March 2015, the Group had total interest bearing debt of approximately THB 4,555.9mn, the key items of which are BTSC debenture of THB 2,812.8mn and other bank loans of THB 1,743.1mn.

62% of our interest bearing debt is BTSC debenture, which is subject to fixed rate coupons at 6.49 %. The rest is other bank loans, which are mostly linked to a commercial bank's minimum lending rate (MLR). The Group's interest expense will increase if a commercial bank raises the MLR. Conversely, the Group may lose an opportunity to borrow at cheaper interest rates if the market interest rate decline below the rate of existing fixed rate debt.

The Group also has interest rate risk on investment part. We invest our excess cash in many forms of instruments i.e. bank fixed deposits, bills of exchange and short-term debentures. The interest income of the Group will decline if the market interest rate goes down and we may lose an opportunity to enjoy higher interest income if we are already committed to long-term investments in a rising interest rate environment.

Our management team always monitors global and domestic economic situation as well as interest rate trend in order to manage our interest rate exposure.

3.4 FOREIGN EXCHANGE RATE RISK

The Group intends to minimise foreign currency risks because our income is chiefly generated in THB. However, we may not be able to completely avoid certain foreign exchange transactions such as the purchase of rolling stock and spare parts, which BTSC procures directly from overseas manufacturers.

The Group has diversified risks in managing excess liquidity by investing overseas. Apart from seeking returns from offshore market, foreign currency income can be used to support our rolling stock and spare parts procurements of BTSC.

The Group will consider hedging the exposure to foreign currency exposure only where the exposure is deemed material and the cost of such hedging is not punitive.

As of 31 March 2015, the Group has loan outstanding of USD 30.0mn, this is a contract to hedge foreign currency exposure in treasury management.

3.5 RISKS FROM EXCESS-LIQUIDITY MANAGEMENT

After the BTSGIF transaction, the Group has significant amount of excess cash which is earmarked for future investment projects. In order to manage the excess cash and preserve its value, the Company has initiated a prudent treasury management policy. The Company invests in various kinds of financial assets, mostly deposits in both local and foreign financial institutions in order to reach absolute return target as well as to diversify risks. Within investment in foreign countries, the Group has entered into contracts to hedge foreign exchange rate risk exposure as appropriated. However, returns from financial assets depend on several external factors, for instance, interest rate, foreign exchange rate and return on investment. The Company, therefore, may face risks in not achieving the absolute return target from excess-liquidity management as expected.

4. LEGAL AND COMPLIANCE RISK

4.1 AGREEMENT RISK

Our Mass Transit revenues rely mainly on the Concession Agreement and the 30-year Operating and Maintenance (O&M) Service Contract. Despite the sale of Net Farebox Revenues (and the transfer of associated risk and reward under the contract to unit holders of BTSGIF), BTSC still remains the legal concessionaire.

The extension of the Concession Agreement, which expires in December 2029, is subject to the consent of the Ministry of Interior and Bangkok Metropolitan Administration (BMA). Any termination of the Concession Agreement or 30-year O&M agreement or failure to extend the Concession Agreement may have a material impact to our future cash flows.

In addition, if the Concession Agreement is terminated, it will be an event of default under the Net Revenue Purchase and Transfer Agreement, entitling BTSGIF a right to enforce the Company to repay the debts under the guarantee agreement by enforcing the BTSC share pledge under the BTSC Share Pledge Agreement or by enforcing the Company to transfer BTSC shares to BTSGIF under the Agreement to Sell and Purchase BTSC Shares.

Following the Asian financial crisis in 1997, BTSC went through business rehabilitation following exposure to foreign currency debt. Despite this financial difficulty and owing to its technical expertise and strong relationship with the government agencies, BTSC had

no issue regarding the termination of the Concession Agreement. Subsequently, we also collaborate with the BMA to design and operate many mass transit development projects such as the existing Silom Line extension (Krung Thon Buri - Wongwian Yai) and Sukhumvit Line (On Nut - Bearing) extension, the first Bus Rapid Transit (BRT) system in Bangkok and another future Sukhumvit Line extension (Wongwian Yai - Bang Wa). Further, on 3 May 2012, BTSC signed a 30-year contract for the operating and maintenance of all the extension lines under the BMA supervision (for the period 2012 - 2042) as well as for the period Core Network (2029 - 2042). We will continue to develop our operating efficiency as well as maintain strong relationships with government agencies.

In addition to risk factors to be described in this section, please consider the risks associated with BTSGIF or the structure of BTSGIF and the risks in investing in its units pursuant to the offering circular of BTSGIF available at its website on www.btsgif.com.

Our contracts with our Modern Trade Media partners contribute a significant amount to our Media business revenues. Such contracts are typically 3 - 5 years in duration and as such are shorter than the contract that our Media business has for its Mass Transit Media segment. Although the terms of such contracts are typical for that within the industry, our inability to renew such contracts would have a material impact on the revenues of our Media business.

4.2 ENVIRONMENTAL RISK

Our business operation is subject to environmental regulations such as pollution constraint and environment impact assessment. The Group might face an additional investing requirement or business process adjustment if there are tighter environmental requirements.

Our SkyTrain operation is an environmental friendly system which produces significantly less carbon dioxide emission than road-based transit vehicles. An increase in ridership is also positive to the environment because our SkyTrain system benefits from economies of scale in terms of energy consumption. The Group believes it is in a good position to reduce pollution to the city as rail mass transit market share increases and we will continue to play the role of a good corporate citizen by reducing environmental impact.

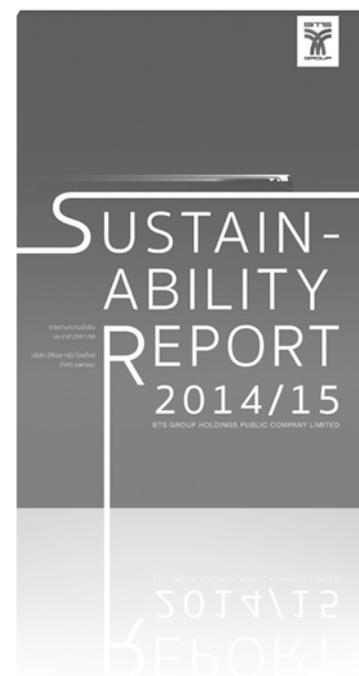
SOCIAL, COMMUNITY AND ENVIRONMENTAL RESPONSIBILITY

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Over the past 4 years, BTS Group has operated its businesses in accordance with our vision for creating sustainable ‘City Solutions’. Moreover, we have realised that in order to be a good corporate citizen, we need to participate actively in community development, helping to improve the quality of life of the people we serve. Whether through participation in planned social activities, or the operational performance of the Group’s businesses, the Company is committed to good corporate governance and improving investor confidence. Furthermore, through sustainable business practices, we are also helping to strengthen the foundations of society.

BTS Group also continues to focus on the implementation of environmentally sustainable practices, whilst still increasing levels of service satisfaction through its core business operations. In this respect, we listen closely to the comments and suggestions of our customers, partners, employees and stakeholders, in order to find ways of further improving our services and operations. In addition, we strive to develop the good image of the Company, through the introduction of innovative new projects aimed at enhancing modern city lifestyles and providing convenient urban connections. For more information, please refer to the ‘Sustainability Report 2014/15’.

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4.4 MANAGEMENT DISCUSSION & ANALYSIS

BUSINESS IMPACT ANALYSIS

Sluggish recovery of the Thai economy and political uncertainties continued to plague the nation in the first half of 2014, causing GDP to contract by 0.1% in 1H 2014 from a growth of 4.1% in 1H 2013. During the second half of the year, political reform under the military regime helped restore confidence in Thailand, with expansion in both the expenditure and production contributing to the accelerated economic growth. In spite of this improvement, GDP for 2014 grew merely 0.7% against 2.9% in 2013¹. This proved to be a challenging year for BTS Group, particularly in the Media business, which was harder hit by the consumption slowdown. As a result, we have missed some of our full year targets, although we continue to demonstrate resilience in our core business in relation to Mass Transit and BTS-related Media. (See more details in *Segmental Performance section*).

For our Mass Transit business, Core Network fare-box revenue grew 3.5% YoY to THB 5.88bn in 2014/15, below our 6 – 9% target range. The decelerated growth was primarily attributable to the shortened operating hours during the military-imposed curfew and the change in school and university terms to align with that of AEC. In contrast, O&M revenue rose 23.2% YoY to THB 1,549.3mn, exceeding the 17% target. This was mainly due to the full year effect of the operation of the Bang Wa extension, the contractually agreed increase in the operating fee of Green Line-Sukhumvit extension as well as the additional scope of work in the BRT contract.

Our Media business, which is more vulnerable to economic cyclicality, was adversely affected by the domestic consumption slowdown. Total Thai advertising expenditure fell 8.4% YoY² and our media revenue also fell in line with this trend, contracting by 6.3% YoY and missing the targeted revenue growth of 0 – 3%.

Subdued consumer sentiment and decline in the number of tourists also affected our Property business, dampening sales of our Residential Property. Our Residential Property revenue amounted to THB 415.7mn in 2014/15, missing our targeted revenue of THB 800mn. On the Commercial Property side, despite an 8.2% increase in recurring revenue YoY to THB 932.3mn, this fell slightly short of the THB 1,000mn revenue target.

ACCOUNTING AND RECLASSIFICATION

From 1 April 2014, BTS Group Holdings Public Company Limited (“the Company”) and its subsidiaries (together, the “Group”) have adopted TFRIC 12 – Service Concession Arrangements. This new standard provides accounting guidelines for concession operators for recognising and measuring the obligations and related rights in public-to-private service concession arrangements. BTSC (the subsidiary) provides services to procure electric trains (infrastructure) to be used in the provision of public services and to operate and maintain this infrastructure for a specified period of time under the 30-year O&M contract. BTSC is paid for its services over the period of the arrangement which is a public-to-private service concession arrangement. BTSC’s management, therefore, considers this arrangement under the 30-year O&M contract to be within the scope of TFRIC 12. The effects of the changes are recognised retrospectively in the financial statements. For more information, please refer to *Notes 3 and 4 to 2014/15 financial statements*.

STATEMENT OF COMPREHENSIVE INCOME

The Group recorded consolidated total revenue* of THB 8,123.6mn in 2014/15. This represented a decline of 64.1% or THB 14,477.6mn YoY from THB 22,601.3mn in 2013/14. The decrease was primarily due to extraordinary gains recognised in 2013/14 from (1) the sale of net fare-box revenue to BTSGIF of THB 13,497.6mn and (2) the sale of land at Bang Pakong and Bangna KM 18 of THB 379.3mn as well as (3) a decrease in revenue from sales of real estate of THB 1,646.6mn and (4) a reduction in interest income of THB 291.6mn. This decrease was partially offset with (5) an increase in service income of THB 449.3mn largely from the increase in Mass Transit and Services revenues (see details in *Segmental Performance section*) and (6) the gain on sale of 5-rai land at Mo Chit to SIRI-JVCo1 of THB 367.5mn in 3Q 2014/15.

Despite higher train O&M revenue and an increase in share of net profit from BTSGIF, operating revenue³ fell by 16.8% YoY to THB 7,102.1mn largely as a result of the reduction in Property revenue from fewer transferred units of Abstracts Phahonyothin Park Condominium in 2014/15 as well as the softened Media revenue. Revenue from the Mass Transit, Media, Property and Services businesses accounted for 32.0%, 41.2%, 19.1% and 7.7% of total operating revenue, respectively.

Operating Revenue ³ (THB mn)	2014/15	% of Total ³	2013/14	% of Total ³	% Change (YoY)	2014/15 GP Margin ⁷	2013/14 GP Margin ⁷
Mass Transit ⁴	2,273.5	32.0%	2,077.3	24.3%	9.4%	64.1%	57.9%
Media	2,926.0	41.2%	3,121.2	36.6%	(6.3)%	59.5%	60.5%
Property ⁵	1,354.8	19.1%	2,934.1	34.4%	(53.8)%	43.9%	40.2%
Services ⁶	547.8	7.7%	399.0	4.7%	37.3%	26.5%	28.2%
TOTAL³	7,102.1	100.0%	8,531.7	100.0%	(16.8)%	55.5%	51.4%

Total consolidated expenses and SG&A* reached THB 4,446.9mn in 2014/15, a reduction of THB 788.9mn or 15.1% YoY mainly from the decline in cost of sales of real estate of THB 1,016.5mn as well as from selling and marketing expenses related to sales of Abstracts Condominium project. Operating costs decreased by 23.7% YoY to THB 3,162.8mn, which was in line with the reduction in total operating revenue. Nonetheless, as operating costs decreased at a higher rate than the decline in operating revenues, the Group operating gross profit margin⁷ improved to 55.5% from 51.4% in the previous year.

As a result of the aforementioned changes, the Group operating EBITDA⁸ was THB 2,836.2mn, a decrease of THB 263.5mn or 8.5% YoY. However, the operating EBITDA⁸ margin improved to 39.9% in 2014/15 (versus 36.3% in 2013/14) from higher contribution of higher margin Mass Transit business as well as from lower contribution of lower margin Property business. Finance costs fell by 35.8% YoY or THB 224.6mn to THB 403.5mn primarily as the Group repaid the third tranche of BTSC debentures during 2Q 2014/15.

Other recurring income⁹ fell by 4.2% YoY or THB 65.3mn to THB 1,506.7mn largely from the reduced interest income received from the sinking fund of the third tranche of BTSC debenture portion. However, pre-tax recurring profit margin⁹ for this year improved to 40.4% from 36.2% in 2013/14 and net recurring profit margin (before MI) was THB 2,820.0mn, increasing 10.0% YoY from THB 2,563.0mn in 2013/14 consequent to the improved recurring gross profit margin as well as a reduction in finance costs.

Reported income tax expenses was THB 733.0mn, a decline of THB 3,055.1mn or 80.6% YoY primarily from the reduction in tax expenses in relation to (1) capital gain on BTSGIF transaction of THB 2,700.0mn in 2013/14 and (2) BTSC capital reduction of THB 406.7mn (that occurred in November 2013) which were not repeated this year. Taking into account all the aforesaid transactions, the Group recorded a consolidated profit of THB 3,340.2mn (decreasing 75.3% YoY) and profit attributable to the equity holders of the Company of THB 2,944.0mn (decreasing 76.6% YoY).

*Total consolidated revenue and cost excludes train procurement service income and cost of train procurement service under concession agreement of THB 49.8mn 2013/14: THB 866.8mn) to reflect the performance analysis. These two items are the impact from the adoption of TFRIC12 – Service Concession Arrangements which deems that BTSC has to procure rolling stocks for the public sector entity.

¹Source: www.nesdb.go.th

²Source: The Nielsen Company Limited Co., Ltd. (April 2014 – March 2015); excludes Digital TV and Cable TV

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

⁴Mass Transit revenues include:

- i 16-day farebox revenue
- ii Share of net profit (loss) from BTSGIF (included in 'Share of profit from investments in associates and joint venture' in Statement of comprehensive income)
- iii Service Income from Train & Bus Operation Management (included in 'Service income' under 'Revenues from provision of operating services')

⁵Property includes Sales from Real Estate, Rental and Service Income, Construction & Services Businesses and Service income related to Thana City Golf & Sports Club Co., Ltd.

⁶Services revenue includes sales from BSS, revenue from Carrot, revenue from HHT construction and revenue from ChefMan Restaurants. Note that transactions related to ChefMan Restaurants were reclassified from Property business to Services business in 4Q 2013/14

⁷Operating gross profit margin calculated based on the operational performances from 4 BUs and share of net profit (loss) from BTSGIF

⁸Operating EBITDA calculated based on the operational performances from 4 BUs, share of net profit (loss) from BTSGIF, EXCLUDES interest income and non-recurring items which are dividend income, gain from sales of Net Farebox Revenues to BTSGIF, other non-recurring items

⁹Recurring profit calculated based on the operational performances from 4 BUs, share of net profit (loss) from BTSGIF and AHS, as well as including other recurring items which are interest income and other recurring items (before MI)

SEGMENTAL PERFORMANCE

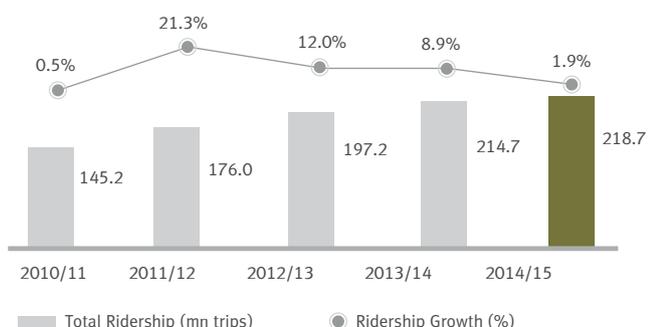
MASS TRANSIT BUSINESS

Total Mass Transit revenue⁴ increased 9.4% YoY to THB 2,273.5mn supported by an increase in O&M income and an increase in share of net profit from BTSGIF. O&M revenue rose by 23.2% or THB 292.1mn YoY to THB 1,549.3mn, mainly attributable to (1) the full year operation of Green Line – Silom extension from Wongwian Yai to Bang Wa (which began operations in December 2013), (2) the contractually agreed increase in the operating fee of Green Line–Sukhumvit extension as well as (3) the additional scope of work in the BRT contract. These increases were offset with a decline in fare-box revenues of THB 207.7mn or 100% from 16 days' worth of revenue that was consolidated in the 2013/14 accounts prior to the sale to BTSGIF.

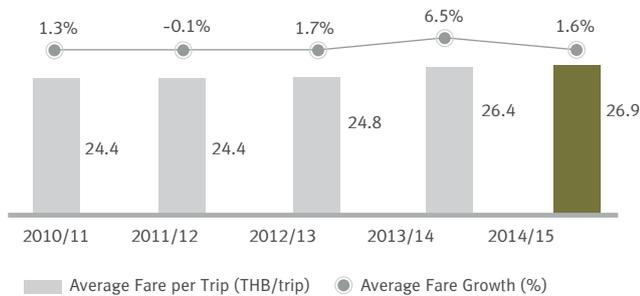
Fare-box revenue of the core system rose by 3.5% YoY or THB 197.0mn to THB 5,874.1mn, attributable to both ridership growth (up 1.9% YoY to 218.7mn trips) and average fare increase (which rose by 1.6% YoY to THB 26.9 per trip). Further, we saw a reduction in payroll and selling costs of 15.1% YoY which led to an improved margin on the Core network.

Share of net profit from investment in BTSGIF in 2014/15 increased by THB 111.8mn or 18.2% YoY to THB 724.2mn. This increase came from the aforementioned increase in the Core network performance, the full year effect of the extension operation, as well as a revision of amortisation method for fund set-up cost (from 3 years to the end of concession to be in line with other BTSGIF related items).

Historical Ridership and % YoY Growth



Historical Average Fare and % YoY Growth



Cost of Mass Transit revenue, including SG&A expenses, decreased by 11.6% or THB 106.5mn YoY to THB 815.3mn as there was no cost of fare-box revenue in 2014/15 (THB 86.5mn in 2013/14). However, this was partially offset with the higher O&M costs which increased in line with O&M revenue. As operating cost and SG&A expenses decreased while operating revenue increased, the operating EBITDA margin improved to 64.8% in 2014/15 (56.4% in 2013/14).

MEDIA BUSINESS

In 2014, economic activities in Thailand continued to slow down as a result of the decline in annual government budget spending, contraction in exports as well as private investments and also other factors attributed to domestic consumption slowdown, which affected our Media business.

Media revenue contracted 6.3% (or THB 195.2mn) YoY to THB 2,926.0mn. The decline was from Modern Trade Media, was attributable to the continued lacklustre consumer demand (advertising expenditure falling 8.4% yoy²) as well as the expiry of Tesco Lotus contracts during December 2014 and February 2015. Nevertheless, this was offset with BTS-related Media and Office Building and Other Media, which continued to grow resiliently from the previous year by 7.0% and 7.4%, respectively. These media segments outperformed the declining growth of other media sectors in the advertising industry, mainly due to the continued ridership growth and ability to reach its target market effectively.

BTS-related Media continued to demonstrate resilience with revenue of THB 1,775.5mn, an increase of THB 115.6mn or 7.0% YoY mainly owing to (1) the increase in capacity of new media on BTS SkyTrain platforms (Platform Truss LEDs and Platform Screen Doors), (2) increase in revenue from merchandising space from higher rent and increased utilisation and (3) the addition of 5 new trains which started to generate media revenue from April 2014.

Our **Modern Trade Media** revenue was THB 972.1mn, a decline of 24.9% YoY. The decrease was primarily the result of the gradual expiration of all Tesco Lotus contracts from December 2014 to February 2015.

Office Building and Other Media revenue grew 7.4% YoY to THB 178.4mn as a result of (1) full year revenue recognition of the additional buildings from the previous year coupled with the revenues generated from 28 new buildings from October 2014 onwards (a total of 103 buildings as of end of 2014/15) and (2) revenue from selling agent business such as selling media on Thai AirAsia airplanes.

Cost of revenue decreased 3.8% or THB 46.4mn YoY to THB 1,185.1mn mainly from a decrease in costs of Modern Trade Media, yet offset with higher depreciation expenses of new digital media and equipment on BTS stations such as Platform Truss LEDs and Platform Screen Doors. Media SG&A also decreased by 7.3% or THB 29.0mn YoY to THB 370.7mn largely resulting from the decrease in SG&A expenses in Modern Trade sector. Consequently, as a result of lower contribution of lower margin Modern Trade business, the operating EBITDA margin improved to 52.3% (versus 50.6% in 2013/14).

Subsequent to the end of the fiscal quarter, VGI has decided to discontinue its operations with modern trade partners and as such, there were additional expenses in 4Q 2014/15, which were: (1) provision of initial damages incurred from terminating the agreement with Big C of THB 215mn (before tax) and (2) provision for the difference between revenue sharing and minimum guarantee of THB 53mn. More commentary can be found in *VGI Global Media's management discussion and analysis for 2014/15*.

PROPERTY BUSINESS

Property operating revenue dropped a significant 53.8% YoY or THB 1,579.3mn to THB 1,354.8mn, which was largely attributable to the decline in Residential Property revenue as a result of fewer transferred condominium units of Abstracts Phahonyothin Park (Tower A) compared to previous year. Separately, the Group also recognised the gain on sale of 5-rai land at Mo Chit to SIRI-JVCo1 of THB 367.5mn in this year 2013/14: THB 379.3mn from the sale of land at Bang Pakong and Bangna KM 18).

Residential Property revenue decreased by 79.8% YoY or THB 1,647.1mn to THB 415.7mn in 2014/15. This decrease was mainly driven by a decline in sales of real estate of THB 1,646.6mn (largely in relation to 113 transferred units of Abstracts Phahonyothin Park (Tower A) in this year versus 610 transferred units in 2013/14).

Commercial Property revenue reached THB 932.3mn, an increase of 8.2% YoY or THB 70.4mn mainly supported by an improvement in the Groups hotel business performance and Thana City Golf Course.

Operating costs decreased 56.7% YoY or THB 996.2mn to THB 759.6mn mainly from a decline in costs from transferred units of Abstracts Phahonyothin Park. Property SG&A expenses also decreased by 17.9% YoY or THB 124.9mn to THB 573.4mn largely from the reduction in selling and marketing expenses related to Abstracts Condominium project. As a result of the decrease in sales of real estate from the aforesaid reasons, the operating EBITDA margin declined to 13.4% in 2014/15 compared to 21.5% in 2013/14.

SERVICES BUSINESS

Services business revenue increased YoY by THB 148.8mn or 37.3% to THB 547.8mn. This increase was primarily due to growth in the revenue generated from ChefMan Restaurants (which increased by THB 90.9mn or 41.3% YoY to THB 310.6mn) as well as growth in the revenue from Bangkok Smartcard Systems (BSS). BSS enjoyed a 37.5% or THB 51.9mn increase in revenue to THB 190.3mn primarily from stronger marketing and co-promotion of rabbit cards of THB 37.9mn.

Operating costs increased by 40.6% YoY or THB 116.3mn to THB 402.8mn. There was also THB 187.5mn of SG&A expenses, an increase of 27.7% YoY. Key costs and SG&A items were mainly from staff costs, food & beverage cost at ChefMan Restaurants and depreciation expenses (for hardware, software and machines).

STATEMENT OF FINANCIAL POSITION

Total assets as of 31 March 2015 stood at THB 66,811.5mn, a decrease of THB 9,899.7mn or 12.9% from 31 March 2014. Total current assets stood at THB 26,002.7mn, decreasing by 30.4% or THB 11,340.4mn primarily attributed to (1) a decrease in current investment of THB 17,124.9mn, mainly from the reduction in collateralised debenture (which was used to repay the third tranche of BTSC debentures of THB 3,611.3mn and the reclassification of the fourth tranche of BTSC debentures of THB 1,466.2mn to current portion from long-term portion), as well as treasury management which increased its weighting towards longer term investments and (2) a reduction in real estate development costs to THB 312.0mn as condominium units were transferred to buyers. This was partially offset with (3) the reclassification of assets, liabilities and equities related to BTSA and KKP (presented as “assets held for sale”) of THB 4,576.2mn in accordance with

TFRS 5 following the disposal of shares in the two subsidiaries to U City Plc. (for more details, see *note 28 in the financial statements*) and (4) an increase in cash of THB 1,443.4mn (see further details in *Cash Flow section*).

Total non-current assets was THB 40,808.8mn, an increase of 3.7% or THB 1,440.7mn mainly from (1) an increase in other long-term investments of THB 3,310.3mn primarily from the increase in Investments available for sale of THB 4,938.6mn, which offset the decrease in securities held-to-maturity of THB 1,573.5mn from the reclassification of the fourth tranche of BTSC debentures to current portion, (2) an increase in loan to related parties (including BTS Sansiri Joint Venture projects) of THB 759.1mn and (3) an increase in restricted deposits of THB 573.4mn (cash collateral placed with banks). This increase was partially offset with (4) a reduction in PP&E of THB 1,961.6mn as well as (5) a decrease in investment properties of THB 1,621.2mn which resulted from the aforementioned divestment of BTSA and KKP assets to U City Plc.

Total liabilities decreased from 31 March 2014 by 13.8% or THB 2,370.0mn to stand at THB 14,799.0mn largely due to (1) the third tranche repayment of BTSC debentures of THB 3,611.3mn in August 2014, (2) a decrease in income tax payable of THB 493.6mn resulting from the corporate income tax payment of 2013/14 in August 2014, partially offset with (3) an increase in loans from financial institutions of THB 1,503.1mn, of which THB 240.0mn was mainly used by VGI to purchase MACO shares and THB 981.1mn were foreign currency loan to hedge foreign currency exposure.

Total equity decreased by THB 7,529.7mn or 12.6% to THB 52,012.5mn mainly attributable to (1) a reduction in surplus from the changes in the ownership interests in subsidiaries of THB 3,095.1mn primarily as a result of the Company increasing its shareholding in subsidiary VGI, (2) a decrease in non-controlling interest of the subsidiaries of THB 572.1mn due to the purchases of investments in subsidiaries (VGI and Nuvo Line) and (3) a reduction in unappropriated retained earnings (excluding the portion reserved for treasury stock) of THB 4,205.9mn. The decline in unappropriated retained earnings was mainly from the dividend payment of THB 6.0bn, offset with net profit of THB 2.9bn. As of 31 March 2015, total issued and fully paid-up shares stood at 11,919.3mn shares.

CASH FLOW

For the year ended 31 March 2015, **cash and cash equivalents** reached THB 10,111.9mn, an increase of 16.7% or THB 1,443.4mn. Cash from operating activities was THB 1,899.5mn, decreasing 15.8% or THB 355.5mn primarily due to lower operating revenues of Property and Media businesses and the increase in trade and other receivable of THB 320.5mn. Cash paid for corporate income tax of THB 1,669.0mn (2013/14; THB 697.1mn) meant **that net cash used in**

operating activities was THB 73.9mn. **Net cash from investing activities** was THB 14,009.2mn. The key components are (1) decrease in current investment of THB 18,855.1mn largely from the repayment of the third tranche of BTSC debenture as well as treasury management, (2) net cash paid for purchases of other long-term investments of THB 5,111.7mn, (3) net cash paid for purchases of property, plant and equipment of THB 1,131.4mn and (4) cash received from the sale of land at

Mo Chit to JVCo1 of THB 1,412.2mn. **Net cash used in financing activities** was THB 12,425.4mn mainly from (1) the cash paid for the repayment of the third tranche of BTSC debenture of THB 3,611.3mn, (2) dividend payment of THB 6,028.1mn, (3) net cash paid for purchases of investments in subsidiaries of THB 3,620.6mn (increase in shareholding in VGI and Nuvo Line) and (4) cash paid for the purchase of BTS Group treasury stock of THB 925.5mn.

Summary Cash Flow (THB mn)	2014/15	2013/14	Change
Cash from operating activities	1,899.5	2,255.0	(15.8)%
Net cash from (used in) operating activities	(73.9)	1,133.4	(106.5)%
Net cash from investing activities	14,009.2	12,633.5	10.9%
Net cash used in financing activities	(12,425.4)	(8,610.6)	44.3%
Net increase (decrease) in cash and cash equivalents	1,511.2	5,155.2	(70.7)%
Cash and cash equivalents at end of the year from discontinued operation	(67.8)	-	N.A.
Cash and cash equivalents at end of the year	10,111.9	8,668.5	16.7%

Key Financial Ratios

Profitability Ratios	2014/15 [*]	2013/14 [*]	2012/13
Gross operating profit margin (%)	55.5%	51.4%	48.8%
Selling and administrative expenses to operating sales ratio (%)	22.0%	19.5%	16.6%
Operating EBITDA margin (%) ^A	39.9%	36.3%	49.0%
Accounting EBITDA margin (%)	51.8%	73.7%	53.3%
Recurring pre-tax profit margin (%) ^B	40.4%	36.2%	21.6%
Net recurring profit margin (%) ^B	32.8%	25.4%	9.7%
Accounting net profit margin (%) ^C	32.5%	55.7%	16.6%
ROA (%) ^D	5.0%	17.6%	2.9%
ROE (%) ^E	6.4%	22.7%	3.8%
Liquidity Ratio			
Current ratio (times)	3.83x	4.36x	5.79x
Leverage Ratios			
Total liabilities to total asset (times)	0.22x	0.22x	0.25x
Total liabilities to total equity (times)	0.28x	0.29x	0.33x
Net debt to equity (times)	(0.11)x	(0.03)x	0.17x
Net debt to operating EBITDA (times)	(1.96)x	(0.65)x	1.66x
Interest coverage (times) ^F	7.03x	4.94x	4.07x
Per Share Ratios ^G			
Basic earnings per share (THB)	0.248	1.078	0.172
Operating cash flow per share (THB)	(0.006)	0.097	0.466
Free cash flow per share (THB)	(0.154)	(0.009)	0.270
Enterprise value per share (THB)	9.64	9.11	10.65
Book value per share (THB)	4.38	5.09	5.05

Note:

^{*}Restated to reflect effects from TFRIC 12 and TFRIC 4

^AExcludes non-operating items and interest income

^BCalculated based on recurring profit (before MI) / total recurring revenue

^CCalculated based on accounting net profit (before MI) / total accounting revenue including shares of income from investments in associates

^DCalculated based on accounting net profit (before MI) / total assets

^ECalculated based on accounting net profit (before MI) / total shareholders' equity

^FCalculated based on operating EBITDA / finance cost

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

BUSINESS OUTLOOK

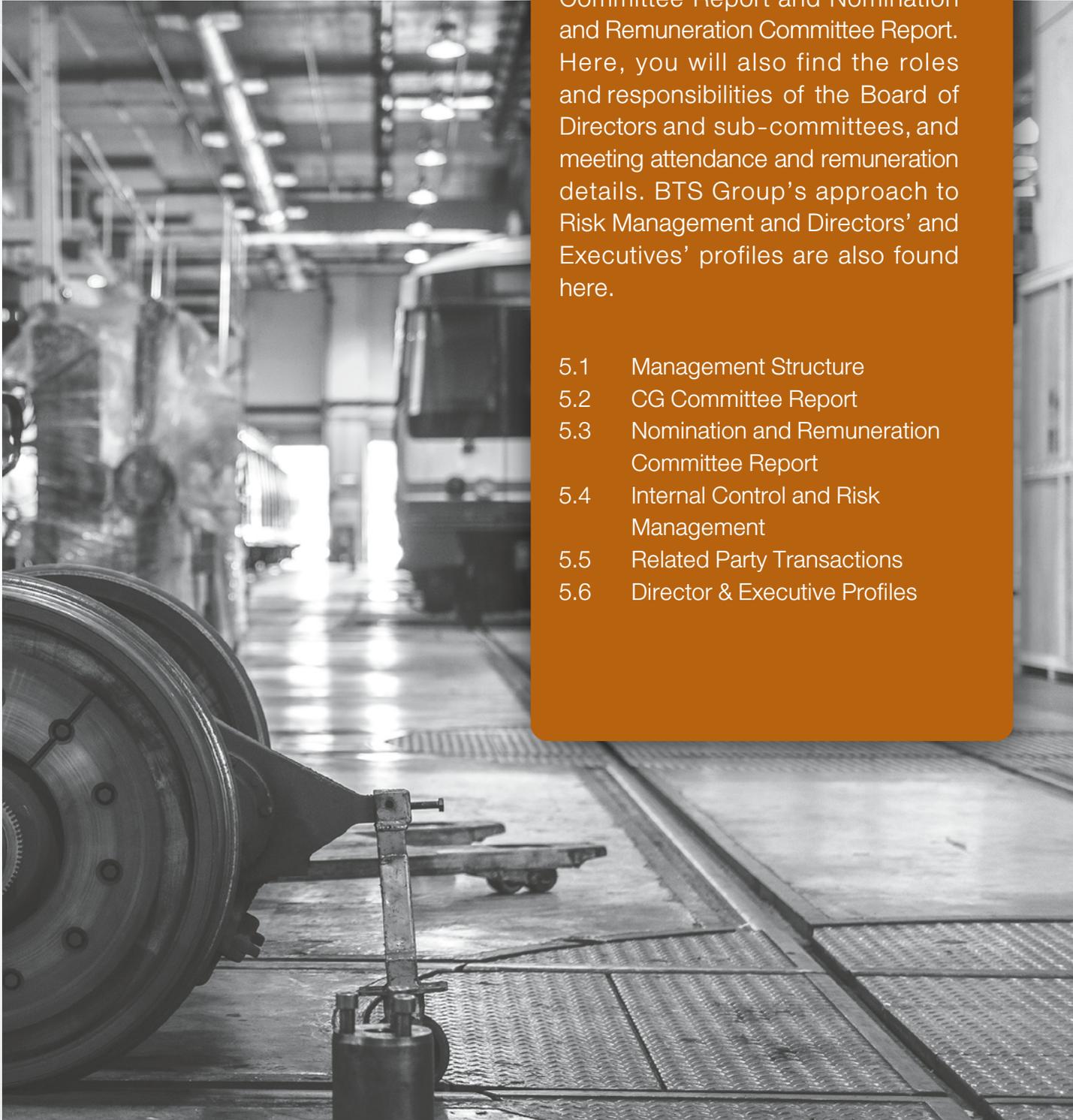
Please refer to *Section 2.5: Business Outlook 2015/16*.

5.0

CORPORATE GOVERNANCE

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

- 5.1 Management Structure
- 5.2 CG Committee Report
- 5.3 Nomination and Remuneration Committee Report
- 5.4 Internal Control and Risk Management
- 5.5 Related Party Transactions
- 5.6 Director & Executive Profiles



5.1 MANAGEMENT STRUCTURE

To enhance management efficiency and to ensure conformity with the strategy on dividing businesses into groups and expanding each of the business groups, the Company has restructured the organisation chart by adding positions of Chief Executive Officer and Deputy Chief Executive Officer and establishing an Advisory Board. The Company's management structure as of 1 April 2015 is as shown in *Section 3.6 : Organisation Chart*.

BOARD OF DIRECTORS

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

As of 31 March 2015, the Board of Directors consisted of 12 members where 6 members were executive directors and 6 members were non-executive directors.

No.	Name of Directors	Position	Authorised Directors	Date of Registration as Directors	Number of Meetings in 2014/15
1.	Mr. Keeree Kanjanapas	Chairman	Group A	2 June 1993	8/9
2.	Dr. Paul Tong	Director	-	20 February 2007	8/9
3.	Dr. Anat Arbhahirama	Director	Group B	7 May 1998	9/9
4.	Mr. Surapong Laoha-Unya	Director	Group A	30 July 2010	9/9
5.	Mr. Kavin Kanjanapas	Director	Group A	23 January 2007	8/9
6.	Mr. Rangsin Kritalug	Director	Group B	19 December 1997	9/9
7.	Mr. Kong Chi Keung	Director	Group B	23 January 2007	9/9
8.	Professor Lt. Gen. Phisal Thepsithar	Independent Director	-	4 August 2000	9/9
9.	Professor Dr. Amorn Chandara-Somboon	Independent Director	-	30 July 2010	7/9
10.	Mr. Suchin Wanglee	Independent Director	-	30 July 2010	9/9
11.	Professor Charoen Wattanasin	Independent Director	-	30 July 2010	9/9
12.	Mr. Cheong Ying Chew, Henry	Independent Director	-	30 July 2010	7/9

In 2014/15, the non-executive directors had one meeting without the attendance or participation of the Management.

Miss Chayada Yodyingtamakul is the Company Secretary.

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

The Board of Directors' Meeting held on 27 March 2015 resolved to nominate 2 candidates for election as new directors at the 2015 Annual General Meeting of Shareholders to be held on 24 July 2015, i.e., Mr. Chulchit Bunyaketu (to hold position as director) and Dr. Karoon Chandrangsu (to hold position as director).

Directors Authorised to Sign on Behalf of the Company :

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

Duties and Responsibilities of the Board of Directors

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

2. To determine the Company's policy, vision, mission, value, strategy, direction, and operation target; to direct, monitor, and supervise the management to ensure the effective and efficient implementation and execution of those policies effectively and efficiently so as to maximise the value for the Company and the shareholders; to consider and review the Company's long-term policy, vision, mission, value, strategy, direction, and operation target at least every 5 years; to monitor the implementation of such strategy; and to review the business strategy of the Company in the past fiscal

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

18. To prepare and review the succession plan in order to determine the succession procedure for the positions of Chairman of the Executive Committee, Chief Executive Officer, and other senior executive positions in the organisation; and
19. To appoint the Company Secretary to ensure that the Board of Directors and the Company comply with the laws and relevant regulations.

The above was reviewed and amended by the Board of Directors' Meeting held on 27 March 2015 where the amendments have been in effect since 1 April 2015.

Roles and Duties of the Chairman of the Board of Directors

1. The Chairman, as the chief of the Board of Directors, has the duties and responsibilities to supervise, follow up, and monitor the performance of the Board of Directors and other subcommittees to achieve the business objectives under the designated plans;
2. The Chairman is the person who calls the meetings of the Board of Directors whereby the Chairman, or a designated person, shall send out an invitation to all directors at least 7 days prior to the meeting date unless it is necessary and urgent and such invitation shall specify the place, date and time of the meeting and the nature of the businesses to be discussed;
3. To act as the chairman at the meetings of the Board of Directors and to cast the casting vote in case of an equality of votes at the meetings of the Board of Directors;
4. To act as the chairman at the shareholders' meetings of the Company, to conduct the meeting in compliance with the Company's Articles of Association and the agenda, and to cast the casting vote in case of an equality of votes; and
5. To perform other duties as specified specifically by the laws as the duties of the Chairman.

AUDIT COMMITTEE

The structure of the Audit Committee entirely consists of independent directors who possess the qualifications in accordance with the Definition of Independent Director of the Company, which is "more stringent" than the minimum requirement of the notifications of the Capital Market Supervisory Board. The Audit Committee shall consist of at least 3 members and at least one member must be knowledgeable and experienced in reviewing

the accountability of the financial statements. The Audit Committee will hold a meeting on a quarterly basis and may call additional meetings as necessary and appropriate.

As of 31 March 2015, the Audit Committee consisted of 3 members.

No.	Name	Position	Number of Meetings in 2014/15
1.	Professor Lt. Gen. Phisal Thepsithar	Chairman of the Audit Committee	6/6
2.	Mr. Suchin Wanglee	Audit Committee Member	6/6
3.	Professor Charoen Wattanasin	Audit Committee Member	6/6

Professor Lt. Gen. Phisal Thepsithar is the member of the Audit Committee who is knowledgeable and experienced in reviewing the Company's financial statements.

Mr. Pipop Intaratut, the Internal Audit Office Director, is the Secretary to the Audit Committee.

Duties and Responsibilities of the Audit Committee

1. To review the Company's financial reporting process to ensure that it is accurate and in accordance with the generally accepted accounting principles and that there is adequate disclosure;
2. To review the Company's internal control system, internal audit system, and risk assessment policy to ensure their appropriateness and efficiency, to review the independence of the Internal Audit Office, and to approve, jointly with the Chief Executive Officer, the appointment, transfer and dismissal of the head of the Internal Audit Office or the head of any other units in charge of internal audit;
3. To review to ensure that the Company is in compliance with the securities and exchange laws, the regulations of the SET, and the laws relevant to the Company's businesses;
4. To consider, select, and nominate independent person(s) to be elected as the Company's external auditor(s), to terminate the Company's external auditor(s), to propose their remuneration, and to attend a meeting with the external auditor(s) without the Management at least once a year, and the external auditor(s) will be discharged in the following events:
 - (1) The external auditor(s) violates and/or fails to comply with Section 89/25 of the Securities and Exchange Act B.E. 2535 (1992) (as amended);
 - (2) The license of the external auditor(s) is not valid under the professional accounting laws;

- (3) The external auditor(s) commits a misconduct, violates or fails to comply with the rules and ethics of professional auditors in a material manner and is suspended from practicing or de-licensed under the professional accounting laws; or
 - (4) The Federation of Accounting Professions Committee considers the behavior of the external auditor(s) to be damaging to the honor of the accounting profession.
5. To consider connected transactions or transactions that may lead to a conflict of interest to ensure that those transactions are in compliance with the laws and regulations of the SET, are justifiable, and are transacted in the best interest of the Company;
 6. To prepare the Audit Committee's report and disclose the same in the Company's annual report where the Audit Committee's report must be signed by the Chairman of the Audit Committee and must consist of at least the following information:
 - (1) An opinion on the accuracy, the completeness, and the creditability of the Company's financial report;
 - (2) An opinion on the adequacy of the Company's internal control system;
 - (3) An opinion on the compliance with the securities and exchange laws, the regulations of the SET, or the laws relevant to the Company's businesses;
 - (4) An opinion on the suitability of the external auditor(s);
 - (5) An opinion on the transactions that may lead to a conflict of interest;
 - (6) The number of the Audit Committee's meetings, and the meeting attendance by each member;
 - (7) An opinion or overview observation the Audit Committee has obtained from performing duties under the scope of the Audit Committee Charter;
 - (8) Other transactions which, according to the Audit Committee's opinion, should be made known to the shareholders and general investors, and are in the scope of the duties and responsibilities assigned by the Board of Directors;
 7. To review and provide an opinion on the internal audit plan and the performance of the Internal Audit Office where the Audit Committee has the authority to invite the relevant Management, executives, or employees to provide their opinions, attend meetings, or submit any relevant and necessary documents;
 8. In performing the duties of the Audit Committee, if the Audit Committee discovers or suspects that there is any of the following transactions or acts which may materially affect the Company's financial conditions and operating results, the Audit Committee shall make an inspection and report to the Board of Directors for further rectification within the period that the Audit Committee deems appropriate:
 - (1) A transaction which causes a conflict of interest;
 - (2) Any fraud, irregularity, or material error in the internal control system;
 - (3) An infringement of the securities and exchange laws, the regulations of the SET, or the laws relevant to the Company's businesses;

If the Board of Directors or executives should fail to rectify within the period that the Audit Committee deems appropriate, any member of the Audit Committee may report such transaction or act to the SEC Office or the SET;
 9. To review and update the Audit Committee Charter and present the same to the Board of Directors for consideration and approval; and
 10. To perform any other duties as assigned by the Board of Directors as the Audit Committee may agree.

The above was reviewed and amended by the Board of Directors' Meeting held on 25 May 2015 where the amendments have been in effect since 25 May 2015.

NOMINATION AND REMUNERATION COMMITTEE

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

As of 31 March 2015, the Nomination and Remuneration Committee consisted of 5 members.

No.	Name	Position	Number of Meetings in 2014/15
1.	Professor Lt. Gen. Phisal Thepsithar	Chairman of the Nomination and Remuneration Committee	3/3
2.	Mr. Suchin Wanglee	Nomination and Remuneration Committee Member	3/3
3.	Professor Charoen Wattanasin	Nomination and Remuneration Committee Member	3/3
4.	Mr. Rangsin Kritalug	Nomination and Remuneration Committee Member	3/3
5.	Mr. Kong Chi Keung	Nomination and Remuneration Committee Member	3/3

Miss Chayada Yodyingtammakul, the Company Secretary and Legal Director, is the Secretary to the Nomination and Remuneration Committee.

Duties and Responsibilities of the Nomination and Remuneration Committee

1. To consider and provide an opinion on the Board of Directors' structure, such as the appropriate size and composition of the Board of Directors, taking into consideration the Company's size and business strategy in comparison with the current size and composition of the Board of Directors, as well as reviewing the independence of each of the independent directors, so as to adjust the Board of Directors' structure to correspond with the Company's strategy;
2. To determine the criteria and process for nominating a person for the position of director by considering:
 - The qualifications of a director which are appropriate for and correspond with the Company's business strategy, structure, size and composition of the Board of Directors as determined by the Board of Directors, including the diversity in the structure (Board Diversity) and other qualifications that are necessary and are still lacking in the Board of Directors (Board Skill Matrix);
 - The appropriateness of his/her knowledge, experience, expertise, and availability, as well as other requirements as stipulated by the laws or regulations of the government authorities;
3. To nominate director candidates who have the qualifications in accordance with the specified qualification criteria:
 - In the event that a director retires by rotation, the nominated candidate must be recommended to the Board of Directors for approval and
4. To consider the structure, amount, form, and criteria for all types of appropriate remuneration (monetary and non-monetary) for the Chairman of the Board of Directors, directors, and members of the subcommittees, taking into account the remuneration paid by other companies within the same industry and other listed companies with a similar market capitalisation in order to motivate and retain valuable directors with the Company, and to propose the same for the Board of Directors' approval and for further proposal at the shareholders' meeting for consideration and approval;
5. To consider the performance evaluation criteria of the Chairman of the Executive Committee and the Chief Executive Officer, to propose the result of such evaluation for the Board of Directors' approval, and to propose the amount and form of remuneration of the Chairman of the Executive Committee and the Chief Executive Officer, both short-term and long-term, in line with the results of the performance evaluation for the Board of Directors' approval;
6. To prepare the director development plan in order to develop the knowledge of the existing directors and the new directors to understand the business of the Company, the roles and duties of the directors, and other significant developments, including determining a guideline for new director orientations;
7. To consider the appropriateness and conditions for offering new shares, warrants, or other securities to the directors and employees as a motivation for the directors and employees to perform their duties and

recommendation to the shareholders' meeting for consideration and election;

- In the event that there is a vacancy in the Board of Directors for any reasons (other than retirement by rotation), the nominated candidate must be recommended to the Board of Directors for consideration and election as a new director to fill in for the vacant position; and
- In the event that there is a need for election of a new director additionally to correspond with the Board of Directors' structure, the nominated candidate must be recommended to the Board of Directors for approval and recommendation to the shareholders' meeting for further consideration and election;

build long-term shareholder value, as well as retaining qualified personnel with the Company, whereas such conditions must be fair to the shareholders;

8. To report its performance of duties to the Board of Directors and/or the shareholders' meeting;
9. To conduct an evaluation of the performance of the Nomination and Remuneration Committee on an annual basis and report the evaluation results to the Board of Directors;
10. To appoint working groups to assist the Nomination and Remuneration Committee in performing its duties and to appoint independent expert consultants to provide advice, consultation, and assistance for the performance of duties by the Nomination and Remuneration Committee; and
11. To perform any other acts in relation to the nomination and determination of remuneration as assigned by the Board of Directors and to perform any other acts as stipulated by the laws or regulations of the authorities.

The above was reviewed and amended by the Board of Directors' Meeting held on 27 March 2015 where the amendments have been in effect since 1 April 2015.

CORPORATE GOVERNANCE COMMITTEE

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

As of 31 March 2015, the Corporate Governance Committee consisted of 4 members.

No.	Name	Position	Number of Meetings in 2014/15
1.	Mr. Keeree Kanjanapas	Chairman of the Corporate Governance Committee	3/3
2.	Dr. Anat Arbhahirama	Corporate Governance Committee Member	3/3
3.	Professor Charoen Wattanasin	Corporate Governance Committee Member	3/3
4.	Mr. Rangsini Kritalug	Corporate Governance Committee Member	3/3

Miss Chayada Yodyingtammakul, the Company Secretary and Legal Director, is the Secretary to the Corporate Governance Committee.

Duties and Responsibilities of the Corporate Governance Committee

1. To consider, determine, review, and update policies, manuals, and guidelines on good corporate governance, business ethics, and employees' ethics to be in line with the international standard practices, to propose the same for consideration and approval by the Board of Directors, and to monitor the implementation of such policies, manuals, and guidelines on good corporate governance, business ethics, and employees' ethics;
2. To consider, determine, review, and update the corporate social responsibility (CSR) policy, to propose the same for consideration and approval by the Board of Directors, and to monitor the implementation of such CSR policy;
3. To consider, determine, review, and update the policy and guideline on anti-corruption and bribery, to propose the same for consideration and approval by the Board of Directors, and to monitor the implementation of the policy and guideline on anti-corruption and bribery;
4. To report its performance of duties to the Board of Directors and/or the shareholders' meeting;
5. To conduct an evaluation of the performance of the Corporate Governance Committee on an annual basis and report the evaluation results to the Board of Directors;
6. To appoint working groups to assist the Corporate Governance Committee in performing its duties and to appoint independent expert consultants to provide advice, consultation, and assistance for the performance of duties by the Corporate Governance Committee; and
7. To perform or undertake other tasks as the Board of Directors may assign and to perform any other acts as stipulated by the laws or regulations of the authorities.

EXECUTIVE COMMITTEE

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

As of 31 March 2015, the Executive Committee consisted of 6 members.

No.	Name	Position	Number of Meetings in 2014/15
1.	Mr. Keeree Kanjanapas	Executive Chairman	11/12
2.	Dr. Anat Arbhabhira	Executive Director	11/12
3.	Mr. Surapong Laoha-Unya	Executive Director	12/12
4.	Mr. Kavin Kanjanapas	Executive Director	11/12
5.	Mr. Rangsin Kritalug	Executive Director and Chief Operating Officer	11/12
6.	Mr. Kong Chi Keung	Executive Director	12/12

The position of “Executive Chairman” was changed to “Chairman of the Executive Committee” with effect from 1 April 2015.

Mr. Kavin Kanjanapas was appointed to the position of Chief Executive Officer with effect from 1 April 2015.

Mr. Kong Chi Keung was appointed to the position of Deputy Chief Executive Officer with effect from 1 April 2015.

Miss Chayada Yodyingtammakul, the Company Secretary and Legal Director, is the Secretary to the Executive Committee.

Duties and Responsibilities of the Executive Committee

1. To determine policy, vision, mission, direction, strategy, management structure, objectives, and goal for the Company’s businesses to correspond to the economic and competitive environment, and to propose the same for consideration and approval by the Board of Directors;
2. To prepare a business plan, budget, the management authorities of the Company and to propose the same for consideration and approval by the Board of Directors;
3. To review and monitor the Company’s performance results to be in line with the approved policy and business plan in an efficient and effective manner;
4. To consider and approve the Company’s and the subsidiaries’ projects and report on the progress of such projects to the Board of Directors;

5. To manage the overall risk of the organisation, to evaluate such risk and plan the Company’s risk management structure, to monitor and control key risks and any conditions that may have a material impact on the business operations of the Company, and to report the same to the Board of Directors;
6. To report its performance of duties to the Board of Directors and/or the shareholders’ meeting;
7. To conduct an evaluation of the performance of the Executive Committee on an annual basis and report the evaluation results to the Board of Directors;
8. To appoint working groups to assist the Executive Committee in performing its duties and to appoint independent expert consultants to provide advice, consultation, and assistance for the performance of duties by the Executive Committee; and
9. To perform other tasks as assigned by the Board of Directors and to perform any other acts as stipulated by the laws or regulations of the authorities.

The above was reviewed and amended by the Board of Directors’ Meeting held on 27 March 2015 where the amendments have been in effect since 1 April 2015.

Duties and Responsibilities of the Chief Executive Officer

1. To operate the day-to-day business operation of the Company and to supervise, manage, and operate the works and operations of the Company to comply with the policy, vision, mission, value, strategy, business direction and business target, as well as the budget and business plan as approved by the Board of Directors and/or the Executive Committee;
2. To employ, appoint, transfer, dismiss, terminate, and determine the rate of wages and remuneration for the executives and employees, except for (i) the appointment, transfer and dismissal of the executives who hold the position of Deputy Chief Executive Officer, Chief Operating Officer and Chief Financial Officer where these executive positions shall be approved by the Board of Directors (but their remuneration shall be determined by the Chief Executive Officer) and (ii) the appointment, transfer and dismissal of the head of the Internal Audit Office where the Audit Committee’s consent shall also be required;

3. To determine the salary and remuneration and to adjust the salary, bonus and reward of the executives and employees of the Company;
4. To authorise the execution or termination of any contracts (which have not been included in the approved annual budget) between the Company or a subsidiary and any other third party where the aggregate value of each contract does not exceed the designated amount;
5. To consider and approve intercompany loans among the Company and the subsidiaries;
6. To issue internal orders, policies, announcements, and memos in order to ensure that the operations of the Company are in compliance with the policy and the interest of the Company, including maintaining discipline within the organisation;
7. To perform other tasks as assigned by the Board of Directors and/or the Executive Committee and to perform any other acts as stipulated by the laws or regulations of the authorities;
8. To delegate one or more persons to perform any task on his/her behalf; however, such delegation shall not be an authorisation that allows the designated person who has a conflict, an interest, or any kind of benefit with the Company or its subsidiaries to approve such transaction; and
9. If the Chief Executive Officer is not in office or is unavailable to perform his/her duties, the Deputy Chief Executive Officer shall act and perform all duties on his/her behalf and the Deputy Chief Executive Officer shall report or present those matters he/she has approved to the Chief Executive Officer as soon as practicable.

Nonetheless, the exercise of the Chief Executive Officer's authority shall not allow him/her to approve a transaction with himself/herself or his/her related person(s) who has a conflict, an interest, or any kind of benefit with the Company or its subsidiaries.

The above was considered and added by the Board of Directors' Meeting held on 27 March 2015 with effect from 1 April 2015.

EXECUTIVES

As of 1 April 2015, there were 12 executives.

No.	Name	Position
1.	Mr. Keeree Kanjanapas	Chairman of the Executive Committee
2.	Dr. Anat Arbhahirama	Executive Director
3.	Mr. Surapong Laoha-Unya	Executive Director
4.	Mr. Kavin Kanjanapas	Executive Director and Chief Executive Officer
5.	Mr. Rangsin Kritalug	Executive Director and Chief Operating Officer
6.	Mr. Kong Chi Keung	Executive Director and Deputy Chief Executive Officer
7.	Mr. Surayut Thavikulwat	Chief Financial Officer
8.	Mrs. Duangkamol Chaichanakajorn	Accounting Director
9.	Mrs. Patchaneeya Pootme	Corporate Communications Director
10.	Mr. Daniel Ross	Financial Director
11.	Miss Chawadee Rungruang	Financial Controller
12.	Miss Chayada Yodyingtammakul	Legal Director / Company Secretary

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

Duties and Responsibilities of the Executives

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

COMPANY SECRETARY

Miss Chayada Yodyingtammakul, Legal Director, held the Company Secretary position during the period from May 2008 to July 2010 and has held the said position from 11 February 2011 until the present. The Company Secretary is responsible for monitoring the Company to comply with the relevant and applicable laws and regulations so as to conform to the principles of good corporate governance of listed companies as follows:

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

The Company Secretary has completed training programs organised by the Thai Listed Companies Association and the IOD and also regularly enrolls in trainings or seminars organised by the SET and the SEC Office. The profile of the Company Secretary can be found in *Section 5.6 : Director and Executive Profiles*.

Report on Securities Holding by the Directors and Executives

The Company has a policy to require the directors and executives of the Company to report any change in holding of the Company's securities to the Board of Directors' meeting on a quarterly basis. The directors and executives must provide a copy of their Report of Change in Securities Holding (Form 59-2) to the Company Secretary Office. The Company Secretary Office will prepare and present a summary of the same to the Board of Directors' meeting on a quarterly basis.

Summary Schedule of Changes in Securities Holding of Directors and Executives (including their spouse and minor children, if any) between 2013/14 and 2014/15

No.	Name	Number of Shares (BTS)		Number of Increased (Decreased) Shares	Number of BTS-W3 Warrants		Number of Increased (Decreased) Warrants
		31 Mar 2014	31 Mar 2015		31 Mar 2014	31 Mar 2015	
1.	Mr. Keeree Kanjanapas	4,574,164,652	3,891,164,652	(683,000,000)	1,506,944,382	1,389,286,164	(117,658,218)
	Spouse	0	0	-	0	0	-
2.	Dr. Paul Tong	29,176,501	29,176,501	-	9,725,500	9,725,500	-
	Spouse	1,600,000	1,600,000	-	533,333	533,333	-
3.	Dr. Anat Arbhahirama	0	0	-	0	0	-
	Spouse	0	0	-	0	0	-
4.	Mr. Surapong Laoha-Unya	5,552,627	5,552,627	-	1,850,875	1,850,875	-
	Spouse	0	0	-	0	0	-
	Minor Children	0	0	-	0	0	-
5.	Mr. Kavin Kanjanapas	2,459,295	602,459,295	600,000,000	819,765	819,765	-
	Spouse	0	0	-	0	0	-
	Minor Children	0	0	-	0	0	-
6.	Mr. Rangsin Kritalug	0	0	-	0	0	-
	Spouse	0	0	-	0	0	-
7.	Mr. Kong Chi Keung	3,200,000	3,200,000	-	1,066,666	1,066,666	-
	Spouse	0	0	-	0	0	-
8.	Professor Lt. Gen. Phisal Thepsithar	80,000	80,000	-	26,666	26,666	-
	Spouse	0	0	-	0	0	-
9.	Professor Dr. Amorn Chandara-Somboon	0	0	-	0	0	-
	Spouse	0	0	-	0	0	-
10.	Mr. Suchin Wanglee	4,417,166	4,417,166	-	1,472,388	1,472,388	-
	Spouse	1,462,857	3,262,857	1,800,000	87,619	87,619	-
11.	Professor Charoen Wattanasin	351,713	351,713	-	117,237	117,237	-
	Spouse	0	0	-	0	0	-
12.	Mr. Cheong Ying Chew, Henry	0	0	-	0	0	-
	Spouse	0	0	-	0	0	-
13.	Mr. Surayut Thavikulwat	57,816	115,632	57,816	19,272	19,272	-
	Spouse	17,000	17,000	-	0	0	-
	Minor Children	0	0	-	0	0	-
14.	Mrs. Duangkamol Chaichanakajorn	165,252	330,504	165,252	55,084	55,084	-
	Spouse	0	0	-	0	0	-
	Minor Children	0	0	-	0	0	-
15.	Mrs. Patchaneeya Pootme	225,216	16	(225,200)	0	0	-
	Spouse	0	0	-	0	0	-
16.	Mr. Daniel Ross	135,240	238,480	103,240	45,080	45,080	-
	Spouse	0	0	-	0	0	-
17.	Miss Chawadee Rungruang	9,604	59,208	49,604	0	0	-
18.	Miss Chayada Yodyingtammakul	301,632	446,264	144,632	100,544	44	(100,500)

PERSONNEL

Summary Schedule of Number of Employees, Remuneration, Training Hours and Leaves of the Company's and Subsidiaries' Employees

Company / Subsidiaries	As of 31 March 2015			1 April 2014 – 31 March 2015			
	Male (Persons)	Female (Persons)	Total Number of Employees (Persons)	Remuneration ⁽¹⁾ 2014/15 (THB mn)	Average Training Hours Per Employee Per Year (Hours)	Average Days of Sick Leave ⁽²⁾ , Personal Leave, and Annual Leave Per Year (Days)	Other Types of Leaves ⁽³⁾ (Times)
1. Company	19	53	72	93.0	5.3	12.4	1
2. Mass Transit Business (1 company)	1,115	924	2,039	806.2	100.5	14.7	63
3. Media Business (6 companies)	295	171	466	292.2	24.0	11.9	12
4. Property Business (13 companies)	471	447	918	322.3	13.1	10.7	16
5. Services Business (10 companies)	276	229	505	111.7	1.4	5.5	8
Total (31 companies)	2,176	1,824	4,000	1,625.4	57.3	12.3	100

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

In addition to the monetary remuneration, the BTS Group has also given non-monetary remuneration to the employees, i.e., the warrants issued to the non-director employees of the Company and its subsidiaries. In 2011 and 2012, 146 employees of the Company and its subsidiaries received a total of 100.0 million units of the BTS-WA warrants. In 2013, 188 employees of the Company and its subsidiaries received a total of 16.0 million units of the BTS-WB warrants. Moreover, the Board of Directors' Meeting held on 25 May 2015 resolved to propose that the 2015 Annual General Meeting of Shareholders consider and approve the BTS Group ESOP 2015 Scheme to issue 16.0 million units of the BTS-WC warrants to the non-director employees of the Company and its subsidiaries. This demonstrates that the BTS Group provides the employees with both short term and long term monetary and non-monetary remuneration in line with the operation results of each company.

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

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

Employee Welfare and Personnel Skill Development

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

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

5.2 CORPORATE GOVERNANCE COMMITTEE REPORT

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

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

Good Business Structure is achieved through over 40 subsidiaries and associated companies within the BTS Group that engage in the 4 core businesses, i.e., (1) mass transit business, (2) media business, (3) property business, and (4) services business, where each business unit will carry on its operation in line with the strategy and business target set out by the Board of Directors. (Additional details can be found in *Section 3.1 : Business Organisation and Shareholding Structure of BTS Group.*)

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

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

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

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

Result of the Corporate Governance Report of Thai Listed Companies Conducted by Thai Institute of Directors (IOD): The Company was one of the 29 companies that were assessed and categorised in the 5 CG-star group (assessment scores of 90%-100% or equivalent to "Excellent") out of 550 listed companies that were assessed for CG. This is the third consecutive year that the Company was ranked in the 5-star group since 2012, which is an affirmation that the Company has stood by its principles of good corporate governance for the sustainable development of the organisation.

Result of the Annual General Meeting of Shareholders (AGM) Quality Assessment Conducted by Thai Investors Association (TIA): This assessment is aimed to evaluate the quality of the AGMs held by listed companies based on what the listed companies should do before the meeting, on the day of the meeting, and after the meeting. Because the Company has given importance to the organisation of AGMs and has striven to improve the quality of its AGMs continuously and regularly, the Company received a perfect 100 for the quality of the 2014 Annual General Meeting of Shareholders. This is the second consecutive year that the Company received a perfect 100 since 2013.

Listed Companies with Outstanding Achievement in Business Sustainability (ESG100) Assessed by the ESG Rating Unit of the Thaipat Institute: The Company was ranked as one of the top 100 listed companies that have demonstrated outstanding environmental, social and governance (ESG) achievement out of 567 listed companies. This showcases the Company's focus on and responsibility for the environment, society and governance to create sustainable development.

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

RIGHTS OF SHAREHOLDERS

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

Shareholders' Meetings: The Company must hold an Annual General Meeting of Shareholders within 120 days from the end of the Company's fiscal year. Other shareholders' meetings, i.e., Extraordinary General Meetings of Shareholders, are to be called when it is deemed necessary and appropriate. The Company has set up a Company Secretary Office to ensure that the shareholders' meetings are called and held as required by law and in accordance with the principles of good corporate governance. In the shareholders' meetings, the Company will arrange for a legal advisor to attend the meeting to provide legal advice and witness the vote count throughout the meeting and give the minority shareholders an opportunity to nominate a representative to witness the vote count. In the case where an agenda item of the meeting concerns a transaction that is complicated and difficult to understand, the Company will also arrange for a financial advisor as well as a legal advisor to provide answers and explanations at the meeting. As for the Annual General Meeting of Shareholders where financial statements will be considered for approval, the Company will arrange for its auditor to be present at such meeting every time.

Delivering Invitations and Providing Convenience to Shareholders: The Company engages Thailand Securities Depository Co., Ltd., its securities registrar, to undertake the delivery of the invitation to both Thai and foreign shareholders. The Company also prepares and provides

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

Moreover, the Company uses the barcode system for the registration and vote count to enhance transparency and provide convenience to the shareholders. The registration opens at least two hours prior to the meeting. In addition, the Company arranges for its officers to welcome and provide convenience and also sets up an Investor Relations desk where investor relations officers who have the knowledge and expertise in giving information will answer shareholders' questions in relation to the Company's businesses. The Company also provides stamp duties for attendees by proxy. To provide convenience to the shareholders who are institutional investors and the shareholders who hold shares through custodians, the Company gives an opportunity to such shareholders to verify their names, information, and supporting documents before the meeting date to reduce the time and procedures for verifying information and documents on the shareholders' meeting date.

Procedures during and after the Shareholders' Meeting: The Company has adopted the following procedures as its practices of good corporate governance. Prior to the commencement of the shareholders' meeting, the secretary to the meeting will introduce to the shareholder's meeting the members of the Board of Directors, the executives, and the Company's auditor and legal advisor, who are present. The secretary to the meeting will also inform the shareholders' meeting about the voting procedures and the vote count method in the meeting. After providing information in each agenda item, the chairman of the meeting will grant equal opportunities to all attendees to make their comments or

enquiries relevant to the agenda item. The enquiries will be answered precisely and adequate time will be given for discussion as appropriate. As for the agenda item on the appointment of directors, the shareholders will cast their votes to appoint each director individually. In addition, in order to promote compliance with the principles of good corporate governance, a director who is due to retire by rotation at the Annual General Meeting of Shareholders will leave the meeting room temporarily during consideration of the proposed agenda item for his/her re-election as the Company's director for another term.

The Company arranges for minutes of meetings to be recorded correctly and completely so that the shareholders can inspect the same. Resolutions of the meeting are to be clearly recorded with details of the quorum; the list of present directors, executives, and advisors; the vote count method; the witness(es) to the vote count; the voting results, i.e., approvals, disapprovals, and abstentions, of all agenda items requiring the casting of votes. Furthermore, comments, suggestions, questions, and answers which are significant and relevant to each agenda item will be recorded in the minutes. The Company will report a summary on significant meeting resolutions through the SET's website within the meeting date or no later than 9.00 a.m. of the following business day. The minutes of the shareholders' meeting will be submitted to the SET within 14 days and published on the Company's website.

EQUITABLE TREATMENT OF SHAREHOLDERS

Proposing Agenda Items and Nominating Director Candidates: Since the 2011 Annual General Meeting of Shareholders, the Company has allowed the minority shareholders to exercise their rights to propose agenda items and/or nominate director candidates in advance in order to promote equitable treatment of shareholders. The minority shareholders are entitled to propose agenda items and/or nominate director candidates at the Annual General Meeting of Shareholders in accordance with the criteria published on the Company's website and the Company will make an announcement of the same through the SET's website.

Appointing Proxies: To protect the rights of the shareholders who cannot attend the shareholders' meeting in person, the Company encloses a proxy form (Form B) to the invitation together with the list of documents and evidence required for the appointment of a proxy. The shareholders may appoint his/her representative or the independent director of the Company as his/her proxy to attend the meeting and cast votes on his/her behalf. The Company will provide in the invitation at least the name of one independent director whom a shareholder can appoint as his/her proxy. In addition, the Company will also publish the invitation and the proxy forms (Form A, Form B and Form C) together with the details and procedures on the Company's website.

Access to Information: The Company favors no particular group of shareholders. All disclosed information is accessible to the shareholders and the public equally through the Company's website at www.btsgroup.co.th or through Investor Relations at telephone nos. +66 (0) 2273-8631, +66 (0) 2273-8623 and +66 (0) 2273-8637, fax no. +66 (0) 2273-8610 or email: ir@btsgroup.co.th

The Company has always abided by the principles of good corporate governance in protecting the shareholders' rights and treating the shareholders equitably. Additional information for 2014/15 is as follows:

The 2014 Annual General Meeting of Shareholders	
Date	25 July 2014
Venue	Convention Center, Rama Gardens Hotel Bangkok
The Company allowed the minority shareholders to propose agenda items and/or nominate director candidates in advance	25 December 2013 – 31 March 2014
Date of publishing the invitation on the Company's website	24 June 2014
Date of sending the invitation via registered post	3 July 2014
Date of announcement in the newspaper	16, 17, and 18 July 2014
Commencement of registration	11.30 a.m.
Meeting duration	1.37 p.m. – 4.13 p.m.
Shareholders attending in person and by proxy at the beginning of/the meeting (Quorum : at least 25 shareholders holding no less than 1/3/of the total issued shares)	3,281 shareholders collectively holding 59.93% of the total issued shares
Directors attending the meeting	12 persons (full Board)
Witness to the vote count	Miss Voraluck Worachuttharn, representative from The Capital Law Office Limited <i>The Company invited the minority shareholders to nominate a representative to witness the vote count in the 2014 Annual General Meeting of Shareholders. However, no shareholder expressed his/her interest in witnessing the vote count.</i>
Significant agenda items and resolutions of the meeting	<ul style="list-style-type: none"> - Approved the Company and its subsidiaries report and consolidated financial statements for the fiscal year ended 31 March 2014; - Approved the allocation of profit for the results of the operation in the fiscal year ended 31 March 2014 and dividend distribution at the rate of THB 0.60 per share, and paid a final dividend at the rate of THB 0.21 per share; - Approved the directors' remuneration by setting the fixed remuneration for each position at the same rate as that of the previous year and paying the directors' bonus of THB 22.0mn in total; - Approved the re-election of the directors who retired by rotation at the 2014 Annual General Meeting of Shareholders to be the directors of the Company for another term, namely (1) Mr. Keeree Kanjanapas, (2) Mr. Surapong Laoha-Unya, (3) Mr. Rangsin Kritalug, and (4) Professor Charoen Wattanasin; and - Approved the appointment of the auditors from EY Office Limited as the Company's auditors and determined the audit fee for the fiscal year ending 31 March 2015 in the amount of not exceeding THB 3.3mn.
Date of reporting the results of the meeting's resolutions through the SET	25 July 2014 at 7.10 p.m.
Date of submitting a copy of the minutes to the SET (within 14 days from the meeting date)	8 August 2014

For the 2015 Annual General Meeting of Shareholders, the Company allowed the minority shareholders collectively holding at least 3% of the Company's total issued shares continuously for at least 6 months (from the date of acquisition of shares to the date of agenda item proposal or director candidate nomination) to propose agenda items and/or nominate director candidates during the period of 25 December 2014 – 31 March 2015. Nonetheless, none of the shareholders proposed any agenda item or nominated any director candidate for the 2015 Annual General Meeting of Shareholders.

ROLES OF STAKEHOLDERS

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

Treatment of Different Groups of Stakeholders

Shareholders: The Company operates its business with transparency, correctness, and fairness. This is to develop stability and growth in the business while taking into account the rights of shareholders, the generation of returns that outperform the returns from other investment alternatives with a similar risk profile for all shareholders equitably and constantly, and the equitable treatment of shareholders—no matter if they are retail investors or institutional investors.

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

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

In 2014, the BTS Hotline Center was awarded the "Consumer Protection Thailand Call Center Award of 2014" from the Office of the Consumer Protection Board for the BTS Hotline Center's outstanding performance in handling and solving customers' complaints. Moreover, BTSC continues to review and analyse the root causes of complaints for service

improvement and customer satisfaction in order to maintain the standard of the BTS Hotline Center. In addition, the equipment of the Hotline Center has been upgraded and changed from the ACD Analog system to the IP Phone system, which improves the capability of the Hotline Center staff to efficiently solve customers' complaints.

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

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

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

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

Society, Community, and Environment: The BTS Group concentrates on the sustainable development of its business growth together with the development of society, community, environment, and quality of life in Thailand. Taking into account the ongoing nature of social responsibility, the Group has striven to ensure that the policy on social responsibility exists in every part of the organisation—from the policy level to the operational level—and that it is carried out within the organisation through and through. The Group believes that conducting business with a good conscience towards the society and community will create a powerful economic driving force, leading to sustainable development at the community and national levels. In 2014, BTSC received ISO 14001:2004 for the Environmental Management System, an international standard that is important to the development of organisation and is commercially and socially recognised, from Bureau Veritas Certification (Thailand) Ltd. In 2015, the Company was ranked in the top 100 for outstanding achievement in business sustainability (ESG100) out of 567 listed companies assessed by the ESG rating unit of the Thaipat Institute.

Additional details can be found in *Sustainability Report 2014/15*, which is available on the Company's website at www.btsgroup.co.th.

Policies on Business Ethics

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

Respect and Non-Violation of Human Rights: The BTS Group values respect for human rights, taking into account the equality and parity considerations and without discriminating on grounds of race, religious belief, gender, marital status, physical ability, educational institution, position, or other status irrelevant to the work performance, and the Group also respects individualism and human dignity in line with the international norms and standards, such as policies and guidelines on sustainable management of human resource that offer protection of human rights and labor rights based on the UN's "Protect, Respect and Remedy" Framework for Business and Human Rights 2011 and the framework under the OECD Guidelines for Multinational Enterprises.

The BTS Group also realises that the respect and non-violation of human rights is one of the components for promoting the sustainable growth of the Group's business; hence, the inclusion of a policy on such matter under the Code of Conduct, the communication of the same to all employees to acknowledge and adhere to, and

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

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

Anti-Corruption and Bribery: The Company has executed the Declaration of Intent to join the Private Sector Collective Action Coalition Against Corruption project with the leading private sectors in Thailand, which shows the intention of the BTS Group in operating its businesses in accordance with the international framework and procedure standard. The Company has also joined the Partnership Against Corruption for Thailand (PACT) Network, which brings together organisations from various fields through their shared goal of combating corruption and is an initiative of the Thaipat Institute and cooperating partners. The Company's anti-corruption measures consist of (1) policy and guideline on anti-corruption and (2) policy on whistleblowing and protection of whistleblowers.

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

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

Use of Information Technology and Communications: The BTS Group places an importance on the use of information technology and communications and it has established the information security and safety standard to prevent and reduce the chance of significant or confidential information being leaked intentionally or negligently. Guidelines on the use of information technology and communications have been established based on the internationally accepted standard, e.g., the ISO 12207 standard, which was established by the Institute of Electrical and Electronics Engineers (IEEE), and Control Objectives for Information and Related Technology (COBIT), which was published by the IT Governance Institute.

Moreover, the BTS Group also requires its information technology departments to keep the employees' traffic information as required by the Computer-Related Crime Act B.E. 2550 (2007) and the Notification of the Ministry of Information and Communication Technology Re: Rules on the Record of Traffic Information by the Service Provider B.E. 2550 (2007).

Complaint Channels: The Company provides channels for all stakeholders to contact or express concerns or complaints directly to the Board of Directors through the Company Secretary Office at telephone nos. +66 (0) 2273 8611-5 ext. 1525, 1531, fax no. +66 (0) 2273 8610, email: CompanySecretary@btsgroup.co.th, or by post to Company Secretary Office at the Company's address, or channels to contact or express concerns or complaints to the Audit Committee through the Internal Audit Office at telephone nos. +66 (0) 2273 8611-5 ext.1553, fax no. +66 (0) 2273 8616, email: InternalAudit@btsgroup.co.th, or by post to the Internal Audit Office at the Company's address.

DISCLOSURE AND TRANSPARENCY

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

Investor Relations: The Company places high importance

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

Policy on Disclosure of Significant Information:

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

BOARD RESPONSIBILITIES

The duties and responsibilities of the Board of Directors include the determination of the Company's policy, vision, mission, value, strategy, direction, and operation target. In addition, the Board of Directors also supervises and

assesses the management and operation through the subcommittees with an objective to increase shareholder value. In order to achieve this, the Board of Directors must ensure that its duties are carried out in compliance with the laws, objectives and the Company's Articles of Association. Moreover, the Board of Directors must be mindful of corporate governance, conflicts of interest, code of conduct, and business ethics.

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

Composition of the Board of Directors and the Subcommittees:

The Board of Directors shall consist of members in the number that is suitable for the size and business strategy of the Company, but shall be no less than 5 members. At least one-third (1/3) of the members shall be independent directors and in any case the independent directors shall not be less than 3 members. The Board of Directors has appointed subcommittees to manage and operate the business in accordance with the principles of good corporate governance, i.e., the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance Committee, and the Executive Committee. The Audit Committee shall entirely consist of independent directors and shall not be less than 3 members whereas at least one member must be knowledgeable and experienced in reviewing the accountability of the financial statements. The Nomination and Remuneration Committee shall consist of at least 3 members but shall not exceed 5 members where the majority of the members shall be independent directors. The Corporate Governance Committee shall consist of at least 4 members but shall not exceed 6 members. The Executive Committee shall consist of not more than 5 members where the members of the Executive Committee do not have to hold the position of director of the Company. Moreover, the Board of Directors has appointed the Advisory Board as part of its organisation chart to have the role to provide useful advice and suggestions for the businesses of the Company and its subsidiaries.

Meetings of the Board of Directors and the Subcommittees:

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

Development of Director Skills and Knowledge:

The Company has a policy to encourage the directors to develop their personal skills and knowledge regularly and adequately. The Company supports the directors to enroll in various training programs or seminars to enhance their work knowledge and performance as a director; for example, the training programs organised by the IOD, i.e., the Director Certification Program (DCP), the Director Accreditation Program (DAP), the Role of the Compensation Committee Program (RCC), the Audit Committee Program (ACP), the Anti Corruption Training Program, the Role of the Nomination and Governance Committee Program (RNG), and the training programs organised by Capital Market Academy, i.e., the Executive Program. Moreover, the Nomination and Remuneration Committee has also developed the director development plan in order to develop the knowledge of the existing directors and the new directors to understand the business of the Company, the roles and duties of directors, and other significant developments, including encouraging the directors to enroll in various training programs or seminars organised by the IOD and/or other agencies to allow them to enhance their work knowledge and performance as directors of listed companies. In addition, the Company has prepared the Director's Handbook, which contains all useful information for directors of listed companies, e.g., the Public Limited Companies Act B.E. 2535 (1992) (as amended), the Securities and Exchange Act B.E. 2535 (1992) (as amended), Code of Best Practices for Directors of Listed Companies, Director Fiduciary Duty Check List for Directors of Listed Companies, The Principles

of Good Corporate Governance for Listed Companies, The Listed Companies Director's Handbook, Disclosure Guidelines for Listed Companies' Management, and Rules and Regulations on Acquisition or Disposal of Assets and Connected Transactions, and is regularly reviewed and amended so that the information therein is up to date.

In the past year, a number of directors attended training programs, i.e., Professor Charoen Wattanasin attended the Role of the Nomination and Governance Committee Program (RNG) organised by the IOD in 2014 and Professor Lt. Gen. Phisal Thepsithar attended the Role of the Compensation Committee Program (RCC) organised by the IOD in 2014.

New Director Orientations

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

Assessment of the Performance of the Board of Directors

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

Assessment of the Annual Performance of the Board of Directors (Group Evaluation): In 2014/15, the Board of Directors still used the same assessment criteria that have been used since 2011/12. The criteria covered 6 assessment subjects, i.e., 1) Structure and Characteristics of the Board of Directors, 2) Roles, Duties and Responsibilities of the Board of Directors, 3) the Board of Directors' Meetings, 4) Performance of Board of Directors' Duties, 5) Relationship with the Management, and 6) Personal Development of Directors and Executives. After each director completed the Self-Assessment Form of the Board of Directors (Group Evaluation), the Company Secretary Office would calculate the scores and provide a summary of the scores of the group assessment of the Board of Directors to the Board of Directors' meeting where the Board of Directors' meeting would jointly consider the

scores under each subject and find a way/solution to improve unsatisfactory scores to be used as a guideline to improve the Board of Directors' performance in the next year, including considering and reviewing the comments and suggestions raised by each director in the past year whether or not such comments and suggestions had been complied with. In 2014/15, the average score result was 97.4%, which is an increase from the score of 96.3% in 2013/14 (*90 - 100% means excellent, 76 - 89% means very good, 66 - 75% means good, 50 - 65% means fair, and below 50% means improvement needed*).

Assessment of the Annual Performance of the Board of Directors (Individual Evaluation):

In 2014/15, the Board of Directors still used the same assessment criteria used in 2013/14. The assessment subjects covered the fiduciary duty to manage the Company's business operations in the best interest of the shareholders, the time allocation and preparation for attending the Board of Directors' meetings and the shareholders' meetings, the contribution of useful opinions, suggestions, or other guidelines to the Management, the independence of opinions, the value and support of continuous compliance with the principles of good corporate governance of listed companies, and the attendance of trainings and personal development programs necessary for performing functions as directors of listed companies. After each director completed the Self-Assessment Form of the Board of Directors (Individual Evaluation), the Company Secretary Office would calculate the scores and provide a summary of the scores of each director to the Board of Directors' meeting. In 2014/15, the average score result was 4.9, which is an increase from the score of 4.8 in 2013/14 (*5 means very good, 4 means good, 3 means fair, 2 means lower than standard, and 1 means improvement needed*).

Assessment of the Performance of the Subcommittees

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

Assessment of the Annual Performance of the Audit Committee:

The Audit Committee has started its annual performance assessment since 2010/11. In 2014/15, the Audit Committee still used the same assessment criteria, which covered 6 assessment subjects, i.e., 1) Composition of the Audit Committee, 2) Independence of the Audit Committee Members, 3) Trainings and Source of Information, 4) Meetings, 5) Activities of the Audit Committee, and

6) Relationship with the Chief of the Internal Audit Office, the Company's Auditors, and the Management. After each member of the Audit Committee completed the Self-Assessment Form of the Audit Committee, the Internal Audit Office would calculate the scores and provide a summary of the scores to the Audit Committee's meeting where the Audit Committee's meeting would jointly consider the scores under each subject and find a way/solution to improve unsatisfactory scores to be used as a guideline to improve the Audit Committee's performance in the next year, including considering and reviewing the comments and suggestions raised by each member of the Audit Committee in the past year whether or not such comments and suggestions had been complied with. Thereafter, the result of the assessment would be proposed for consideration at the Board of Directors' meeting where the Board of Directors may provide comments or request the Audit Committee to improve in certain areas as appropriate. In 2014/15, the average score result was 4.9, which is equivalent to the score in 2013/14 (*5 means very good, 4 means good, 3 means fair, 2 means lower than standard, and 1 means improvement needed*).

Assessment of the Annual Performance of the Nomination and Remuneration Committee, the Corporate Governance Committee, and the Executive Committee: In 2014/15, the same assessment criteria used in 2013/14 were used, which covered 5 assessment subjects, i.e., 1) Structure and Qualification, 2) Performance of Duties, 3) Training / Source of Information, 4) Meetings, and 5) Duties and Responsibilities. After the Self-Assessment Forms (Group Evaluation) of each subcommittee were completed, the Company Secretary Office would calculate the scores and provide a summary of the scores to the relevant subcommittee's meeting where the subcommittee's meeting would jointly consider the scores under each subject and find a way/solution to improve unsatisfactory scores to be used as a guideline to improve the subcommittee's performance in the next year, including considering and reviewing the comments and suggestions raised by each member of the subcommittee in the past year whether or not such comments and suggestions had been complied with. Thereafter, the result of the assessment would be proposed for consideration at the Board of Directors' meeting where the Board of Directors may provide comments or request the relevant subcommittees to improve in certain areas as appropriate. In 2014/15, the average score result of the Nomination and Remuneration Committee was 99.3%, which is an increase from the score of 93.3% in 2013/14; the average score result of the Corporate Governance Committee was 96.0%, which is an increase from the score of 92.0% in 2013/14; and the average score result of the Executive Committee was

96.3%, which is an increase from the score of 88.0% in 2013/14 (*90 - 100% means excellent, 76 - 89% means very good, 66 - 75% means good, 50 - 65% means fair, and below 50% means improvement needed*).

Policy on the Chairman of the Executive Committee's and the Chief Executive Officer's Directorships in Non-BTS Group Companies

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

Succession Plan: The Board of Directors is aware of the importance of keeping the Company's management and operation running smoothly and continually in an effective and efficient manner, which will lead to the organisation's sustainable growth and progress. Thus, the Company first established the succession plan in 2013/14 and considered, reviewed, and amended the same in 2014/15 so as to align it to conform to the restructure of the Company's organisation chart. The succession plan sets out the succession procedures for the positions of Chairman of the Executive Committee, Chief Executive Officer, Deputy Chief Executive Officer, and other senior executive positions to ensure that there will be competent executives to succeed these key position holders in the organisation in the future.

Oversight of the Subsidiaries' and the Associated Companies' Operations

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

quarterly basis, the financial status and the operating result of the core subsidiaries in each business group through financial reporting.

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

Oversight of the Use of Inside Information and Conflicts of Interest

Prevention of the Misuse of Inside Information: The BTS Group is well aware of the importance of preventing the use of inside information by the directors, the executives and the employees of the Group for their own or other's benefits. Using inside information for trading securities is an offence under Section 241 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) and entails penalties according to Section 296 thereof. Therefore, the BTS Group has established a policy to prohibit the directors, the executives, and the employees of the Group, as well as their related persons, from using inside information for the benefit of trading the Company's securities, and also forbid disclosure of inside information to outsiders or non-relevant parties before disclosure through the SET. In addition to the penalties according to the Securities and Exchange Act B.E. 2535 (1992) (as amended), the executives or the employees who violate the policy on the use of inside information are also considered to be in violation of the work regulations and are subject to disciplinary actions.

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

Conflicts of Interest

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

Preparation of Conflict of Interest Reports by the Directors and the Executives: In order to prevent transactions that may create a conflict of interest with the Company and to comply with the relevant rules and announcements,

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

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

Auditor's Remuneration

The Company and its 29 subsidiaries paid audit fees for the fiscal year ended 31 March 2015 in the amount of THB 13.8mn to EY Office Limited. In addition, VGI Advertising China Co., Ltd., a subsidiary incorporated in People's Republic of China, paid an audit fee for the fiscal year ended 31 March 2015 in the amount of THB 0.1mn to Shanghai Shangshen Certified Public Accounts Co., Ltd. Both of the auditors did not have any relationship with the Company in any matter except for auditing. In addition, for the fiscal year ended 31 March 2015, the Company and its subsidiaries did not pay any non-audit fee to the auditors.

Additional details as regards the corporate governance can be found in *Form 56-1 and Sustainability Report 2014/15*.

5.3

NOMINATION AND REMUNERATION COMMITTEE REPORT

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

Appointment and Removal of Directors

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

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

resolution by affirmative votes of not less than three-quarters (3/4) of the number of the directors remaining in office to elect a person who has the qualifications and possesses no prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992) (as amended) as a substitute director at the next meeting of the Board of Directors, unless the remaining term of office of the said director is less than two months; and

5. The shareholders' meeting may pass a resolution to remove any director from his/her office prior to the expiration of his/her term by affirmative votes of not less than three-quarters (3/4) of the number of the shareholders attending the meeting, having the right to vote, and holding shares not less than one-half (1/2) of the total number of shares held by the shareholders attending the meeting and having the right to vote.

Nomination of New Directors

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

Nomination Procedures

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

Qualifications of Directors

1. Must possess qualifications and must not have any prohibited characteristics under the public limited companies law, securities and exchange law, rules and regulations of the Company and the relevant supervisory agencies, and the Company's good corporate governance. In case of nomination of an independent director, such nominated person shall possess the qualifications as specified in the Company's Definition of Independent Director. In case of nomination of a member of the Audit Committee, such nominated person shall possess additional qualifications in accordance with the laws;
 2. Must have knowledge, capability, skills, experience, and diversified expertise beneficial to the Company's businesses;
 3. Must be independent, perform the director's duty with due care, be honest, be mentally and physically healthy, and be able to fully commit to work for the Company; and
 4. Must have a good work profile and must not engage in a business or be a partner in a general partnership or be a partner having unlimited liability in a limited partnership or a director in other private or public company which carries on businesses of the same nature as and in competition with the Company's businesses, except the shareholders' meeting is advised before a resolution is passed to elect such person and other relevant laws are complied with.
1. Must be appointed by the Board of Directors to be a member of the Audit Committee;
 2. Must not be a director who has been assigned by the Board of Directors to make decisions in the business operations of the Company, the parent company, the subsidiaries, the associated companies, the subsidiaries of the same level, the major shareholders, or the controlling person of the Company and must not be a director of the parent company, the subsidiaries, or the subsidiaries of the same level that are listed companies;
 3. Must be knowledgeable and experienced in performing his/her duty as a member of the Audit Committee where at least one member must be knowledgeable and experienced in reviewing the accountability of financial statements; and
 4. Must have full and proper qualifications in accordance with the laws and regulations of the authorities.

Nomination of Directors Who Must Retire by Rotation, Nomination of New Directors, and Allowing Minority Shareholders to Nominate Director Candidates for Election at the Annual General Meeting of Shareholders

The Nomination and Remuneration Committee (by the members not having a conflict of interest) reviewed the qualifications of the directors who will retire by rotation at the 2015 Annual General Meeting of Shareholders, namely Mr. Kavin Kanjanapas (Director), Dr. Anat Arbhahirama (Director), Professor Lt. Gen. Phisal Thepsithar (Independent Director), and Mr. Cheong Ying Chew, Henry (Independent Director). The Nomination and Remuneration Committee was of the opinion that these 4 directors had the knowledge, capability, experience, and expertise that would be beneficial to the Company's operations, that they possessed the qualifications and did not possess any prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992) (as amended), the Securities and Exchange Act B.E. 2535 (1992) (as amended), and the relevant announcements, that the Independent Directors also possessed the qualifications in accordance with the Definition of Independent Director of the Company; therefore, the Nomination and Remuneration Committee recommended the Board of Directors' meeting to further propose that the 2015 Annual General Meeting of Shareholders consider the election of these 4 persons to be the directors of the Company for another term.

Additional Qualifications of Independent Directors

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

Additional Qualifications of Members of the Audit Committee

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

Moreover, to promote good corporate governance, the Company has allowed the minority shareholders to nominate director candidates for election at the Annual General Meetings of Shareholders since 2011. As for the 2015 Annual General Meeting of Shareholders, one or more minority shareholders holding collectively at least 3% of the Company's total issued shares continuously for at least 6 months (from the date of acquisition of shares to the date director candidate nomination) are allowed to nominate director candidates for election during the period of 25 December 2014 – 31 March 2015. Nonetheless, none of the shareholders nominated any director candidate for election in advance.

In addition, the Nomination and Remuneration Committee reviewed the qualifications of the persons nominated for election as new directors of the Company, i.e., Mr. Chulchit Bunyaketu and Dr. Karoon Chandrangsu, and viewed that these 2 persons were appropriate candidates because they had the knowledge, capability, experience, and expertise that would be beneficial to the Company's operations, that they possessed the qualifications suitable for the Company's business strategy and did not possess any prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992) (as amended), the Securities and Exchange Act B.E. 2535 (1992) (as amended), and the relevant announcements, including the qualifications of directors of the Company; therefore, the Nomination and Remuneration Committee recommended the Board of Directors' meeting to further propose that the 2015 Annual General Meeting of Shareholders consider the election of these 2 persons to be the new directors of the Company.

Annual Assessment of the Executive Chairman

The Nomination and Remuneration Committee evaluated the performance of the Executive Chairman based on the criteria that have been used since 2011/12, which were separated into 3 sections, i.e., Section I : Key Business Success (where the success of activities and projects in the past year would be taken into account), Section II : Performance Measures, and Section III : Personal Development. In 2014/15, the average score result was 99.8%, which is an increase from the score of 95.7% in 2013/14 (*90 - 100% means excellent, 76 - 89% means very good, 66 - 75% means good, 50 - 65% means fair and below 50% means improvement needed*).

However, as a result of the restructure of the organisation chart (effective as of 1 April 2015), which was carried out to enhance management efficiency and to ensure conformity with the strategy on dividing businesses into groups and expanding each of the business groups, the

Company appointed Mr. Kavin Kanjanapas, the Executive Director, to hold the position of Chief Executive Officer additionally, where Mr. Keeree Kanjanapas will continue to hold the position of Chairman of the Executive Committee. Therefore, from 2015/16 onwards, the Nomination and Remuneration Committee will be responsible for evaluating the performance of the Chairman of the Executive Committee and the Chief Executive Officer.

Remuneration of Directors and Executives

The Nomination and Remuneration Committee shall determine the remuneration of the directors by taking into account the Company's operating results, the size of the business, and the responsibilities of the Board of Directors and making a comparison with the remuneration paid by other companies that are listed on the SET with a similar market capitalisation and other listed companies within the same industry, and further propose the same for consideration and approval at the Board of Directors' meeting and the shareholders' meeting on an annual basis. The Nomination and Remuneration Committee already recommended the Board of Directors' meeting to propose that the 2015 Annual General Meeting of Shareholders consider and approve the rate of directors' fixed remuneration for each position at the same rate as that of the previous year and pay a directors' bonus in consideration of the Board of Directors' performance in the fiscal year ended 31 March 2015 in a lump sum amount of THB 22.0mn where the directors will allocate the same among themselves after obtaining approval from the 2015 Annual General Meeting of Shareholders.

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

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

Directors' Remuneration Criteria for the Past 3 Years

Monthly Remuneration		2014 – 2012
Chairman of the Board of Directors		THB 60,000 / month
Chairman of the Audit Committee		THB 50,000 / month
Directors		THB 30,000 / person / month
Meeting Allowance		2014 – 2012
Directors		None
Audit Committee		Chairman of the Audit Committee THB 20,000 / attendance Audit Committee Members THB 20,000 / person / attendance
Other Subcommittees		None
Directors' Bonus		In Consideration of the Performance from 2013/14 to 2011/12
The directors allocated the bonus among themselves after receiving approval from the Annual General Meeting of Shareholders.		2013/14 = THB 22.0mn 2012/13 = 0.5% of the annual dividend payment of the Company (THB 21.8mn) 2011/12 = 0.5% of the annual dividend payment of the Company (THB 13.7mn)
Directors' Remuneration in 2014/15, 2013/14 and 2012/13		
Directors' Remuneration	Persons	Remuneration (THB mn)
2014/15	12	27.3
2013/14	12	27.1
2012/13	13	19.2
Executives' Remuneration in 2014/15, 2013/14 and 2012/13		
Executives' Remuneration	Persons	Monetary Remuneration (THB mn)
2014/15	9	50.8
2013/14	9	47.6
2012/13	9	54.3

The monetary remuneration is comprised of salary, bonus, and provident fund contributions.

Non-Monetary Remuneration of Executives

During 2011–2013, the non-director executives received non-monetary remuneration in the forms of the BTS-WA and BTS-WB warrants in the total number of 11.6mn units and 1.7mn units, respectively. As of 31 March 2015, the outstanding units of the BTS-WA and BTS-WB warrants held by the executives were 3.9mn units and 1.7mn units, respectively.

Directors' Remuneration in 2014/15

Name	Days	Monthly Remuneration (THB)	Meeting Allowance (THB)	Directors' Bonus (THB)	Total (THB)
1. Mr. Keeree Kanjanapas	365	720,000.00	-	3,384,615.41	4,104,615.41
2. Dr. Paul Tong	365	360,000.00	-	1,692,307.69	2,052,307.69
3. Dr. Anat Arbhabhirama	365	360,000.00	-	1,692,307.69	2,052,307.69
4. Mr. Surapong Laoha-Unya	365	360,000.00	-	1,692,307.69	2,052,307.69
5. Mr. Kavin Kanjanapas	365	360,000.00	-	1,692,307.69	2,052,307.69
6. Mr. Rangsin Kritalug	365	360,000.00	-	1,692,307.69	2,052,307.69
7. Mr. Kong Chi Keung	365	360,000.00	-	1,692,307.69	2,052,307.69
8. Professor Lt. Gen. Phisal Thepsithar	365	600,000.00	120,000.00	1,692,307.69	2,412,307.69
9. Professor Dr. Amorn Chandara-Somboon	365	360,000.00	-	1,692,307.69	2,052,307.69
10. Mr. Suchin Wanglee	365	360,000.00	120,000.00	1,692,307.69	2,172,307.69
11. Professor Charoen Wattanasin	365	360,000.00	120,000.00	1,692,307.69	2,172,307.69
12. Mr. Cheong Ying Chew, Henry	365	360,000.00	-	1,692,307.69	2,052,307.69
Total		4,920,000.00	360,000.00	22,000,000.00	27,280,000.00

5.4

INTERNAL CONTROL AND RISK MANAGEMENT

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

For 2014/15, the Board of Directors' Meeting held on 25 May 2015 assessed the adequacy of the internal control system through the assessment form and supporting information prepared and proposed by the Management. The Board of Directors is of the opinion that the Company's internal control system is adequate and appropriate. The Audit Committee's Meeting held on 22 May 2015 also took a similar view with the Board of Directors and saw that the Company had adequate internal control system suitable for the business operation. In addition, the opinion of the Company's auditor also corresponds to those of the Board of Directors and the Audit Committee as regards the appropriate internal control system without making any material observation affecting the opinion that the financial statements present fairly, in all material respects, the financial position, financial performance, and cash flows in accordance with the financial reporting standards.

CONTROL ENVIRONMENT

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

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

RISK MANAGEMENT

The Company has a policy to manage both internal and external risk factors that affect the Group to an appropriate and acceptable level. The Company has **divided the types of risks into 5 categories**, namely, strategic risk, operational risk, financial risk, legal and compliance risk, and fraud risk. Risk management is a part of the annual business plan in order to ensure that the risk management guidelines are in accordance with the Group's objectives, goals, and strategic plans. All the executives and employees of the Group are the risk owners and have a duty to assess the risk of their units and the efficiency of the existing control policy, as well as presenting plans and procedures to mitigate the risks if the existing procedures are insufficient. **Risk Management Working Group**, which is comprised of the representatives from all business units of the Group, is responsible for consolidating risks of all business units and conducting a risk assessment of the Group, including supporting the implementation of the risk management framework and reporting to the Executive Committee on a quarterly basis and to the Board of Directors on an annual basis. The **Risk Management Framework** consists of 5 procedures, namely, risk identification, risk evaluation, risk reporting, risk control,

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



CONTROL ACTIVITIES

The Company has a variety of written risk control measures, e.g., the scope of authority and threshold of approval in each level of management, policies and procedures on the approval of financial, procurement, and management transactions. The Company also implements the procurement management information system (ProMis) to control transactions relating to finance, procurement, and management, such as budget, purchase requisition (PR), and purchase order (PO). The role of the person who prepares the information and the person who approves the transaction will be separated and the

authority of the approvers will be as delegated by ranking in the Chart of Delegation of Authority. This is to ensure effective cross-checking and monitoring. In addition, each department has prepared its own operational manuals and work instructions that are tailored to their job descriptions, duties, and responsibilities.

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

INFORMATION & COMMUNICATION

The Company organises its information system to cover the Company’s performance at the organisational level, the financial reporting level, the business unit level, and the policy and regulation implementation level. This is to ensure that the Company has effective communication and provides the Board of Directors, executives, employees, shareholders, investors and all stakeholders with correct, accurate, and complete information. Furthermore, the Company also provides channels for employees and outsiders to make a complaint to the Board of Directors or the Audit Committee or the relevant business units through the Company Secretary Office (Email: CompanySecretary@btsgroup.co.th) or the Internal Audit Office (Email: InternalAudit@btsgroup.co.th) or Investor Relations (Email: ir@btsgroup.co.th). In addition, the Company has initiated the “Nuduan Chaun Chee Chong” campaign to receive information on any misconduct in relation to fraud or corruption within the organisation through the Internal Audit Office (Email: CAC@btsgroup.co.th).

MONITORING ACTIVITIES

The Company reviews and improves the internal control system to correspond with the change of internal and external factors constantly. To achieve this, the Company monitors and evaluates the internal control system from the results of the actual operation. The Management regularly conducts meetings to consider whether the performance results are in line with the determined business plan, budget, and business goal of the Company. Operational guidelines are also discussed and proposed so that the Company can make rectifications in a timely manner. If any significant error in the internal control system is found, the relevant person must immediately report the same to the Board of Directors and/or the Audit Committee to explain the cause, propose a solution, monitor the rectification, and report to the Board of Directors and/or the Audit Committee within the given period. In addition, the Company assigns the Internal Audit Office to review compliance with the internal control system regularly. To allow the internal auditors to perform their duties independently and without bias, the Internal Audit Office is under direct supervision of the Audit Committee and reports to the Audit Committee directly.

INTERNAL AUDIT OFFICE

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

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

- Reliability of the internal control system as well as compliance with the standards and finance and accounting policies to ensure that the accounting and financial information is accurate and reliable and that the adopted organisation structure plan, procedures, and measures are sufficient for protecting the assets from all kinds of frauds and errors.
- Reliability of the internal control system in terms of management and operation to ensure that they are consistent with the policies and plans and are in accordance with the requirements of the laws and regulations of the government and supervisory authorities, including the Company's regulations which cover activities such as operation management, procurement, marketing, administration, finance, accounting and human resources.
- Reliability of the internal control system as regards information and communication, review of the internal control of the IT department structure, access to information, access to programs, data processing, system development, data backup, preparation of backup plans in case of emergency, authority of operation in the system, and production of documents from the system, including storage of documents, manuals, and computer system flowchart.

The Internal Audit Office presents the audit report to the Audit Committee constantly on a quarterly basis and monitors the progress of the implementation of the recommendations provided during the course of examination regularly. The Internal Audit Office is independent from other departments and can gain access to the information and assets of the Company which are relevant to the audit functions. The Internal Audit Office has the authority to request information and explanation from any person being audited on the subject matter as assigned by the Audit Committee. The Internal Audit Office is responsible for the internal auditing, monitoring, controlling, examining, reviewing and evaluating the operating results of all departments based on the roles and responsibilities assigned by the Audit Committee. In addition, the Internal Audit Office encourages all business units to conduct self-assessment on risks. This is to ensure that the internal control system is effective and efficient,

the financial reporting is reliable, and the operational performance is in accordance with the laws and regulations of the governmental agencies or the regulatory bodies as well as the Company's standards, policies, plans, rules, regulations and announcements. The internal control system is aimed to protect the Company's assets, to prevent the Company from any damage it may suffer from, and to create a mechanism of checks and balances among the business units so as to ensure reasonable reliability of the Company's operations to achieve the Company's goal.

At present, the Internal Audit Office collaborates with the Management to create a system for receiving complaints. The employees and other stakeholders, therefore, have a channel to give clues. This system will help to promote doing business with integrity and sustainable development. The Internal Audit Office also serves as a channel to receive complaints and it also coordinates with the business unit involved in such complaints to find a solution and a way to prevent recurrence. The Internal Audit Office will monitor the progress of complaint-related actions and report the same to the Audit Committee.

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

HEAD OF INTERNAL AUDIT

On 1 January 2011, the Company established the Internal Audit Office and Mr. Pipop Intaratut has held the position of head of internal audit since then. Mr. Pipop Intaratut has 10 years of internal audit experience in the business of the same nature as the Company's business and has enrolled in various internal audit training programs organised by the IOD as well as training programs organized by other institutions. Furthermore, Mr. Pipop Intaratut has knowledge and good understanding in the Company's activities and operations. Therefore, the Audit Committee is of the opinion that Mr. Pipop Intaratut is suitable and qualified for this position. (Details on the head of internal audit are as shown in *Section 5.6 : Director and Executive Profiles.*)

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

5.5 RELATED PARTY TRANSACTIONS

The related party transactions the Company and/or subsidiaries entered into with persons who may have a conflict of interest as presented below are the outstanding amounts of the transactions that occurred a long time ago. The Audit Committee has reviewed these transactions as regards the appropriateness of the monitoring and collection process, the evaluation of transaction statuses, and the evaluation of the debtors' debt servicing capability, as well as the appropriateness of making sufficient provisions for doubtful debts to cover losses that may occur. The outstanding amounts in 2014/15 and 2013/14 are as follows:

Persons who may have a conflict of interest	Company having a related party transaction	Relationship	Description of transaction	Transaction value 2014/15 (THB mn)	Transaction value 2013/14 (THB mn)	Necessity / Remarks
Hwa Kay Thai (Thailand) Co., Ltd.	Muangthong Assets Co., Ltd. and PrannaKiri Assets Co., Ltd.	<ul style="list-style-type: none"> - Hwa Kay Thai (Thailand) Co., Ltd. was a former subsidiary of the Company, but the Company transferred all of its shares in Hwa Kay Thai (Thailand) Co., Ltd. to the Company's creditors for debt settlement. - Miss Sushan Kanjanapas, daughter of Mr. Keeree Kanjanapas; Chairman, Chairman of the Executive Committee, and a major shareholder of the Company is the director of and has more than 10% interest in and control over Oriental Field Ltd., where Oriental Field Ltd. holds 49% shares in Hwa Kay Thai (Thailand) Co., Ltd. 	<ul style="list-style-type: none"> - Loan - of which THB 23mn is the principal and the rest is the interest thereon. Muangthong Assets Co., Ltd. and PrannaKiri Assets Co., Ltd. are still charging interest at the rate equivalent to their financial costs. However, Muangthong Assets Co., Ltd. and PrannaKiri Assets Co., Ltd. have already made provisions for doubtful debts for the full amount. - In 1995, Muangthong Assets Co., Ltd. and PrannaKiri Assets Co., Ltd. provided the loan to Hwa Kay Thai (Thailand) Co., Ltd. and charged an interest rate equivalent to their financial costs. The provision of the said loan took place when Hwa Kay Thai (Thailand) Co., Ltd. was still a subsidiary of the Company. At such time, it was the practice of the Company's group to provide inter-company loans among companies in the group as part of the working capital management. - All shares in Hwa Kay Thai (Thailand) Co., Ltd. held by the Company were pledged as collateral for the Company's loan and subsequently the Company transferred all of the shares to its creditors in line with the Company's business rehabilitation plan in 2006. - Both Muangthong Assets Co., Ltd. and PrannaKiri Assets Co., Ltd. have constantly undertaken to demand and collect their debts from Hwa Kay Thai (Thailand) Co., Ltd. In the previous year, Hwa Kay Thai (Thailand) Co., Ltd. already repaid some of the debt and currently the parties are negotiating to reach a mutual agreement on the remaining portion of the debt. 	53.9	54.9	This transaction occurred a long time ago. It is a normal transaction of which the interest rate is equivalent to the borrowing cost of Muangthong Assets Co., Ltd. and PrannaKiri Assets Co., Ltd.

Persons who may have a conflict of interest	Company having a related party transaction	Relationship	Description of transaction	Transaction value 2014/15 (THB mn)	Transaction value 2013/14 (THB mn)	Necessity / Remarks
EGV Co., Ltd.	The Company	– Mr. Keeree Kanjanapas, Chairman, Chairman of the Executive Committee, and a major shareholder of the Company, is a director and a major shareholder holding 40% shares in EGV Co., Ltd.	<ul style="list-style-type: none"> - Loan – of which THB 4mn is the principal and the rest is interest. The Company is still charging interest at the rate equivalent to its financial cost. However, the Company has already made a provision for doubtful debt for the full amount due to the fact that EGV Co., Ltd. ceased its operation and the Company believes that the opportunity to receive repayment is low. - EGV Co., Ltd. is a company incorporated in 1994 for joint investment as a founder of Siam Infotainment Co., Ltd., also currently known as ITV Pcl (“ITV”). - In 1995, EGV Co., Ltd. borrowed money from the Company at the interest rate equivalent to the financial cost of the Company in order to invest in ITV and EGV Co., Ltd. pledged all shares in ITV as security for the Company’s debt. Later in 2002, the Company entered into business rehabilitation. The financial institution creditor, who was the pledgee of ITV’s shares, then applied for repayment of debt with the official receiver. The official receiver ordered that such financial institution creditor would receive only a part of the debt applied for repayment. Nevertheless, such creditor filed an objection to the official receiver’s order with the Central Bankruptcy Court. The case is now pending consideration of the Supreme Court. - The only asset of EGV Co., Ltd. is its ITV shares. Those ITV shares were pledged as collateral to the Company’s financial institution creditor at no cost. Therefore, the Company will proceed to have EGV Co., Ltd. transfer these shares to the Company for debt settlement after the case between the Company and such financial institution creditor in the Supreme Court is final. - The said financial institution is in liquidation. Therefore, all of its claims have been assigned to another financial institution. - Currently, the Company is waiting for the Supreme Court’s final judgment. 	11.7	11.6	This transaction occurred a long time ago. It is a normal transaction of which the interest rate is equivalent to the Company’s borrowing cost.

MEASURES OR PROCEDURES FOR APPROVING RELATED PARTY TRANSACTIONS

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

POLICY OR TENDENCY ON RELATED PARTY TRANSACTIONS

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

If there is any related party transaction between the Company or subsidiary and a connected person or a person who may have a conflict of interest or a conflict of any kind, the Company will request the Audit Committee to review and give opinion on the necessity and appropriateness of such transaction. Moreover, if the Audit Committee does not have expertise to review such transaction, the Company will have an independent expert, independent financial advisor, or the Company's auditor provide opinion on such transaction, so that the Board of Directors or the shareholders, as the case may be, can use such opinion to support their decision making. In case where the related party transaction is proposed for the shareholders' meeting's approval, the Company shall appoint an independent financial advisor to report and give opinion on the execution of such transaction to the shareholders. The Company will disclose the related party transactions in the remarks of the financial statements as

audited by the Company's auditor, the Annual Registration Statement Disclosure Form (Form 56-1) and the Annual Report of the Company.

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

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

- **Policy on doing a new business**

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

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

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

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

Lending money is not the business of the Company. However, if it is necessary for the Company to lend money to its joint venture company to support the financing of the joint venture company in the form of

a shareholders' loan, the Company will provide the loan in proportion to its investment, except there is a necessary and appropriate cause as per the Board of Directors' consideration and approval on a case by case basis. Nevertheless, the Company has no policy to lend money to its directors, executives, major shareholders, and/or any related persons thereof, or the business in which the Company has jointly invested with such persons, except the loan is provided in proportion to the investment or it will be for the best interest of the Company or its shareholders in general. The Company shall also comply with the Relevant Rules and Regulations on Related Party Transactions. In addition, even if the size of a transaction is smaller than that required to be disclosed, the Company shall report such transaction to the Audit Committee for acknowledgement.

- **Policy on preparing documents in writing**

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

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

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

5.6 DIRECTOR AND EXECUTIVE PROFILES

as of 25 May 2015



MR. KEEREE KANJANAPAS

Age 65

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



DR. PAUL TONG

Age 74

Director

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

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

Shareholding in the Company (%)* 3,891,164,652 (32.91%)

Family Relationship among the Executives Father of Mr. Kavin Kanjanapas

Working Experience for the 5-year Period

- 2006 - Present Chairman, BTS Group Holdings Pcl
- 2010 - Present Chairman of the Executive Committee, BTS Group Holdings Pcl
- 2012 - Present Chairman of the Corporate Governance Committee, BTS Group Holdings Pcl
- 1993 - Present Director, BTS Group Holdings Pcl
- 1993 - 2006 Managing Director, BTS Group Holdings Pcl

Other Listed Companies in Thailand

2012 - Present Chairman, VGI Global Media Pcl

Other Companies

- 2015 - Present Chairman of the Executive Committee, Bangkok Mass Transit System Pcl
- 2010 - Present Chairman, Bangkok Mass Transit System Pcl
- 1996 - Present Director, Bangkok Mass Transit System Pcl
- 1996 - 2015 Chief Executive Officer, Bangkok Mass Transit System Pcl
- 2015 - Present Director, BSS Holdings Co., Ltd.
- 2010 - Present Director, Carrot Rewards Co., Ltd.
- 2009 - Present Director, Nuvo Line Agency Co., Ltd.
- 2009 - Present Director, BTS Land Co., Ltd.
- 2009 - Present Director, Bangkok Smartcard System Co., Ltd.
- 1994 - Present Director, Tanayong International Limited
- 1993 - Present Director, PrannaKiri Assets Co., Ltd.
- 1992 - Present Director, Tanayong Food and Beverage Co., Ltd.
- 1991 - Present Director, Thana City Golf & Sports Club Co., Ltd.
- 1990 - Present Director, Siam Paging and Communication Co., Ltd.
- 1990 - Present Director, Tanayong Property Management Co., Ltd.
- 1988 - Present Director, Muangthong Assets Co., Ltd.
- 2010 - 2015 Director, Kamkoong Property Co., Ltd.
- 2010 - 2012 Director, Kampoo Property Co., Ltd.
- 2007 - 2012 Director, Kamala Beach Resort & Hotel Management Co., Ltd.
- 2009 - 2010 Director, BTS Assets Co., Ltd.

Date of Registration as Director: 20 February 2007

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

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

Family Relationship among the Executives -

Working Experience for the 5-year Period

2007 - Present Director, BTS Group Holdings Pcl

Other Listed Companies in Thailand -None-

Other Companies

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

**DR. ANANT ARBHABHIRAMA**

Age 77

Executive Director / Corporate Governance
Committee Member / Authorised Director

Date of Registration as Director: 7 May 1998

Education

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

Shareholding in the Company (%)*

-

Family Relationship among the Executives

-

Working Experience for the 5-year Period

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

Other Listed Companies in Thailand -None-**Other Companies**

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

**MR. SURAPONG LAOHA-UNYA**

Age 53

Executive Director / Authorised Director

Date of Registration as Director: 30 July 2010

Education

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

Shareholding in the Company (%)*

5,552,627 (0.05%)

Family Relationship among the Executives

-

Working Experience for the 5-year Period

2010 - Present	Executive Director / Director, BTS Group Holdings Pcl
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Other Listed Companies in Thailand

2006 - Present	Director, VGI Global Media Pcl
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Other Companies

2015 - Present	Executive Director / Chief Executive Officer / Chief Operating Officer (acting), Bangkok Mass Transit System Pcl
2006 - 2015	Chief Operating Officer, Bangkok Mass Transit System Pcl
2006 - Present	Director, Bangkok Mass Transit System Pcl
2015 - Present	Director, BSS Holdings Co., Ltd.
2014 - Present	Director, Bangkok Payment Solutions Co., Ltd.
2010 - Present	Director, Carrot Rewards Co., Ltd.
2009 - Present	Director, Nuvo Line Agency Co., Ltd.
2009 - Present	Director, BTS Land Co., Ltd.
2009 - Present	Executive Director / Director, Bangkok Smartcard System Co., Ltd.
2010 - 2015	Director, Kamkoong Property Co., Ltd.
2010 - 2012	Director, Kampoo Property Co., Ltd.
2009 - 2010	Director, BTS Assets Co., Ltd.

Other Organisations

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

**MR. KAVIN KANJANAPAS**

Age 40

Executive Director /
Chief Executive Officer /
Authorised Director**MR. RANGSIN KRITALUG**

Age 53

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

Date of Registration as Director: 23 January 2007

Education

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

Shareholding in the Company (%)*

602,459,295 (5.10%)

Family Relationship among the Executives

Son of Mr. Keeree Kanjanapas

Working Experience for the 5-year Period

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

Other Listed Companies in Thailand

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

2003 - Present Director, VGI Global Media Pcl

Other Companies

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

Date of Registration as Director: 19 December 1997

Education

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

Shareholding in the Company (%)*

-

Family Relationship among the Executives

-

Working Experience for the 5-year Period

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

Other Listed Companies in Thailand -None-**Other Companies**

2015 - Present	Director, BTS Sansiri Holding Two Limited
2014 - Present	Director, BTS Sansiri Holding One Limited
2014 - Present	Director, Primary Kitchen Co., Ltd.
2014 - Present	Director, Little Corner Co., Ltd.
2014 - Present	Director, Mak8 Co., Ltd.
2013 - Present	Director, Man Kitchen Co., Ltd.
2011 - Present	Director, BTS Land Co., Ltd.
2010 - Present	Director, Nuvo Line Agency Co., Ltd.
2008 - Present	Director, Siam Paging and Communication Co., Ltd.
2008 - Present	Director, Absolute Hotel Services Co., Ltd.
2007 - Present	Director, Muangthong Assets Co., Ltd.
2007 - Present	Director, HHT Construction Co., Ltd.
2001 - Present	Director, DNAL Co., Ltd.
2001 - Present	Director, Tanayong Food and Beverage Co., Ltd.
2001 - Present	Director, PrannaKiri Assets Co., Ltd.
2001 - Present	Director, Tanayong Property Management Co., Ltd.
2001 - Present	Director, Yongsu Co., Ltd.
1998 - Present	Director, Thana City Golf & Sports Club Co., Ltd.
2010 - 2015	Director, BTS Assets Co., Ltd.
2010 - 2015	Director, Kamkoong Property Co., Ltd.
2010 - 2012	Director, Kampoo Property Co., Ltd.
2007 - 2012	Director, Kamala Beach Resort & Hotel Management Co., Ltd.



MR. KONG CHI KEUNG

Age 40

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



PROFESSOR LT. GEN. PHISAL THEPSITHAR

Age 83

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

Date of Registration as Director: 23 January 2007

Education

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

Shareholding in the Company (%)*

3,200,000 (0.03%)

Family Relationship among the Executives

-

Working Experience for the 5-year Period

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

Other Listed Companies in Thailand

2000 - Present	Director, VGI Global Media Pcl
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Other Companies

2015 - Present	Member of Executive Committee, Bangkok Mass Transit System Pcl
2012 - Present	Chief Financial Officer, Bangkok Mass Transit System Pcl
2010 - 2013	Director, Bangkok Mass Transit System Pcl
2015 - Present	Director, ATS Rabbit Special Purpose Vehicle Co., Ltd.
2014 - Present	Director, Bangkok Payment Solutions Co., Ltd.
2010 - Present	Director, Tanayong Hong Kong Limited
2010 - Present	Director, VGI Advertising China Co., Ltd.
2008 - Present	Director, Absolute Hotel Services Co., Ltd.
2010 - 2015	Director, BTS Assets Co., Ltd.

Date of Registration as Director: 4 August 2000

Education

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

Shareholding in the Company (%)*

80,000 (0.001%)

Family Relationship among the Executives

-

Working Experience for the 5-year Period

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

Other Listed Companies in Thailand

1999 - Present	Chairman of the Audit Committee / Nomination and Remuneration Committee Member / Independent Director, President Rice Products Pcl
1997 - Present	Chairman of the Audit Committee / Independent Director, Rockworth Pcl
2005 - 2012	Independent Director, President Bakery Pcl

Other Companies

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

Other Organisations

2014 - Present	Chairman of the Dental Product Commission, Class 22, Thai Industrial Standards Institute, Ministry of Industry
2014 - Present	Member of Audit Subcommittee, Board of National Health Security Office
2013 - Present	President, The Dental Association of Thailand
2013 - Present	Director, The Dental Council
2009 - Present	Legal Counselor / Member of the Subcommittee on Excessive Expense Deduction of Service Units, National Health Security Office
2007 - Present	Awards and Honors Judge, Sordetch Phra Mahitala Dhibesra Adulyadej Vikrom the Prince Father Foundation
2004 - Present	Chairman, Dental Public Health Foundation
2004 - Present	Chairman, Thai Dentist Against Tobacco Project
2004 - 2010	Director, Board of Sanatorium, Ministry of Public Health
2004 - 2010	Director / Chairman of Appeal Case Screening Subcommittee, Board of National Health Security Office



**PROFESSOR DR. AMORN
CHANDARA-SOMBOON**

Age 85

Independent Director



MR. SUCHIN WANGLEE

Age 79

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

Date of Registration as Director: 30 July 2010

Date of Registration as Director: 30 July 2010

Education

- Doctoral Degree, Public International Law, Paris University, France
- Bachelor of Law, Thammasat University
- Honorary Doctoral Degree of Law, Thammasat University
- Honorary Doctoral Degree of Law, Chulalongkorn University
- Honorary Doctoral Degree of Law, Ramkhamhaeng University
- Distinguished Research Professor, Sukhothai Thammathirat Open University
- Certificate, National Defence College of Thailand (Class 14)
- Certificate Programs of Thai Institute of Directors, i.e. Director Certification Program (DCP) Year 2003, Directors Accreditation Program (DAP) Year 2003, Finance of Non-Finance Director (FND) Year 2003, Audit Committee Program (ACP) Year 2009, Monitoring the System of Internal Control and Risk Management (MIR) Year 2009, Monitoring the Internal Audit Function (MIA) Year 2009, Monitoring the Quality of Financial Reporting (MFR) Year 2009, Financial Institutions Governance Program (FGP) Year 2011

Shareholding in the Company (%)* -

Family Relationship among the Executives -

Working Experience for the 5-year Period

2010 - Present Independent Director, BTS Group Holdings Pcl

Other Listed Companies in Thailand

2005 - Present Nomination and Remuneration Committee Member, Bangkok Bank Pcl

2003 - Present Risk Management Committee Member, Bangkok Bank Pcl

1990 - Present Member of the Board of Executive Directors, Bangkok Bank Pcl

1988 - Present Director, Bangkok Bank Pcl

Other Companies -None-

Other Organisations

2010 - Present Member of Honorary Committee of NIDA Council, National Institute of Development Administration (NIDA)

2010 - Present Distinguished Scholar, Law Faculty, National Institute of Development Administration (NIDA)

2010 - Present Honorary Member of Academic Committee, National Institute of Development Administration (NIDA)

2000 - Present Honorary Member of University Council, Mahidol University

2000 - Present Chairperson of the Council of State No. 4, Office of the Council of State

1996 - Present Honorary Member of University Council, Ubon Ratchathani University

1984 - 2014 Member of the Advisory Council, Sasri Graduate Institute of Business Administration of Chulalongkorn University

Education

- Bachelor Degree Electrical Engineering, Northrop Institute of Technology, USA
 - Executive Course, Harvard University, USA
 - Role of the Chairman Program (RCP) Year 2001, Thai Institute of Directors
 - Top Executive Program (CMA 9) Year 2009, Capital Market Academy
 - Top Executive Program in Commerce and Trade, Commerce Academy 2010
 - The Urban Development & Administration Training Course for the Executive Administrator, Year 2011, Urban Green Development Institute
 - Thailand Insurance Leadership Program, Year 2012, Office of Insurance Commission
 - Director Accreditation Program (DAP) Year 2013, Thai Institute of Directors
- 7,680,023 (0.06%)

Shareholding in the Company (%)*

Family Relationship among the Executives -

Working Experience for the 5-year Period

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

2010-Present Nomination and Remuneration Committee Member, BTS Group Holdings Pcl

Other Listed Companies in Thailand

2013 - Present Audit Committee Member, Serm Suk Pcl

2012 - Present Chairman of the Compensation Committee, Serm Suk Pcl

2011 - Present Vice Chairman, Serm Suk Pcl

2010 - Present Independent Director, Serm Suk Pcl

2010 - Present Vice Chairman, Thai Metal Drums MFG. Pcl

2009 - Present Chairman of the Remuneration and Nomination Committee, Thai Metal Drums MFG. Pcl

1989 - Present Director, Thai Metal Drums MFG. Pcl

2001 - Present Chairman, Navakij Insurance Pcl

1993 - Present Director, Navakij Insurance Pcl

1999 - Present Chairman, Thaire Life Assurance Pcl

1994 - Present Independent Director, Varopakorn Pcl

1978 - Present Chairman / Independent Director, Thai Reinsurance Pcl

1969 - 2013 Independent Director, Thai-German Ceramics Industry Pcl

Other Companies

2014 - Present Advisor, The Falcon Insurance Pcl

2007 - 2014 Chairman, The Falcon Insurance Pcl

1970 - 2014 Director, The Falcon Insurance Pcl

2007 - Present Director, Aqua Infinite Co., Ltd.

2006 - Present Director, Wanglee Pattana Co., Ltd.

2005 - Present Director, Rajadamri Hotel Pcl

1991 - Present Chairman, Rangsit Plaza Co., Ltd.

1990 - Present Director, Nuchapon Co., Ltd.

1988 - Present Director, The Pet Co., Ltd.

1982 - Present Chairman, Sathorn Thani Co., Ltd.

1968 - Present Director, Wanglee Co., Ltd.

1988 - 2010 Director, Thai-Petchaboon Co., Ltd.

Other Organisations

1971 - 2010 Director, The General Insurance Association

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



PROFESSOR CHAROEN WATTANASIN

Age 78

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



MR. CHEONG YING CHEW, HENRY

Age 67

Independent Director

Date of Registration as Director: 30 July 2010

Education

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

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

Family Relationship among the Executives -

Working Experience for the 5-year Period

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

Other Listed Companies in Thailand -None-

Other Companies -None-

Other Organisations

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

Date of Registration as Director: 30 July 2010

Education

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

Shareholding in the Company (%)* -

Family Relationship among the Executives -

Working Experience for the 5-year Period

2010 - Present Independent Director, BTS Group Holdings Pcl

Other Listed Companies in Thailand -None-

Other Companies

2015 - Present	Independent Non-Executive Director, CK Hutchison Holdings Limited
2015 - Present	Independent Non-Executive Director, Skyworth Digital Holdings Limited
2009 - Present	Independent Non-Executive Director, Hutchison Telecommunications Hong Kong Holdings Limited
2008 - Present	Independent Non-Executive Director, CNNC International Limited
2007 - Present	Independent Non-Executive Director, New World Department Store China Limited
2006 - Present	Independent Non-Executive Director, Greenland Hong Kong Holdings Limited
2004 - Present	Independent Non-Executive Director, Cheung Kong (Holdings) Limited
2000 - Present	Independent Non-Executive Director, TOM Group Limited
1997 - Present	Deputy Chairman / Executive Director, Worldsec Limited
1996 - Present	Independent Non-Executive Director, Cheung Kong Infrastructure Holdings Limited
2010 - 2015	Independent Non-Executive Director, Creative Energy Solutions Holdings Limited
2000 - 2012	Independent Non-Executive Director, Excel Technology International (currently known as Hong Kong Jewellery Holding Limited)

Other Organisations

2009-2015	Member, Securities and Futures Appeals Tribunal, Hong Kong
2009-2015	Member, Advisory Committee of the Securities and Futures Commission, Hong Kong
2005-2011	Member, The Disciplinary Panel (Panel A) of the Hong Kong Institute of Certified Public Accountants



**MRS. DUANGKAMOL
CHAICHANAKAJORN**

Age 55

Accounting Director

- Education**
- MBA, Thammasat University
 - BA, Thammasat University
- Shareholding in the Company (%)*** 330,504 (0.003%)
- Family Relationship among the Executives** -
- Working Experience for the 5-year Period**
- 2001 - Present Accounting Director, BTS Group Holdings Pcl
- Other Listed Companies in Thailand** -None-
- Other Companies** -None-



MRS. PATCHANEEYA POOTME

Age 63

Corporate Communications Director

- Education**
- BA (English Major), Ramkhamhaeng University
- Shareholding in the Company (%)*** 16 (0.0000001%)
- Family Relationship among the Executives** -
- Working Experience for the 5-year Period**
- 2010 - Present Corporate Communications Director, BTS Group Holdings Pcl
- Other Listed Companies in Thailand** -None-
- Other Companies**
- 2002 - Present Corporate Communications Department Manager, Bangkok Mass Transit System Pcl



MR. SURAYUT THAVIKULWAT

Age 43

Chief Financial Officer

- Education**
- MBA, Ross School of Business, University of Michigan - Ann Arbor, USA
 - BA, Chulalongkorn University
 - TLCA Executive Development Program (EDP 7) Year 2011, Thai Listed Companies Association
 - Poom Palung Pandin Program (PPP 1) Year 2012, Chulalongkorn University
 - How to Develop a Risk Management Plan (HRP) Year 2014, Thai Institute of Directors
- Shareholding in the Company (%)*** 132,632 (0.001%)
- Family Relationship among the Executives** -
- Working Experience for the 5-year Period**
- 2011 - Present Chief Financial Officer, BTS Group Holdings Pcl
- Other Listed Companies in Thailand**
- 2015 - Present Director, U City Pcl
- 2010 - 2011 Chief Financial Officer, Unique Mining Services Pcl
- 1998 - 2010 SVP, Head of Strategic Planning & Budgeting, Bangkok Bank Pcl
- Other Companies**
- 2015 - Present Director, BTS Assets Co., Ltd.
- 2015 - Present Director, Kamkoong Property Co., Ltd.
- 1994 - 1996 Senior Auditor, EY Office Limited
- Other Organisations**
- 2014 - Present President of Thai Investor Relations Club, Thai Listed Companies Association
- 2013 - 2014 Director of Thai Investor Relations Club, Thai Listed Companies Association
- 2013 - Present Managerial Accounting Committee, Federation of Accounting Professions under the Royal Patronage of H.M. the King



MR. DANIEL ROSS

Age 39

Financial Director / Head of Investor Relations

- Education**
- Bachelor of Science in Mathematics (First Class Honours) King's College, University of London, UK
 - Director Certification Program (DCP) Year 2009, Thai Institute of Directors
 - TLCA Executive Development Program (EDP 14) Year 2014, Thai Listed Companies Association
- Shareholding in the Company (%)*** 238,480 (0.002%)
- Family Relationship among the Executives** -
- Working Experience for the 5-year Period**
- 2009 - Present Financial Director / Head of Investor Relations, BTS Group Holdings Pcl
- Other Listed Companies in Thailand**
- 2015 - Present Director, U City Pcl
- Other Companies**
- 2015 - Present Director, BTS Assets Co., Ltd.
- 2015 - Present Director, Kamkoong Property Co., Ltd.
- 2008 - 2010 Audit Committee Member / Independent Director, SFG Pcl
- 2007 - 2009 Director and Project Management Committee Member, AP Pacific Star Co., Ltd. (Ratchada)
- 2007 - 2009 Director and Project Management Committee Member, AP Pacific Star Co., Ltd. (Sathorn)
- 2006 - 2009 Vice President and Head of Investments, Pacific Star International (Thailand) Co., Ltd.
- 2002 - 2006 Associate Director, Mullis Partners
- 1999 - 2001 Credit Analyst, Global Markets, JPMorganChase, London
- Other Organisations**
- 2002 Business Relations Associate, Stock Exchange of Thailand



MISS CHAWADEE RUNGRUANG

Age 38

Financial Controller

Education

- MBA, Chulalongkorn University
- BA, Chulalongkorn University
- TLCA Executive Development Program (EDP 12) Year 2013, Thai Listed Companies Association

Shareholding in the Company (%)* 59,208 (0.001%)

Family Relationship among the Executives -

Working Experience for the 5-year Period

2011 - Present Financial Controller, BTS Group Holdings Pcl

Other Listed Companies in Thailand

2003 - 2010 Assistant Corporate Controller, Central Plaza Hotel Pcl

Other Companies

1998 - 2003 Senior Auditor, EY Office Limited



MR. PIPOP INTARATUT

Age 44

Internal Audit Office Director

Education

- Bachelor of Business Administration (Accounting), Ramkhamhaeng University
- Master of Business Administration (Financial), Ramkhamhaeng University
- Audit Committee Program (ACP), Thai Institute of Directors
- Monitoring Fraud Risk Management (MFM), Thai Institute of Directors
- Monitoring the System of Internal Control and Risk Management (MIR), Thai Institute of Directors
- Monitoring the Internal Audit Function (MIA), Thai Institute of Directors
- Monitoring the Quality of Financial Reporting (MFR), Thai Institute of Directors
- Company Secretary Program, Thai Institute of Directors
- Economic Value Added (EVA), Fiscal Policy Office
- TLCA Annual Risk Management Conference 2011, Thai Listed Companies Association
- CEO & Integrated Management, The Institute of Internal Auditors of Thailand
- Audit Change from Internal Auditor to Consultant, The Institute of Internal Auditors of Thailand
- ISO/IEC 27001:2013 Transaction Training Course FDIS Stage, BSI Group (Thailand) Co., Ltd.
- Anti - Corruption for Executive, Thai Institute of Directors
- Director Accreditation Program (DAP), Thai Institute of Directors

Working Experience for the 5-year Period

2011 - Present Internal Audit Office Director, BTS Group Holdings Pcl

Other Listed Companies in Thailand

2012 - Present Internal Audit Director, VGI Global Media Pcl

Other Companies

2005 - Present Internal Audit Director, Bangkok Mass Transit System Pcl

Other Organisations

2014 - Present Risk and Internal Control Club Committee Member, Thai Listed Companies Association



MISS CHAYADA YODYINGTAMMAKUL

Age 38

Legal Director / Company Secretary

Education

- Master of Laws (LL.M) in Commercial Law, University of Bristol, UK
- Bachelor of Laws (LL.B), Thammasat University
- Thai Barrister at law, Institute of Legal Education of the Thai Bar
- Corporate Secretary Development Program Year 2008, Thai Listed Companies Association
- Director Certification Program (DCP) Year 2011, Thai Institute of Directors
- Thai Intelligent Investors Program (TIIP4) Year 2013, Thai Investors Association

Shareholding in the Company (%)* 446,264 (0.004%)

Family Relationship among the Executives -

Working Experience for the 5-year Period

2011 - Present Company Secretary, BTS Group Holdings Pcl

2008 - 2010 Company Secretary, BTS Group Holdings Pcl

2007 - Present Legal Director, BTS Group Holdings Pcl

Other Listed Companies in Thailand

-None-

Other Companies

2000 - 2007 Lawyer, Baker & McKenzie Ltd.

* % of a total of 11,823,410,261 shares having the voting rights, including shares held by their spouse and minor children

INFORMATION ON POSITION OF DIRECTORS AND EXECUTIVES IN SUBSIDIARIES, ASSOCIATED COMPANIES AND JOINTLY CONTROLLED ENTITIES

(as of 25 May 2015)

Companies	Directors and Executives																	
	1. Mr. Keeree Kanjanapas	2. Dr. Paul Tong	3. Dr. Anat Arbhahirama	4. Mr. Surapong Laoha-Unya	5. Mr. Kavin Kanjanapas	6. Mr. Rangsin Kritalug	7. Mr. Kong Chi Keung	8. Professor Lt. Gen. Phisal Thepsithar	9. Professor Dr. Amorn Chandara-Somboon	10. Mr. Suchin Wanglee	11. Professor Charoen Wattanasin	12. Mr. Cheong Ying Chew, Henry	13. Mrs. Duangkamol Chaichanakajorn	14. Mrs. Patchaneeya Poolme	15. Mr. Surayut Thavikulwat	16. Mr. Daniel Ross	17. Miss Chawadee Rungruang	18. Miss Chayada Yodyingammakul
BTS Group Holdings Pcl	A,B	G	E,G	E,G	C,E,G	E,G	D,E,G	H,J	J	I,J	I,J	J	K	K	K	K	K	K
Bangkok Mass Transit System Pcl	A,B		F	C,E,G	G		F,K											
BTS Rail Mass Transit Growth Infrastructure Fund																		
VGI Global Media Pcl	A			G	B, G		G											
VGI Advertising Media Co., Ltd.					G													
999 Media Co., Ltd.					G													
888 Media Co., Ltd.					G													
Point of View (POV) Media Group Co., Ltd.					G													
VGI Advertising China Co., Ltd.					G		G											
Midas Global Media Co., Ltd.																		
Master Ad Pcl																		
LED Advance Co., Ltd.																		
PrannaKiri Assets Co., Ltd.	G				G	G												
Siam Paging and Communication Co., Ltd.	G				G	G												
DNAL Co., Ltd.						G												
Muangthong Assets Co., Ltd.	G				G	G												
BTS Land Co., Ltd.	G		G	G	G	G												
Tanayong Food and Beverage Co., Ltd.	G				G	G												
Tanayong Property Management Co., Ltd.	G				G	G												
Yongsu Co., Ltd.						G												
Thana City Golf & Sports Club Co., Ltd.	G				G	G												
Nuvo Line Agency Co., Ltd.	G			G	G	G												
Mak8 Co., Ltd.					G	G												
Bayswater Co., Ltd.																		
BTS Sansiri Holding One Limited						G												
BTS Sansiri Holding Two Limited						G												
U City Pcl														G	G			
Tanayong International Limited	G																	
Tanayong Hong Kong Limited					G		G											
Carrot Rewards Co., Ltd.	G			G	G													
Primary Kitchen Co., Ltd.					G	G												
BSS Holdings Co., Ltd.	G			G	G													
Bangkok Smartcard System Co., Ltd.	G			E,G	E,G													
Little Corner Co., Ltd.					G	G												
Man Kitchen Co., Ltd.					G	G												
Bangkok Payment Solutions Co., Ltd.				G			G											
ATS Rabbit Special Purpose Vehicle Co., Ltd.							G											
HHT Construction Co., Ltd.						G												
Absolute Hotel Services Co., Ltd.					G	G	G											
Absolute Hotel Services Hong Kong Limited					G													

The Company	Subsidiaries	Associated Companies	Jointly Controlled Entities
A = Chairman	B = Chairman of the Executive Committee	C = Chief Executive Officer	D = Deputy Chief Executive Officer
E = Executive Director	F = Member of the Executive Committee	G = Director	H = Chairman of the Audit Committee
I = Audit Committee	J = Independent Director	K = Executive	

DETAILS OF DIRECTORS IN SUBSIDIARIES

As of 31 March 2015, the Company had a total of 30 subsidiaries, of which 2 subsidiaries, i.e., Bangkok Mass Transit System Pcl and VGI Global Media Pcl, were material subsidiaries as each of them generated more than 10% of the total revenue pursuant to the consolidated statements of income of 2014/15. The directors of these 2 subsidiaries are as follows:

Companies	Directors														
	1. Mr. Keeree Kanjanapas	2. Mr. Chulchit Bunyaketu	3. Mr. Surapong Laoha-Unya	4. Mrs. Voravan Tarapoom	5. Mr. Anan Santichewasatian	6. Mr. Kavin Kanjanapas	7. Mr. Wasin Wat tanaworakijkul	8. Mr. Sudhipongse Phuaphanprasert	9. Mrs. Pichitra Mahaphon	10. Mr. Kong Chi Keung	11. Mr. Marut Arthakaivalee	12. Mr. Chan Kin Tak	13. Associate Professor Jaruporn Viyanant	14. Mrs. Maneeporn Siriwatanawong	15. Mr. Mana Jantanyingyong
Bangkok Mass Transit System Pcl	A	B	A	A	B	A	A	A	B						
VGI Global Media Pcl	A		A			A				A	A	A	B	B	B

A = Director

B = Independent Director



6.0

FINANCIAL REPORT

In this Section we provide information on the financial position of the Company including the Audited Financial Statements. You will also find the Director's Responsibility Report, Audit Committee Report, and Independent Auditor's Report. The Management Discussion and Analysis can be found in Section 4.4

- 6.1 Directors' Responsibility Report
- 6.2 Audit Committee Report
- 6.3 Independent Auditor's Report
- 6.4 Audited Financial Statements
- 6.5 Notes to Consolidated Financial Statements

6.1

DIRECTORS' RESPONSIBILITY REPORT

Report on the Responsibilities of the Board of Directors for the Financial Report

The Board of Directors of BTS Group Holdings Public Company Limited is responsible for the financial statements of the Company and its subsidiaries, which have been prepared in accordance with generally accepted accounting standards (GAAP) in Thailand under the Accounting Profession Act B.E. 2547, and the presented in compliance with stipulations under Accounting Act B.E. 2543. The Board is aware of the accounting policies and believes that these are appropriate and have been consistently applied. The notes to the financial statements disclose details of useful and material financial information supported by reasonable and prudent judgments and estimations where necessary. The Company's external auditor has audited the financial statements and expressed an unqualified opinion in the auditor's report.

The Board of Directors further recognises the importance of presenting a comprehensive view of the Company's financial position and has reviewed and included in this annual report, the Management's discussion and analysis report on the Company's business performance for the benefit of shareholders and other stakeholders.

The Board is also responsible for overseeing that an effective system of corporate governance, including risk management, internal controls and compliance is put in place in order to have reasonable assurance that the financial records of the Company are accurate and complete. The Board evaluates the adequacy of the internal controls system on an annual basis.

The Board of Directors has also appointed the Audit Committee, entirely comprised of Independent Directors, to oversee the accuracy and adequacy of the financial reporting process as well as review the suitability and efficiency of the internal control and independence of the internal audit system. The opinion of the Audit Committee is shown in the Audit Committee Report contained in this Annual Report.

In the opinion of the Board, the audited financial statements and accompanying notes show essential and accurately the financial status, performance and cash flow of the Company during the reporting period in accordance with GAAP, and that the management discussion and analysis offer a fair and relevant view of the business performance of the Company. Further, that the Company has established and maintains a system of corporate governance and internal controls that give reasonable assurance on the integrity of the financial reporting procedures.



Mr. Keeree Kanjanapas

Chairman of the Board of Directors



Mr. Kavin Kanjanapas

Executive Director

To the Shareholders and the Board of Director of BTS Group Holdings Public Company Limited.

The Audit Committee of BTS Group Holdings Public Company Limited (“the Company”) consists of 3 Independent Directors, namely Lt. Gen. Phisal Thepsithar as the Chairman of the Audit Committee, Mr. Suchin Wanglee and Mr. Charoen Wattanasin as the Members of the Audit Committee and Mr. Pipop Intaratut as the Secretary to the Audit Committee. The Audit Committee has the duties and core responsibilities as assigned by the Board of Directors in accordance with its Charter as follows:

1. To review the Company’s financial reporting process to ensure that it is accurate, accordance with generally accepted accounting principles and adequate disclosure;
2. To review The Company’s internal control system, internal audit system and risk assessment policy to ensure that the system are suitable and efficient, to consider the independency of the internal audit office as well as to approve, jointly with the Chief Executive Officer,* the appointment, transfer and dismissal of the head of the Internal Audit Office or the head of any other unit in charge of an internal audit;
3. To review that the Company is in compliance with the securities and exchange laws, the regulations of the Stock Exchange of Thailand and the laws relevant to the Company’s businesses;
4. To consider, select, and nominate independent person(s) to be elected as the Company’s external auditor(s), to terminate the Company’s external auditor(s),* to propose their remuneration, and to attend a meeting with the external auditor(s) without the management at least once a year;
5. To consider the connected transactions, or the transactions that may lead to conflicts of interest, to ensure that they are in compliance with the law and the Stock Exchange’s regulations, and are reasonable and for the utmost benefit of the Company;
6. To prepare, and to disclose in the Company’s annual report, the Audit Committee Report which must be signed by the Chairman of the Audit Committee and contain certain specified details;
7. To review and comment on the internal audit office plan, and performance of duties, the Audit Committee has the power to invite the management, the executives directors or employees of the Company, to participate with the Audit Committee to dedicates their comments or send support documents as deemed necessary.
8. Duty of the Audit Committee. If it is found or suspected. The following items or actions. Which may have a significant impact on the financial position and results of operations of the Company. The Audit Committee reports to the Board of Directors. To continue to improve in time, the Audit Committee deems appropriate:
 - (1) the transactions that may have a conflict of interest.
 - (2) fraud or irregularity or a defect in the internal control system.
 - (3) breach of the Securities and Exchange Commission (SEC) requirements of the Stock Exchange of Thailand (SET), Laws relating to the business of the Company.

If the Board of Directors or the management does not perform to make a rectification within time that the Audit Committee deems appropriate. Any one of Audit Committee may report the such transactions or operation to SEC or SET.

* The Audit Committee has approved the Audit Committee Charter and was presented to the Board of Directors’ Meeting for approval on May 25, 2015.

9. Consider, review and update the Audit Committee Charter and presented to the Board of Directors for approval.
10. To perform any other act as assigned by the Board of Directors, with prior content of the Audit Committee.

In 2014/2015, the Audit Committee has performed the duties as follows;

1. Reviewed the Company's financial reports, including quarterly and annual financial statements with regards to their accuracy and adequacy of disclosure. The Audit Committee had meetings with the Company's auditor and found no causes to believe that such financial reports were not accurate as mentioned by Generally Accepted Accounting Principles.
2. Reviewed and ensured the Company has an appropriate and efficient internal control and internal audit system by internal audit office is under Audit Committee perform to evaluate the appropriateness and effectiveness of the internal control system to ensure internal control system of the company has and appropriate and adequate internal control system in each of the Company's activities to achieve the purpose and goals of the Company and to manage the Company's business.
3. Considered, reviewed and evaluated the Company's risk assessment process on a quarterly basis as well as gave advice, suggestion and support the performance of the board of director and executive management in relation to risk management policy.
4. Reviewed the Company's operations to be in compliance with the law on securities and the Stock Exchange, the Stock Exchange's regulations, and the laws relating to the Company's business. Conducted meetings with the management and head of related department to ensure the company had good and efficient operations and management processes in accordance with the principle of good corporate governance.
5. Considered, selected and nominated independent persons to act as the Company's auditor by proposing to the Board of Directors to appoint any one of Mr. Narong Puntawong, Certified Public Accountant (Thailand) No. 3315, and/or Mr. Supachai Phanyawattano, Certified Public Accountant (Thailand) No.3930, and/or Miss Siraporn Ouaanunkun, Certified Public Accountant (Thailand) No. 3844 from EY Office Limited to act as the Company's auditor for the fiscal year ended March 31, 2015 to review and give opinion on the Company's financial statements. The audit fee was not more than THB 3.3 million. Such appointment and fee were approved by the Board of Directors and the General Meeting of Shareholders of the Company, In addition, The Audit Committee members also participated in a private meeting with the company's auditor without any executive management to ensure that the auditors can independently performed their function appropriately.
6. Considered and reviewed the connected transactions or the transactions that may lead to conflicts of interest between the Company with related person or related companies whether these transactions were complied and practiced to trade of condition and business agreement. The Company's auditors were of the opinion that such transaction were significant and disclosed such transactions in the financial statements and notes to the financial statements. The Audit Committee agreed with the auditor that such transactions were reasonable.
7. During the period between 1 April 2014 and 31 March 2015, the Audit Committee had a total of 6 meetings. Each member of Audit Committee attended the Audit Committee Meeting as follows:

Name	Title	Numbers of Attendances
Lt. Gen Phisal Thepsithar	Chairman of the Audit Committee	6/6
Mr. Suchin Wanglee	Audit Committee	6/6
Mr. Charoen Wattanasin	Audit Committee	6/6

8. Overall, the Audit Committees received full cooperation from the relevant units and persons in performing their duties and therefore, was able to perform its duties efficiently.
9. Prepared this Audit Committee Report and disclosed the Report signed by the Chairman of the Audit Committee in the Annual Report 2014/15.
10. All members of the Audit Committee attended training sessions, seminars and meetings regarding the roles and responsibilities of the Audit Committee that were arranged by state agencies, the private sector, professional councils or the Thai institute of Directors in order to enhance the knowledge and understanding of the Audit Committee to perform their duties more efficiently.
11. Overall, the Audit Committee is of the opinion that the performing duties under the Audit Committee charter, can be independently performed, in line with the principles of good corporate governance. In this regard with fully cooperation and support of all parties, the Audit Committee can be efficiently performing functions with a responsible and satisfactory.



Lt. Gen (Phisal Thepsithar)

Chairman of the Audit Committee

6.3

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of BTS Group Holdings Public Company Limited

I have audited the accompanying consolidated financial statements of BTS Group Holdings Public Company Limited and its subsidiaries, which comprise the consolidated statement of financial position as at 31 March 2015, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information, and have also audited the separate financial statements of BTS Group Holdings Public Company Limited for the same period.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with Thai Standards on Auditing. Those standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

Opinion

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of BTS Group Holdings Public Company Limited and its subsidiaries and of BTS Group Holdings Public Company Limited as at 31 March 2015, and their financial performance and cash flows for the year then ended, in accordance with Thai Financial Reporting Standards.

Emphasis of matter

I draw attention to Note 4 to the financial statements regarding the change in accounting policies as the result of adoption of Thai Financial Reporting Standard Interpretation 4 *Determining Whether an Arrangement Contains a Lease*, Thai Financial Reporting Standard Interpretation 12 *Service Concession Arrangements* and Thai Accounting Standard Interpretation 29 *Service Concession Arrangements: Disclosures*. The Company has restated the consolidated financial statements for the year ended 31 March 2014, presented herein as comparative information, to reflect the adjustments resulting from such change. The Company has also presented the consolidated statements of financial position as at 1 April 2013 as comparative information, using the newly adopted accounting policies for these financial reporting standards. My opinion is not qualified in respect of this matter.



Siraporn Ouaanunkun

Certified Public Accountant (Thailand) No. 3844

EY Office Limited

Bangkok: 25 May 2015

6.4

BTS Group Holdings Public Company Limited and its subsidiaries

STATEMENT OF FINANCIAL POSITION

(Unit: Baht)

	Note	Consolidated financial statements			Separate financial statements	
		As at 31 March 2015	As at 31 March 2014 (Restated)	As at 1 April 2013	As at 31 March 2015	As at 31 March 2014
Assets						
Current assets						
Cash and cash equivalents	8	10,111,920,166	8,668,509,431	3,513,281,951	605,765,222	3,087,464,920
Current investments	9	6,371,376,986	23,496,310,306	993,849,166	1,364,933,232	1,496,269,625
Bank account for advances from cardholders	10	210,533,123	152,684,948	78,881,627	-	-
Trade and other receivables	11	1,218,140,448	1,074,454,681	945,646,126	78,827,789	354,132,177
Current portion of receivable under concession agreement	4, 12	92,205,164	90,020,296	77,596,722	-	-
Current portion of receivable under finance lease agreement	4, 13	27,944,786	26,341,608	24,830,404	-	-
Advances to contractors						
Related party	7	-	-	-	19,476,105	44,823,112
Unrelated parties		20,684,029	13,682,983	25,565,132	8,837,540	-
Short-term loans to related parties	7	-	-	-	94,000,000	176,500,000
Current portion of long-term loan to a jointly controlled entity	7	3,925,000	-	-	-	-
Real estate development costs	14	2,237,787,824	2,549,762,493	3,510,307,262	653,573,963	624,752,129
Assets awaiting transfer under rehabilitation plan	16	68,272,311	68,290,413	73,008,516	68,272,311	68,290,413
Investments in subsidiaries awaiting transfer under rehabilitation plan	17	224,342,586	224,342,586	224,342,586	197,438,333	197,438,333
Accrued income		577,916,264	671,666,324	247,768,779	-	-
Prepaid expenses		70,869,710	60,568,573	137,552,359	7,766,703	6,846,577
Other current assets		190,566,348	246,499,506	345,066,966	20,423,323	27,691,308
		21,426,484,745	37,343,134,148	10,197,697,596	3,119,314,521	6,084,208,594
Non-current assets classified as held for sale	28	4,576,221,926	-	42,123,099,124	4,696,154,680	-
Total current assets		26,002,706,671	37,343,134,148	52,320,796,720	7,815,469,201	6,084,208,594

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

BTS Group Holdings Public Company Limited and its subsidiaries

STATEMENT OF FINANCIAL POSITION (CONTINUED)

(Unit: Baht)

	Note	Consolidated financial statements			Separate financial statements	
		As at 31 March 2015	As at 31 March 2014 (Restated)	As at 1 April 2013	As at 31 March 2015	As at 31 March 2014
Non-current assets						
Restricted deposits	54	1,184,497,895	611,073,812	88,527,047	1,183,680,000	609,162,500
Cash deposited as collateral for debt settlement	15	170,918,686	232,657,728	232,657,728	170,918,686	232,657,728
Loans to related parties	7	759,081,000	-	-	1,404,939,531	3,823,745,217
Investments in subsidiaries	18	-	-	-	35,207,559,959	32,827,884,794
Investments in joint ventures	19	113,984,165	44,517,103	-	100,000,000	-
Investments in associates	20	14,011,643,246	13,898,964,479	10,026,474	20,693,667,000	20,842,200,000
Other long-term investments	21	9,548,446,134	6,238,184,405	367,522,165	5,531,345,419	2,126,788,775
Project costs - media	22	2,326,510,864	2,340,066,979	-	-	-
Reusable spare parts	23	91,437,793	21,918,411	22,402,665	-	-
Land and projects awaiting development		263,977,595	263,913,382	-	-	-
Investment properties	24	1,480,262,216	3,101,461,112	2,867,628,616	2,299,752,362	1,691,151,666
Property, plant and equipment	25	5,776,177,213	7,737,758,946	6,940,959,456	233,888,132	484,836,709
Leasehold rights	26	11,661,900	13,858,243	13,000,000	6,737,579	8,550,209
Intangible assets	27	120,027,381	65,822,860	50,215,370	367,260	208,092
Goodwill		78,656,476	78,656,476	78,656,476	-	-
Deposit and advances for asset acquisitions	16	128,807,192	55,856,600	67,821,875	-	-
Accrued income		357,298,598	324,968,545	-	-	-
Rights of claim from acquisition of debts per rehabilitation plan	16	204,032,633	204,032,633	545,087,021	-	-
Receivable under concession agreement - net of current portion	4,12	3,615,230,895	3,657,643,132	2,880,813,715	-	-
Receivable under finance lease agreement - net of current portion	4,13	32,195,966	60,140,752	86,482,361	-	-
Deferred tax assets	49	149,017,228	37,340,003	302,737,292	26,942,338	-
Other non-current assets		384,889,483	379,173,314	385,158,515	12,198,973	12,988,322
Total non-current assets		40,808,754,559	39,368,008,915	14,939,696,776	66,871,997,239	62,660,174,012
Total assets		66,811,461,230	76,711,143,063	67,260,493,496	74,687,466,440	68,744,382,606

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

STATEMENT OF FINANCIAL POSITION (CONTINUED)

(Unit: Baht)

	Note	Consolidated financial statements			Separate financial statements	
		As at 31 March 2015	As at 31 March 2014 (Restated)	As at 1 April 2013	As at 31 March 2015	As at 31 March 2014
Liabilities and shareholders' equity						
Current liabilities						
Bank overdraft and short-term loans from financial institutions	29	530,000,000	-	1,117,000,000	-	-
Trade and other payables	30	1,851,052,936	2,222,442,186	1,948,194,274	337,002,366	174,689,419
Advances received from cardholders		211,073,239	151,050,605	77,746,794	-	-
Accrued costs of construction		71,291,863	73,783,797	152,322,301	4,584,968	3,293,108
Short-term loans from related parties	7	-	20,000,000	-	9,185,000,000	-
Current portion of creditors per rehabilitation plan	31	683,616,959	745,356,001	745,356,001	683,616,959	745,356,001
Current portion of long-term loans	32	26,000,000	10,000,000	1,967,221,105	-	-
Current portion of long-term debentures	33	1,467,655,915	3,607,630,003	2,078,656,425	-	-
Liability awaiting final court order	16	181,869,687	181,869,687	80,830,972	181,869,687	181,869,687
Unearned revenues		100,498,252	132,064,879	387,552,041	-	-
Fare box revenues awaiting transfer		168,723,704	177,038,634	95,053,881	-	-
Income tax payable		495,243,959	988,876,552	148,015,777	19,295,404	698,086,744
Short-term provisions	35	227,411,297	45,818,947	-	-	-
Other current liabilities		265,149,731	201,297,817	141,101,663	50,488,460	33,698,373
		6,279,587,542	8,557,229,108	8,939,051,234	10,461,857,844	1,836,993,332
Liabilities directly associated with assets classified as held for sale	28	515,779,611	-	-	-	-
Total current liabilities		6,795,367,153	8,557,229,108	8,939,051,234	10,461,857,844	1,836,993,332
Non-current liabilities						
Unearned revenues		621,535,805	614,777,096	82,827,256	-	-
Creditors per rehabilitation plan - net of current portion	31	49,571,181	49,571,181	51,852,561	49,571,181	49,571,181
Long-term loans - net of current portion	32	1,187,084,000	230,000,000	396,747,178	981,084,000	-
Long-term debentures - net of current portion	33	1,345,124,380	2,807,456,233	6,400,979,526	-	-
Retention payable						
Related party	7	-	-	-	32,899,019	19,155,283
Unrelated parties		34,658,671	34,900,860	62,508,522	2,084,931	1,920,940
Provision for transaction under equity method of investment in a joint venture	19	317,712,548	-	-	-	-
Provision for long-term employee benefits	34	575,700,610	557,623,702	481,713,903	27,248,542	24,621,910
Long-term provisions	35	1,244,025,921	1,266,911,816	141,143,601	-	-
Deferred tax liabilities	49	2,616,160,085	3,037,111,667	360,840,715	-	44,054,193
Other non-current liabilities		12,044,974	13,384,023	12,691,576	7,795,210	5,697,601
Total non-current liabilities		8,003,618,175	8,611,736,578	7,991,304,838	1,100,682,883	145,021,108
Total liabilities		14,798,985,328	17,168,965,686	16,930,356,072	11,562,540,727	1,982,014,440

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

BTS Group Holdings Public Company Limited and its subsidiaries

STATEMENT OF FINANCIAL POSITION (CONTINUED)

(Unit: Baht)

	Note	Consolidated financial statements			Separate financial statements	
		As at 31 March 2015	As at 31 March 2014 (Restated)	As at 1 April 2013	As at 31 March 2015	As at 31 March 2014
Shareholders' equity						
Share capital	36					
Registered						
15,913,136,180 ordinary shares of Baht 4 each (1 April 2013: 11,986,444,024 ordinary shares of Baht 4 each)		63,652,544,720	63,652,544,720	47,945,776,096	63,652,544,720	63,652,544,720
Issued and fully paid						
11,919,250,161 ordinary shares of Baht 4 each (31 March 2014: 11,914,230,525 ordinary shares of Baht 4 each) (1 April 2013: 11,106,634,594 ordinary shares of Baht 4 each)		47,677,000,644	47,656,922,100	44,426,538,376	47,677,000,644	47,656,922,100
Share premium	36	1,807,590,613	1,797,237,616	1,486,058,428	1,807,590,613	1,797,237,616
Share subscriptions received in advance		-	-	1,295,600,058	-	-
Deficit on business combination under common control	38	(3,371,978,137)	(3,371,978,137)	(3,371,978,137)	(3,715,435,231)	(3,790,492,685)
Surplus on swap of investments in subsidiaries under common control	39	-	-	-	325,065,107	250,065,107
Surplus from the changes in the ownership interests in subsidiaries	40	1,353,171,672	4,448,284,107	2,811,213,393	-	-
Surplus on sales of warrants of the subsidiary	41	494,317,120	-	-	-	-
Treasury shares	43	(925,479,618)	-	-	(925,479,618)	-
Retained earnings						
Appropriated - statutory reserve	44	2,937,067,926	2,760,300,559	1,750,522,658	1,835,982,926	1,659,215,559
Appropriated - treasury share reserve	43	925,479,618	-	-	925,479,618	-
Unappropriated (deficit)		(3,387,775,380)	818,124,855	(3,633,117,710)	14,262,722,164	17,877,307,796
Other components of shareholders' equity		2,639,391,121	3,577,100,725	3,663,498,125	1,006,999,490	1,312,112,673
Amount recognised in equities relating to assets classified as held for sale	28	579,587,121	-	-	(75,000,000)	-
Equity attributable to owners of the Company		50,728,372,700	57,685,991,825	48,428,335,191	63,124,925,713	66,762,368,166
Non-controlling interest of the subsidiaries		1,284,103,202	1,856,185,552	1,901,802,233	-	-
Total shareholders' equity		52,012,475,902	59,542,177,377	50,330,137,424	63,124,925,713	66,762,368,166
Total liabilities and shareholders' equity		66,811,461,230	76,711,143,063	67,260,493,496	74,687,466,440	68,744,382,606

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

6.4

BTS Group Holdings Public Company Limited and its subsidiaries

STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 March 2015

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2015	2014 (Restated)	2015	2014
Continued operation					
Profit or loss:					
Revenues					
Train procurement service income under concession agreement	4	49,792,926	866,849,713	-	-
Service income	45	5,676,550,917	5,227,232,958	124,552,045	131,988,877
Revenues from sales of real estate		410,596,252	2,057,152,573	44,465,400	90,310,449
Other income					
Management income		1,911,000	-	47,408,500	47,400,000
Dividend income		41,657,029	6,030,609	3,270,735,330	17,889,116,421
Interest income	46	1,054,045,416	1,345,615,164	176,176,642	256,046,516
Gain on sales of warrants	20	53,421,685	-	-	-
Gain on sales of investments	9, 18, 21	261,813,990	2,109,012	618,275,231	3,300,613,906
Gain on sale of future net fare box revenues	56	-	13,497,581,375	-	-
Gain on sales of assets	16	-	379,899,004	-	379,899,004
Gain on sales of land	24	367,559,995	-	-	-
Others		256,091,528	85,662,306	144,263,601	101,431,773
Total revenues		8,173,440,738	23,468,132,714	4,425,876,749	22,196,806,946
Expenses					
Cost of train procurement service under concession agreement	4	49,792,926	866,849,713	-	-
Cost of services		2,754,121,737	2,558,283,137	140,660,918	122,276,122
Cost of sales of real estate		243,890,805	1,260,385,660	31,762,351	52,248,231
Selling and servicing expenses		145,787,303	318,058,758	10,647,273	15,950,495
Administrative expenses		992,785,338	963,984,096	323,696,436	314,216,858
Other expenses	47	310,272,376	135,038,345	201,705,000	132,960,166
Total expenses		4,496,650,485	6,102,599,709	708,471,978	637,651,872
Profit before share of income (loss) from investments in joint ventures and associates, finance cost and income tax expenses		3,676,790,253	17,365,533,005	3,717,404,771	21,559,155,074
Share of loss from investments in joint ventures	19	(14,455,790)	(812,297)	-	-
Share of income from investments in associates	20	866,031,283	620,053,693	-	-
Profit before finance cost and income tax expenses		4,528,365,746	17,984,774,401	3,717,404,771	21,559,155,074
Finance cost		(403,476,064)	(628,028,330)	(57,026,596)	(399,273,052)
Profit before income tax expenses		4,124,889,682	17,356,746,071	3,660,378,175	21,159,882,022
Income tax expenses	49	(733,025,821)	(3,788,094,978)	(125,030,827)	(966,323,996)
Profit from continued operation for the year		3,391,863,861	13,568,651,093	3,535,347,348	20,193,558,026
Discontinued operation					
Loss from discontinued operation for the year	28	(51,644,316)	(32,177,684)	-	-
Profit for the year		3,340,219,545	13,536,473,409	3,535,347,348	20,193,558,026
Other comprehensive income:					
Exchange differences on translation of financial statements in foreign currency		1,492,280	(935,037)	-	-
Loss on changes in value of available-for-sale investments		(367,337,168)	(94,093,035)	(311,415,169)	(94,093,035)
Other comprehensive income for the year		(365,844,888)	(95,028,072)	(311,415,169)	(94,093,035)
Total comprehensive income for the year		2,974,374,657	13,441,445,337	3,223,932,179	20,099,464,991

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

BTS Group Holdings Public Company Limited and its subsidiaries

STATEMENT OF COMPREHENSIVE INCOME (CONTINUED)

For the year ended 31 March 2015

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2015	2014 (Restated)	2015	2014
Profit (loss) attributable to:					
Equity holders of the Company					
Profit from continued operation		2,995,677,059	12,630,489,154	3,535,347,348	20,193,558,026
Loss from discontinued operation		(51,644,316)	(32,948,563)	-	-
		2,944,032,743	12,597,540,591	3,535,347,348	20,193,558,026
Non-controlling interests of the subsidiaries					
Profit from continued operation		396,186,802	938,161,939		
Profit from discontinued operation		-	770,879		
		396,186,802	938,932,818		
		3,340,219,545	13,536,473,409		
Total Comprehensive income attributable to:					
Equity holders of the Company					
Total comprehensive income from continued operation		2,631,252,590	12,535,461,082	3,223,932,179	20,099,464,991
Total comprehensive income from discontinued operation		(51,644,316)	(32,948,563)	-	-
		2,579,608,274	12,502,512,519	3,223,932,179	20,099,464,991
Non-controlling interests of the subsidiaries					
Total comprehensive income from continued operation		394,766,383	938,161,939		
Total comprehensive income from discontinued operation		-	770,879		
		394,766,383	938,932,818		
		2,974,374,657	13,441,445,337		
Earnings per share					
50					
Basic earnings per share					
Profit attributable to equity holders of the Company		0.248	1.078	0.298	1.728
Diluted earnings per share					
Profit attributable to equity holders of the Company		0.248	1.067	0.298	1.710
Earnings per share from continued operation					
50					
Basic earnings per share					
Profit attributable to equity holders of the Company		0.253	1.081	0.298	1.728
Diluted earnings per share					
Profit attributable to equity holders of the Company		0.252	1.070	0.298	1.710

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

6.4

BTS Group Holdings Public Company Limited and its subsidiaries

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

For the year ended 31 March 2015

	Consolidated financial								
	Equity attributable to								
	Issued and paid-up share capital	Share premium	Share subscription received in advance	Deficit on business combination under common control	Surplus from the change in the ownership interests in subsidiaries	Surplus on sales of warrants of the subsidiary	Treasury shares	Retained earnings	
								Statutory reserve	Treasury share reserve
Balance as at 1 April 2013 - as previously reported	44,426,538,376	1,486,058,428	1,295,600,058	(3,371,978,137)	2,811,213,393	-	-	1,750,522,658	-
Cumulative effect of change in accounting policies for service concession arrangements and finance lease agreement (Note 4)	-	-	-	-	-	-	-	-	-
Balance as at 1 April 2013 - as restated	44,426,538,376	1,486,058,428	1,295,600,058	(3,371,978,137)	2,811,213,393	-	-	1,750,522,658	-
Profit for the year - restated	-	-	-	-	-	-	-	-	-
Other comprehensive income for the year	-	-	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-	-	-	-	-
Exercised warrants (Note 37)	3,230,383,724	311,179,188	(1,295,600,058)	-	-	-	-	-	-
Purchases of investment in subsidiary (Note 18)	-	-	-	-	(2,035,109,839)	-	-	-	-
Sales of investment in subsidiary (Note 18)	-	-	-	-	3,672,180,553	-	-	-	-
Dividend paid by subsidiaries to non-controlling interests of the subsidiaries	-	-	-	-	-	-	-	-	-
Issuance of ordinary shares of subsidiary	-	-	-	-	-	-	-	-	-
Decrease in issued share capital of subsidiary	-	-	-	-	-	-	-	-	-
Share-based payment transaction	-	-	-	-	-	-	-	-	-
Dividend paid (Note 53)	-	-	-	-	-	-	-	-	-
Retained earnings transferred to statutory reserve	-	-	-	-	-	-	-	1,009,777,901	-
Balance as at 31 March 2014	47,656,922,100	1,797,237,616	-	(3,371,978,137)	4,448,284,107	-	-	2,760,300,559	-
Balance as at 1 April 2014 - as previously reported	47,656,922,100	1,797,237,616	-	(3,371,978,137)	4,448,284,107	-	-	2,760,300,559	-
Cumulative effect of change in accounting policies for service concession arrangements and finance lease agreement (Note 4)	-	-	-	-	-	-	-	-	-
Balance as at 1 April 2014 - as restated	47,656,922,100	1,797,237,616	-	(3,371,978,137)	4,448,284,107	-	-	2,760,300,559	-
Profit for the year	-	-	-	-	-	-	-	-	-
Other comprehensive income for the year	-	-	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-	-	-	-	-
Exercised warrants (Note 37)	20,078,544	10,352,997	-	-	-	-	-	-	-
Exercised warrants of the subsidiary by non-controlling interests of the subsidiary (Note 18)	-	-	-	-	2,811,914	-	-	-	-
Sales of warrants of the subsidiary (Note 18)	-	-	-	-	-	494,317,120	-	-	-
Purchases of investments in subsidiaries (Note 18)	-	-	-	-	(4,003,560,015)	-	-	-	-
Sales of investment in subsidiary (Note 18)	-	-	-	-	905,635,666	-	-	-	-
Issuance of ordinary shares of subsidiary	-	-	-	-	-	-	-	-	-
Dividend paid by subsidiaries to non-controlling interests of the subsidiaries	-	-	-	-	-	-	-	-	-
Share-based payment transaction	-	-	-	-	-	-	-	-	-
Dividend paid (Note 53)	-	-	-	-	-	-	-	-	-
Treasury shares purchased (Note 43)	-	-	-	-	-	(925,479,618)	-	-	-
Transferred to treasury share reserve (Note 43)	-	-	-	-	-	-	-	-	925,479,618
Retained earnings transferred to statutory reserve	-	-	-	-	-	-	-	176,767,367	-
Discontinued operation (Note 28)	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2015	47,677,000,644	1,807,590,613	-	(3,371,978,137)	1,353,171,672	494,317,120	(925,479,618)	2,937,067,926	925,479,618

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

(Unit: Baht)

statements

owners of the Company

Other components of equity

Unappropriated	Other comprehensive income			Surplus on debenture conversion	Capital reserve on consolidation	Share premium on sales of company's shares held by subsidiaries	Capital reserve for share-based payment transaction	Total other components of share-holders' equity	Amount recognised in equities relating to assets classified as held for sale	Total equity attributable to owners of the Company	Equity attributable to non-controlling interests of the subsidiaries	Total share-holders' equity
	Translation adjustment	Revaluation surplus on assets	Surplus (deficit) on changes in value of investments									
(3,465,897,567)	(121,976,044)	2,376,688,438	19,040,558	1,356,596,955	2,685,013	8,525,682	21,937,523	3,663,498,125	-	48,595,555,334	1,906,160,320	50,501,715,654
(167,220,143)	-	-	-	-	-	-	-	-	-	(167,220,143)	(4,358,087)	(171,578,230)
(3,633,117,710)	(121,976,044)	2,376,688,438	19,040,558	1,356,596,955	2,685,013	8,525,682	21,937,523	3,663,498,125	-	48,428,335,191	1,901,802,233	50,330,137,424
12,597,540,591	-	-	-	-	-	-	-	-	-	12,597,540,591	938,932,818	13,536,473,409
-	(935,037)	-	(94,093,035)	-	-	-	-	(95,028,072)	-	(95,028,072)	-	(95,028,072)
12,597,540,591	(935,037)	-	(94,093,035)	-	-	-	-	(95,028,072)	-	12,502,512,519	938,932,818	13,441,445,337
-	-	-	-	-	-	-	(8,330,877)	(8,330,877)	-	2,237,631,977	-	2,237,631,977
-	-	-	-	-	-	-	-	-	-	(2,035,109,839)	(115,043,076)	(2,150,152,915)
-	-	-	-	-	-	-	-	-	-	3,672,180,553	255,605,888	3,927,786,441
-	-	-	-	-	-	-	-	-	-	-	(864,300,634)	(864,300,634)
-	-	-	-	-	-	-	-	-	-	-	45,000,000	45,000,000
-	-	-	-	-	-	-	-	-	-	-	(305,811,677)	(305,811,677)
-	-	-	-	-	-	-	16,961,549	16,961,549	-	16,961,549	-	16,961,549
(7,136,520,123)	-	-	-	-	-	-	-	-	-	(7,136,520,123)	-	(7,136,520,123)
(1,009,777,901)	-	-	-	-	-	-	-	-	-	-	-	-
818,124,857	(122,911,081)	2,376,688,438	(75,052,477)	1,356,596,955	2,685,013	8,525,682	30,568,195	3,577,100,725	-	57,685,991,827	1,856,185,552	59,542,177,379
1,032,668,233	(122,911,081)	2,376,688,438	(75,052,477)	1,356,596,955	2,685,013	8,525,682	30,568,195	3,577,100,725	-	57,900,535,203	1,861,776,976	59,762,312,179
(214,543,376)	-	-	-	-	-	-	-	-	-	(214,543,376)	(5,591,424)	(220,134,800)
818,124,857	(122,911,081)	2,376,688,438	(75,052,477)	1,356,596,955	2,685,013	8,525,682	30,568,195	3,577,100,725	-	57,685,991,827	1,856,185,552	59,542,177,379
2,944,032,743	-	-	-	-	-	-	-	-	-	2,944,032,743	396,186,802	3,340,219,545
-	1,492,280	-	(365,916,749)	-	-	-	-	(364,424,469)	-	(364,424,469)	(1,420,419)	(365,844,888)
2,944,032,743	1,492,280	-	(365,916,749)	-	-	-	-	(364,424,469)	-	2,579,608,274	394,766,383	2,974,374,657
-	-	-	-	-	-	-	(8,470,637)	(8,470,637)	-	21,960,904	-	21,960,904
-	-	-	-	-	-	-	-	-	-	2,811,914	-	2,811,914
-	-	-	-	-	-	-	-	-	-	494,317,120	12,882,880	507,200,000
-	-	-	-	-	-	-	-	-	-	(4,003,560,015)	(649,996,979)	(4,653,556,994)
-	-	-	-	-	-	-	-	-	-	905,635,666	54,107,862	959,743,528
-	-	-	-	-	-	-	-	-	-	-	29,000,000	29,000,000
-	-	-	-	-	-	-	-	-	-	-	(412,842,496)	(412,842,496)
-	-	-	-	-	-	-	14,772,623	14,772,623	-	14,772,623	-	14,772,623
(6,047,685,995)	-	-	-	-	-	-	-	-	-	(6,047,685,995)	-	(6,047,685,995)
-	-	-	-	-	-	-	-	-	-	(925,479,618)	-	(925,479,618)
(925,479,618)	-	-	-	-	-	-	-	-	-	-	-	-
(176,767,367)	-	-	-	-	-	-	-	-	-	-	-	-
-	-	(579,587,121)	-	-	-	-	-	(579,587,121)	579,587,121	-	-	-
(3,387,775,380)	(121,418,801)	1,797,101,317	(440,969,226)	1,356,596,955	2,685,013	8,525,682	36,870,181	2,639,391,121	579,587,121	50,728,372,700	1,284,103,202	52,012,475,902

BTS Group Holdings Public Company Limited and its subsidiaries

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (CONTINUED)

For the year ended 31 March 2015

	Issued and paid-up share capital	Share premium	Share subscription received in advance	Deficit on business combination under common control	Surplus on swap of investments in subsidiaries under common control	Treasury shares
Balance as at 1 April 2013	44,426,538,376	1,486,058,428	1,295,600,058	(4,812,208,580)	250,065,107	-
Profit for the year	-	-	-	-	-	-
Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-	-
Exercised warrants (Note 37)	3,230,383,724	311,179,188	(1,295,600,058)	-	-	-
Sales of investment in subsidiary (Note 18)	-	-	-	1,021,715,895	-	-
Share-based payment transaction	-	-	-	-	-	-
Dividend paid (Note 53)	-	-	-	-	-	-
Retained earnings transferred to statutory reserve	-	-	-	-	-	-
Balance as at 31 March 2014	47,656,922,100	1,797,237,616	-	(3,790,492,685)	250,065,107	-
Balance as at 1 April 2014	47,656,922,100	1,797,237,616	-	(3,790,492,685)	250,065,107	-
Profit for the year	-	-	-	-	-	-
Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-	-
Exercised warrants (Note 37)	20,078,544	10,352,997	-	-	-	-
Sales of investment in subsidiary (Note 18)	-	-	-	75,057,454	-	-
Share-based payment transaction	-	-	-	-	-	-
Dividend paid (Note 53)	-	-	-	-	-	-
Treasury shares purchased (Note 43)	-	-	-	-	-	(925,479,618)
Transferred to treasury share reserve (Note 43)	-	-	-	-	-	-
Retained earnings transferred to statutory reserve	-	-	-	-	-	-
Discontinued operation (Note 28)	-	-	-	-	75,000,000	-
Balance as at 31 March 2015	47,677,000,644	1,807,590,613	-	(3,715,435,231)	325,065,107	(925,479,618)

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

(Unit: Baht)

Separate financial statements

Other components of equity

Retained earnings		Other comprehensive income		Surplus on debenture conversion	Capital reserve for share-based payment transaction	Total other components of shareholders' equity	Amount recognised in equities relating to assets classified as held for sale	Total shareholders' equity
Appropriated		Unappropriated	Surplus (deficit) on changes in value of investments					
Statutory reserve	Treasury share reserve							
649,537,658	-	5,829,947,794	19,040,558	1,356,596,955	21,937,523	1,397,575,036	-	50,523,113,877
-	-	20,193,558,026	-	-	-	-	-	20,193,558,026
-	-	-	(94,093,035)	-	-	(94,093,035)	-	(94,093,035)
-	-	20,193,558,026	(94,093,035)	-	-	(94,093,035)	-	20,099,464,991
-	-	-	-	-	(8,330,877)	(8,330,877)	-	2,237,631,977
-	-	-	-	-	-	-	-	1,021,715,895
-	-	-	-	-	16,961,549	16,961,549	-	16,961,549
-	-	(7,136,520,123)	-	-	-	-	-	(7,136,520,123)
1,009,677,901	-	(1,009,677,901)	-	-	-	-	-	-
1,659,215,559	-	17,877,307,796	(75,052,477)	1,356,596,955	30,568,195	1,312,112,673	-	66,762,368,166
1,659,215,559	-	17,877,307,796	(75,052,477)	1,356,596,955	30,568,195	1,312,112,673	-	66,762,368,166
-	-	3,535,347,348	-	-	-	-	-	3,535,347,348
-	-	-	(311,415,169)	-	-	(311,415,169)	-	(311,415,169)
-	-	3,535,347,348	(311,415,169)	-	-	(311,415,169)	-	3,223,932,179
-	-	-	-	-	(8,470,637)	(8,470,637)	-	21,960,904
-	-	-	-	-	-	-	-	75,057,454
-	-	-	-	-	14,772,623	14,772,623	-	14,772,623
-	-	(6,047,685,995)	-	-	-	-	-	(6,047,685,995)
-	-	-	-	-	-	-	-	(925,479,618)
-	925,479,618	(925,479,618)	-	-	-	-	-	-
176,767,367	-	(176,767,367)	-	-	-	-	-	-
-	-	-	-	-	-	-	(75,000,000)	-
1,835,982,926	925,479,618	14,262,722,164	(386,467,646)	1,356,596,955	36,870,181	1,006,999,490	(75,000,000)	63,124,925,713

6.4

BTS Group Holdings Public Company Limited and its subsidiaries

CASH FLOW STATEMENT

For the year ended 31 March 2015

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014 (Restated)	2015	2014
Cash flows from operating activities				
Profit before tax from continued operation	4,124,889,682	17,356,746,071	3,660,378,175	21,159,882,022
Less Loss before tax from discontinued operation	(51,644,316)	(26,017,914)	-	-
Profit before tax	4,073,245,366	17,330,728,157	3,660,378,175	21,159,882,022
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	460,002,433	381,114,483	80,187,195	67,937,695
Unrealised loss (gain) on exchange	(2,156,162)	32,260,542	5,291,882	(1,830,671)
Share of loss from investments in joint ventures	14,455,790	812,297	-	-
Share of income from investments in associates	(866,031,283)	(620,053,693)	-	-
Unearned revenue recognition	(36,883,863)	(35,267,036)	-	-
Provision for long-term employee benefits	31,951,127	45,209,014	3,512,968	3,325,515
Provisions (reversal)	(52,796,958)	88,102,795	-	-
Allowance for impairment of assets	125,650,546	-	-	-
Provisions for terminating agreements	113,291,051	-	-	-
Provisions for revenues being lower than the minimum guaranteed amounts	53,438,200	-	-	-
Amortisation of premium on cross currency swap agreements	(60,899,067)	-	(21,940,496)	-
Reversal of allowance for impairment of investment	-	-	(11,000,000)	-
Allowance for doubtful account	17,892,357	135,038,345	201,705,000	132,960,166
Gain on sale of land	(367,559,995)	-	-	-
Gain on sale of warrants	(53,421,685)	-	-	-
Gain on sale of future net fare box revenues	-	(13,497,581,375)	-	-
Gain from sales of investments	(261,813,990)	(2,109,012)	(618,275,231)	(3,300,613,906)
Gain on disposal of investment in subsidiary	-	(21,193,483)	-	-
Unrealised gain on changes in value of current investments in trading securities	(8,498,387)	(12,608,851)	-	-
Loss (gain) on sales of assets	26,873,853	(379,899,004)	-	(379,899,004)
Dividend income	(41,657,029)	(6,030,609)	(3,270,735,330)	(17,889,116,421)
Share-based payment transaction	14,772,623	16,961,549	2,463,334	2,647,428
Interest income	(1,054,045,416)	(1,345,615,164)	(176,176,642)	(256,046,516)
Interest expenses	388,282,005	575,524,302	57,026,596	368,023,252
Profit (loss) from operating activities before changes in operating assets and liabilities	2,514,091,516	2,685,393,257	(87,562,549)	(92,730,440)

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

CASH FLOW STATEMENT (CONTINUED)

For the year ended 31 March 2015

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014 (Restated)	2015	2014
Decrease (increase) in operating assets				
Bank account for advance from cardholders	(57,848,175)	(73,803,321)	-	-
Trade and other receivables	(346,767,991)	(26,227,072)	(35,715,629)	(15,468,353)
Receivable under concession agreement	40,227,369	(789,252,991)	-	-
Receivable under finance lease agreement	26,341,608	24,830,404	-	-
Spare parts	(4,414,436)	(2,662,370)	-	-
Real estate development costs	139,484,198	955,147,616	(28,821,834)	30,408,712
Advances to contractors	(7,001,046)	11,882,149	16,509,467	(10,174,604)
Other current assets	64,574,167	(253,052,359)	6,036,052	(109,191,850)
Other non-current assets	4,400,675	13,520,024	789,349	104,873,522
Increase (decrease) in operating liabilities				
Trade and other payables	(493,191,099)	70,761,177	(19,504,337)	(3,006,293)
Advances received from cardholders	60,022,634	73,303,811	-	-
Accrued costs of construction	(69,806,918)	(148,367,511)	1,291,860	(8,370,386)
Advances received from employers	-	1,382,104	-	-
Retention payable	6,181,030	(36,664,023)	13,907,727	(30,864,263)
Unearned income	12,075,944	(302,260,287)	-	-
Fare box revenues awaiting transfer	(8,314,930)	81,984,753	-	-
Provision for long-term employee benefits	(22,041,826)	(1,804,051)	(886,336)	-
Other current liabilities	41,470,317	(29,173,896)	8,719,709	(24,877,637)
Cash from (used in) operating activities	1,899,483,037	2,254,937,414	(125,236,521)	(159,401,592)
Cash paid for interest expenses	(304,427,340)	(481,699,780)	(14,509,294)	(9,630,137)
Cash paid for corporate income tax	(1,668,983,478)	(697,075,321)	(796,964,906)	(15,187,718)
Cash received for return of corporate income tax	-	57,144,943	-	28,026,140
Net cash from (used in) operating activities	(73,927,781)	1,133,307,256	(936,710,721)	(156,193,307)

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

CASH FLOW STATEMENT (CONTINUED)

For the year ended 31 March 2015

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014 (Restated)	2015	2014
Cash flows from investing activities				
Decrease (increase) in current investments	18,855,129,921	(22,444,598,152)	136,851,262	2,995,690,212
Increase in restricted deposits	(546,339,083)	(522,546,765)	(542,432,500)	(527,518,033)
Increase in short-term loans to related parties	-	-	(130,000,000)	(65,000,000)
Increase in long-term loans to related parties	(763,006,000)	-	(1,925,171,120)	(1,875,173,023)
Cash received from loan to related parties	-	-	1,856,000,000	1,037,804,388
Interest income	1,226,272,892	1,111,427,569	95,717,420	114,317,178
Decrease in rights of claim from acquisition of debts per rehabilitation plan	-	341,054,388	-	-
Cash received from decrease in issued share capital of subsidiary	-	-	-	1,137,040,158
Cash received from sales of investments in subsidiaries	-	-	1,032,974,595	4,587,909,224
Cash received from sales of other long-term investments	6,189,329,375	-	6,189,329,375	-
Cash received from sales of warrants	129,213,216	-	-	-
Cash received from return of capital of associate	148,533,000	-	148,533,000	-
Cash paid for purchases of investments in subsidiaries	-	-	(4,759,556,995)	(2,395,152,915)
Cash paid for purchases of investments in joint ventures	(133,750,000)	(43,200,000)	(100,000,000)	-
Net cash paid from change in status of investment	-	(1,743,967)	-	-
Cash paid for purchases of investments in associates	(696,535,015)	(20,838,200,000)	-	(20,838,200,000)
Cash paid for purchases of other long-term investments	(11,300,986,474)	(5,988,278,535)	(9,615,814,628)	(1,977,051,504)
Dividend received	1,258,357,636	823,398,181	2,327,548,151	3,800,910,853
Cash paid for purchases of property, plant and equipment	(1,139,820,473)	(1,006,912,480)	(50,024,494)	(318,843,919)
Cash received from sales of property, plant and equipment	8,390,010	2,724,513	196,262	58,500
Cash paid for purchases of investment properties	(541,051,684)	(652,706,744)	(369,162,467)	(618,289,208)
Cash received from sales of investment properties	1,412,254,950	501,596,218	1,264,950	501,409,855
Cash paid for purchase of leasehold rights	-	(4,730,000)	-	(4,730,000)
Cash paid for purchases of intangible assets	(12,976,234)	(6,401,179)	(316,720)	(207,687)
Cash paid for advances for asset acquisitions	(83,807,192)	-	-	-
Cash received from sale of future net fare box revenues	-	61,399,000,000	-	-
Cash paid for expenses of sale of future net fare box revenues	-	(36,391,043)	-	-
Net cash from (used in) investing activities	14,009,208,845	12,633,492,004	(5,704,063,909)	(14,445,025,921)

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

CASH FLOW STATEMENT (CONTINUED)

For the year ended 31 March 2015

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014 (Restated)	2015	2014
Cash flows from financing activities				
Increase in short-term loans from financial institutions	530,000,000	20,833,200,000	-	20,833,200,000
Cash paid for short-term loans from financial institutions	-	(21,950,200,000)	-	(20,833,200,000)
Increase in long-term loans from financial institutions	973,734,000	99,000,000	973,734,000	-
Cash paid for long-term loans from financial institutions	(8,000,000)	(2,222,968,283)	-	-
Increase in short-term loans from related parties	-	20,000,000	14,362,000,000	24,063,200,000
Cash paid for short-term loans from related parties	(20,000,000)	-	(4,245,000,000)	(3,230,000,000)
Cash received from exercised warrants	21,960,904	2,237,536,686	21,960,904	2,237,536,686
Cash received from sales of warrants of the subsidiary	634,000,000	-	-	-
Increase in liability awaiting final court order	-	101,038,715	-	101,038,715
Dividend paid	(6,028,140,354)	(7,112,009,151)	(6,028,140,354)	(7,112,009,151)
Cash paid for long-term debentures	(3,611,300,000)	(2,081,300,000)	-	-
Cash paid for treasury stock	(925,479,618)	-	(925,479,618)	-
Cash paid for purchases of investments in subsidiaries	(4,653,556,994)	(2,150,152,915)	-	-
Cash received from sales of investment in subsidiary	1,032,974,595	4,587,909,224	-	-
Dividend paid by subsidiaries to non-controlling interests of subsidiaries	(403,401,279)	(768,895,092)	-	-
Cash paid by subsidiary to non-controlling interests as result of decrease in issued share capital	-	(248,795,927)	-	-
Cash received from non-controlling interests of subsidiary for exercised warrants	2,811,914	-	-	-
Cash received from non-controlling interests for issuance of ordinary shares of subsidiaries	29,000,000	45,000,000	-	-
Net cash from (used in) financing activities	(12,425,396,832)	(8,610,636,743)	4,159,074,932	16,059,766,250
Increase (decrease) in translation adjustment	1,346,194	(935,037)	-	-
Net increase (decrease) in cash and cash equivalents	1,511,230,426	5,155,227,480	(2,481,699,698)	1,458,547,022
Cash and cash equivalents at beginning of the year	8,668,509,431	3,513,281,951	3,087,464,920	1,628,917,898
Cash and cash equivalents at end of the year from discontinued operation	(67,819,691)	-	-	-
Cash and cash equivalents at end of the year	10,111,920,166	8,668,509,431	605,765,222	3,087,464,920

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

CASH FLOW STATEMENT (CONTINUED)

For the year ended 31 March 2015

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014 (Restated)	2015	2014
Supplemental cash flow information				
Non-cash transactions				
Transfer equipment to spare parts	64,248,112	-	-	-
Transfer equipment to intangible assets	60,371,421	23,029,885	-	-
Transfer equipment to other current assets	11,519,308	3,112,000	-	-
Transfer equipment to other non-current assets	-	4,854,136	-	-
Transfer project costs - elevated train system to project costs - media	-	2,371,446,572	-	-
Transfer real estate development cost to investment properties	172,490,471	15,734,779	-	15,734,779
Transfer property, plant and equipment to investment properties	-	-	308,030,247	87,415,600
Transfer investment properties to property, plant and equipment	4,562,560	25,199,952	28,340,569	-
Transfer investment properties to land and projects awaiting development	-	263,913,382	-	-
Transfer leasehold rights to property, plant and equipment	1,416,879	3,090,873	1,416,879	3,090,873
Payable of acquisition of equipment	155,682,756	116,515,710	1,454,616	23,598,142
Payable of acquisition of investment properties	-	-	16,371,031	1,086,867
Payable of acquisition of intangible assets	2,897,964	340,600	-	-
Payable of acquisition of other long-term investments	116,586,246	-	116,586,246	-
Settle short-term loan from related party with dividend received and decrease in issued share capital of subsidiary	-	-	932,000,000	20,833,200,000
Settle interest payable with dividend received and decrease in issued share capital of subsidiary	-	-	2,348,262	358,393,115
Current investments received from decrease in issued share capital of subsidiary	-	-	-	3,500,000,000
Transfer other long-term investments to current investments	1,707,765,084	-	-	-
Settle cash deposited as collateral for debt settlement with creditors per rehabilitation plan	61,739,042	-	61,739,042	-
Record provision for cost of construction of car park building and sky walk of investment properties	231,000,000	-	-	-

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2015

1. GENERAL INFORMATION

BTS Group Holdings Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. Its major shareholder is the group of Keeree Kanjanapas. The Group is principally engaged in the mass transit business, property business, media business and service business. The registered office of the Company is at 21 Soi Choei Phuang, Viphavadi-Rangsit Road, Jompol, Jatujak, Bangkok.

The mass transit business operated by a subsidiary consists of the provision of operating services of the Core BTS Sky Train System as an operator, operating services under operating and maintenance service agreement of extension to the Core BTS Sky Train System and operating service under operating and bus procurement (BRT) agreement. The details are as follows:

- a) The operation of an elevated mass transit system in prime business areas in Bangkok over two routes (“the Core BTS Sky Train System”), which covers a distance of 23.5 km, comprising the 17 km of the Sukhumvit line from Mo-Chit to On-Nut stations, and the 6.5 km of the Silom line from National Stadium to Taksin Bridge stations, under the concession agreement dated 9 April 1992 and the amendment to the concession agreement between the Bangkok Metropolitan Authority and the subsidiary, for 30 years after commissioning under the concession granted by the Bangkok Metropolitan Administration (“BMA”). The commercial operations commenced on 5 December 1999. The concession stipulates that the civil works are to be structured on a build-transfer-operate basis whereby the subsidiary will transfer legal title of the assets to BMA as they are brought into service. The electrical and mechanical works are to be transferred to BMA on a build-operate-transfer basis at the expiry of the concession.

Subsequently, on 17 April 2013, the subsidiary and BTS Rail Mass Transit Growth Infrastructure Fund (“BTSGIF”) entered into the Net Revenue Purchase and Transfer Agreement in relation to the Bangkok Mass Transit System Concession Agreement, covering the remainder of the concession. From an accounting perspective, the subsidiary carefully and thoroughly considered these transactions and concluded that the sale of the rights to collect future fare box revenues was a true sale of an intangible asset (project cost). As a result, the subsidiary derecognised project cost and the related accounts from its books and recognised a gain on sale of future net fare box revenues. The agreement stipulates that the subsidiary continues to be the operator of the train services, overseen by BTSGIF, while decision-making authority as the owner belongs to BTSGIF. The subsidiary submits cash receipts of net fare box revenues to BTSGIF, as a middleman responsible only for the collection of fare box revenue. The subsidiary receives fees as the operator under the conditions as stipulated in the agreement.

However, from a tax perspective, the sale of future net fare box revenues was treated as borrowing from BTSGIF. The subsidiary remains the owner of the intangible asset (project cost) and fare box revenues and expenses still belong to the subsidiary. The subsidiary calculates corporate income tax based on taxable revenues and expenses determined in accordance with tax legislation.

- b) The provision of operation and maintenance services for the extension to the Core BTS Sky Train System under the Operation and Maintenance for Bangkok Mass Transit System Agreement dated 3 May 2012 made with Krungthep Thanakom Company Limited (“Krungthep Thanakom”) (established by the Bangkok Metropolitan Authority) and the amendment to the agreement, for 30 years from 8 May 2012 to 2 May 2042.
- c) The provision of operation and maintenance services under an operating and bus procurement (BRT) agreement dated 10 February 2010 with Krungthep Thanakom and the amendment to the agreement, for 7 years from 15 May 2010 to 15 May 2017.

2. BASIS OF PREPARATION

2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development dated 28 September 2011, issued under the Accounting Act B.E. 2543.

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

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

2.2. Basis of consolidation

a) The consolidated financial statements include the financial statements of the Company and the following subsidiary companies (“the subsidiaries”):

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2015	2014
Subsidiaries directly owned by the Company				
Bangkok Mass Transit System Public Co., Ltd. (“BTSC”)	Mass transit business	Thailand	97.46	97.46
VGI Global Media Public Co., Ltd.	Advertising services on Bangkok Mass Transit System (BTS), in department stores, in office buildings and others	Thailand	18.58	10.84
Dnal Co., Ltd.	Office rental	Thailand	100	100
Muangthong Assets Co., Ltd.	Hotel	Thailand	100	100
PrannaKiri Assets Co., Ltd.	Property development	Thailand	100	100
Yong Su Co., Ltd.	Dormancy	Thailand	100	100
Tanayong Food and Beverage Co., Ltd.	Property development	Thailand	100	100
Thana City Golf & Sports Club Co., Ltd.	Management of golf course and club house	Thailand	100	100
Siam Paging and Communication Co., Ltd.	Property development	Thailand	100	100
Tanayong Property Management Co., Ltd.	Building management	Thailand	100	100
Tanayong International Ltd.	Dormancy	Cayman Island	100	100
HHT Construction Co., Ltd.	Construction services	Thailand	51	51
Tanayong Hong Kong Ltd.	Investment in securities	Hong Kong	100	100
Carrot Rewards Co., Ltd.	CRM Loyalty Program and Coupon Kiosks	Thailand	100	100
Nuvo Line Agency Co., Ltd.	Property development	Thailand	100	80
BTS Assets Co., Ltd.	Hotel and property development	Thailand	100	100
BTS Land Co., Ltd.	Trademark development for property development and service businesses	Thailand	100	100
Kamkoong Property Co., Ltd.	Property development	Thailand	100	100
Man Kitchen Co., Ltd.	Restaurant and related businesses	Thailand	70	70
Mak8 Co., Ltd.	Property development	Thailand	87.5	87.5
Primary Kitchen Co., Ltd.	Restaurant and related businesses	Thailand	100	-
BSS Holdings Co., Ltd.	Investment in the securities of other companies	Thailand	100	-

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2015	2014
Subsidiaries indirectly owned by the Company				
Held by BTS Land Co., Ltd.				
Bangkok Payment Solutions Co., Ltd.	Developing software and providing technology services, including technology associated with Thailand's mass transit and payment systems	Thailand	60	-
Held by Man Kitchen Co., Ltd.				
Little Corner Co., Ltd.	Restaurant and related businesses	Thailand	75	-
Held by BTSC				
Bangkok Smartcard System Co., Ltd.	Provision for electronic payment services	Thailand	90	90
VGI Global Media Public Co., Ltd.	Advertising services on Bangkok Mass Transit System (BTS), in department stores, in office buildings and others	Thailand	51.00	51.00
Held by VGI Global Media Public Co., Ltd.				
VGI Advertising Media Co., Ltd.	Management of advertising in department stores	Thailand	100	100
999 Media Co., Ltd.	Manufacturing of radio media	Thailand	100	100
888 Media Co., Ltd.	Management of advertising in department stores	Thailand	100	100
Point Of View (POV) Media Group Co., Ltd.	Managing and providing of the advertising	Thailand	100	100
VGI Advertising China Co., Ltd.	Managing and providing of the advertising	The People's Republic of China	100	100

- b) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- c) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- d) The assets and liabilities in the financial statements of overseas subsidiary companies are translated to Baht using the exchange rate prevailing on the end of reporting period, and revenues and expenses translated using monthly average exchange rates. The resulting differences are shown under the caption of "Exchange differences on translation of financial statements in foreign currency" in the statements of changes in shareholders' equity.
- e) Material balances and transactions between the Company and its subsidiary companies have been eliminated from the consolidated financial statements.
- f) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.
- 2.3 The separate financial statements, which present investments in subsidiaries, joint ventures and associates under the cost method, have been prepared solely for the benefit of the public.

3. NEW FINANCIAL REPORTING STANDARDS

Below is a summary of financial reporting standards that became effective in the current accounting year and those that will become effective in the future.

(a) Financial reporting standards that became effective in the current accounting year

Conceptual Framework for Financial Reporting (revised 2014)

Accounting Standards:

TAS 1 (revised 2012)	Presentation of Financial Statements
TAS 7 (revised 2012)	Statement of Cash Flows
TAS 12 (revised 2012)	Income Taxes
TAS 17 (revised 2012)	Leases
TAS 18 (revised 2012)	Revenue
TAS 19 (revised 2012)	Employee Benefits
TAS 21 (revised 2012)	The Effects of Changes in Foreign Exchange Rates
TAS 24 (revised 2012)	Related Party Disclosures
TAS 28 (revised 2012)	Investments in Associates
TAS 31 (revised 2012)	Interests in Joint Ventures
TAS 34 (revised 2012)	Interim Financial Reporting
TAS 36 (revised 2012)	Impairment of Assets
TAS 38 (revised 2012)	Intangible Assets

Financial Reporting Standards:

TFRS 2 (revised 2012)	Share-based Payment
TFRS 3 (revised 2012)	Business Combinations
TFRS 5 (revised 2012)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 8 (revised 2012)	Operating Segments

Accounting Standard Interpretations:

TSIC 15	Operating Leases - Incentives
TSIC 27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease
TSIC 29	Service Concession Arrangements: Disclosures
TSIC 32	Intangible Assets - Web Site Costs

Financial Reporting Standard Interpretations:

TFRIC 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4	Determining whether an Arrangement contains a Lease
TFRIC 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
TFRIC 7	Applying the Restatement Approach under TAS 29 <i>Financial Reporting in Hyperinflationary Economies</i>
TFRIC 10	Interim Financial Reporting and Impairment
TFRIC 12	Service Concession Arrangements
TFRIC 13	Customer Loyalty Programs
TFRIC 17	Distributions of Non-cash Assets to Owners
TFRIC 18	Transfers of Assets from Customers

Accounting Treatment Guidance for Stock Dividend

These financial reporting standards were amended primarily to align their content with the corresponding International Financial Reporting Standards. Most of the changes were directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of the accounting standards. These financial reporting standards do not have any significant impact on the financial statements, except as follows.

Thai Financial Reporting Standard Interpretations 12 *Service Concession Arrangements* and Thai Accounting Standard Interpretation 29 *Service Concession Arrangements: Disclosures*

TSIC 29 provides guidelines on disclosures related to service concession arrangements, while TFRIC 12 provides accounting guidelines for concession operators for recognizing and measuring the obligations and related rights in public-to-private service concession arrangements under which the grantor controls and regulates the services provided; to whom they are provided; and at what price; and also controls any significant residual interest in the related infrastructure at the end of the agreement term. The operators are to summarize the consideration received or receivable at its fair value, as the right in a financial asset or in an intangible asset, depending on the conditions of the service concession arrangement.

The subsidiary's management considers the arrangement under an Operating and Maintenance of Bangkok Mass Transit System Agreement (for train procurement service) to be within the scope of TFRIC 12. The cumulative effect of the adoption of this TSIC and TFRIC is shown in Note 4 to the financial statements. In addition, the subsidiary's management considers the arrangement under an Operating and Bus Procurement (BRT) Agreement to be outside the scope of TFRIC 12.

Thai Financial Reporting Standard Interpretations 4 *Determining Whether an Arrangement Contains a Lease*

This Financial Reporting Standard Interpretations provides guidelines on determining whether an arrangement is or contains a lease. If so, the subsidiary is required to apply Accounting Standard No. 17 Leases.

The subsidiary's management considers the arrangement under an Operating and Bus Procurement (BRT) Agreement (for bus procurement service) to be within the scope of TFRIC 4. The agreement contains components of a lease, and based on the principles of Accounting Standard No. 17 Leases, content of the agreement is a finance lease. Lessors shall summarize assets held under a finance lease in their statements of financial position and present them as a receivable at an amount equal to the net investment in the lease. The cumulative effect of the adoption of this TFRIC is shown in Note 4 to the financial statements.

(b) Financial reporting standards that will become effective in the future

The Federation of Accounting Professions has issued a number of revised and new financial reporting standards that become effective for fiscal years beginning on or after 1 January 2015 (beginning on or after 1 April 2015 for the Company and its subsidiaries). These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of accounting standards. The management of the Company and its subsidiaries believes they will not have any significant impact on the financial statements in the year in which they are adopted. However, some of these financial reporting standards involve changes to key principles, as discussed below:

TAS 19 (revised 2014) Employee Benefits

This revised standard requires that the entity recognize actuarial gains and losses immediately in other comprehensive income while the existing standard allows the entity to summarize such gains and losses immediately in profit or loss, or in other comprehensive income, or to summarize them gradually in profit or loss.

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

TFRS 10 Consolidated Financial Statements

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

The management of the Company and its subsidiaries believes that this standard will not have any significant impact on the Company's and its subsidiaries' financial statements.

TFRS 11 Joint Arrangements

TFRS 11 supersedes TAS 31 Interests in Joint Ventures. This standard requires an entity to account for an investment in a jointly controlled entity that meets the definition of a joint venture using the equity method, while TAS 31 allows the entity to apply either the proportionate consolidation method or the equity method to account for such an investment.

The management of the Company and its subsidiaries believes that this standard will not have any impact on the Company's and its subsidiaries' financial statements as the Company and its subsidiaries have already applied the equity method to an investment in a jointly controlled entity.

TFRS 12 Disclosure of Interests in Other Entities

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

TFRS 13 Fair Value Measurement

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

Based on the preliminary analysis, the management of the Company and its subsidiaries believes that this standard will not have any significant impact on the Company's and its subsidiaries' financial statements.

4. CUMULATIVE EFFECT OF CHANGES IN ACCOUNTING POLICIES DUE TO THE ADOPTION OF NEW FINANCIAL REPORTING STANDARD

During the current year, the subsidiary made the changes described in Note 3 to the financial statements to its significant accounting policies, as a result of the adoption of TFRIC 4 *Determining Whether an Arrangement Contains a Lease*, TFRIC 12 *Service Concession Arrangements* and TSIC 29 *Service Concession Arrangements: Disclosures*. The cumulative effect of the changes in the accounting policies has been separately presented in the statements of changes in shareholders' equity.

The amounts of adjustment affecting the statements of financial position and comprehensive income are summarized below.

(Unit: Thousand Baht)

Consolidated financial statements			
	31 March 2015	31 March 2014	1 April 2013
Statements of financial position			
Increase in current portion of receivable under concession agreement	92,205	90,020	77,597
Increase in current portion of receivable under finance lease agreement	27,945	26,342	24,830
Decrease in equipment	(3,765,981)	(3,880,068)	(2,718,315)
Increase in receivable under concession agreement - net of current portion	3,615,231	3,657,643	2,880,814
Increase in receivable under finance lease agreement - net of current portion	32,196	60,141	86,482
Decrease in advances for acquisitions of assets	-	-	(424,737)
Increase in deferred tax assets	-	-	42,895
Increase in provisions	149,982	229,246	141,144
Decrease in deferred tax liabilities	(29,677)	(55,034)	-
Decrease in unappropriated retained earnings	(115,694)	(214,543)	(167,220)
Decrease in non-controlling interests of the subsidiary	(3,015)	(5,591)	(4,358)

(Unit: Thousand Baht)

Consolidated financial statements		
	For the years ended 31 March	
	2015	2014
Statements of comprehensive income		
Increase in train procurement service income under concession agreement	49,793	866,850
Decrease in service income	(252,959)	(235,139)
Increase in other income	79,264	-
Increase in interest income	136,598	132,711
Increase in cost of train procurement service under concession agreement	49,793	866,850
Decrease in cost of services	(163,879)	(41,731)
Increase (decrease) in income tax	25,357	(12,139)
Increase (decrease) in profit attributable to non-controlling interests of the subsidiary	2,576	(1,233)
Increase (decrease) in profit attributable to equity holders of the Company	98,849	(47,325)
Increase (decrease) in basic earnings per share (Baht)	0.0083	(0.0040)
Increase (decrease) in diluted earnings per share (Baht)	0.0083	(0.0040)

5. SIGNIFICANT ACCOUNTING POLICIES

5.1 Revenue recognition

Train procurement service income under concession agreement

Train procurement service income under concession agreement is recognised when service has been rendered, taking into account the stage of completion.

Service income

Revenues from provision of operating services

Income from providing of operating services is recognised when services have been rendered taking into account the stage of completion, excluding value added tax. Service rate charged is in accordance with rates as stipulated in the contract.

Advertising income

Advertising income is recognised when services have been rendered, taking into account the stage of completion, charged is in accordance with service areas. The service charge depends on the area, the service charge per area and the period of service stipulated in the contracts.

Revenues from provision of space

Space rental income is income from the rental of advertising space and retail space. Space rental income is recognised on an accrual basis in accordance with the contracts. The rental charge depends on the area rented, the rental rate charged per area, and the rental period stipulated in the contract.

Revenues from hotel and restaurant operations

Revenues from hotel and restaurant operations mainly comprise of room sales, food and beverage sales and revenues from auxiliary activities, and represent the invoiced value (excluding value added tax) of goods delivered and services rendered after deducting discounts and service charges.

Other service income

Service revenue is recognised when services have been rendered taking into account the stage of completion, excluding value added tax.

Revenues from utility services are recognised when services have been rendered and represent the invoiced value (excluding value added tax) of services rendered after deducting discounts and service charges reference to the term of the contract.

Rental income in conjunction with apartments and condominiums is recognised as revenue on an accrual basis.

Revenues from sales of real estate

Revenues from sales of land, land and houses and condominium units are recognised in full when significant risks and rewards are transferred to the buyer.

Other income

Management income is recognised when services have been rendered, with reference to the term of the contract, excluding value added tax.

Interest income is recognised on an accrual basis based on the effective interest rate.

Dividends are recognised when the right to receive the payment is established.

Finance lease income is recognized over the term of the agreement, using the effective interest rate, and income is recognised as the installments fall due irrespective of when actual collection is made. Finance lease income is presented under interest income in the profit or loss.

5.2 Expenses

Cost of sales of real estate

Cost of sales of real estate, which is determined by attributing the total anticipated real estate development costs after recognition of the costs incurred to date to the units already sold on the basis of salable area, is recognised as costs in profit or loss.

Other expenses

Cost of train procurement service under concession agreement, cost of services and other expenses is recognised on an accrual basis.

5.3 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

5.4 Accounts receivable

- a) Accounts receivable are stated at the net realisable value.
- b) Receivables under concession and finance lease agreements are stated at the outstanding balance, net of deferred revenue.

Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experiences and analysis of debt aging.

5.5 Real estate development costs

Real estate development costs are valued at the lower of cost and net realisable value.

Real estate development costs consist of the costs of land, land development, project management fees, design, construction and related interest.

5.6 Investments

- a) Investments in securities held for trading are stated at fair value. Changes in the fair value of these securities are recorded in profit or loss.
- b) Investments in available-for-sale securities are stated at fair value. Changes in the fair value of these securities are recorded as a separate item in shareholders' equity, and will be recorded as gains or losses in profit or loss when the securities are sold.
- c) Investments in debt securities, both due within one year and expected to be held to maturity, are recorded at amortised cost. The premium/discount on debt securities is amortised/accreted by the effective rate method with the amortised/accreted amount presented as an adjustment to the interest income.
- d) Investments in non-marketable equity securities, which the Company and its subsidiaries classify as other investments, are stated at cost net of allowance for loss on diminution in value (if any).
- e) Investments in joint ventures and associates are accounted for in the consolidated financial statements using the equity method.
- f) Investments in subsidiaries, joint ventures and associates are accounted for in the separate financial statements using the cost method.

The fair value of marketable securities is based on the latest bid price of the last working day of the year. The fair value of debt instruments is determined based on yield rates quoted by the Thai Bond Market Association or yield rate of government bond adjusted by an appropriate risk factor, as the case may be. The fair value of unit trusts is determined from their net asset value.

The weighted average method is used for computation of the cost of investments.

In the event the Company and its subsidiaries reclassify investments from one type to another, such investments will be readjusted to their fair value as at the reclassification date. The difference between the carrying amount of the investments and the fair value on the date of reclassification are recorded in profit or loss or recorded as other components of shareholders' equity, depending on the type of investment that is reclassified.

On disposal of an investment, the difference between net disposal proceeds and the carrying amount of the investment is recognised in profit or loss.

5.7 Project costs - media

Project costs - media are stated at cost less any accumulated amortisation and any accumulated impairment losses (if any).

Amortisation of project costs - media is calculated by reference to cost, at a proportion of the actual rental and advertising income and budgeted rental and advertising income over the concession period.

Amortisation is included in determining income.

5.8 Spare parts and amortisation

Spare parts are consisted as follows:

- a) Consumable spare parts are valued at the lower of cost (weighted average method) and net realisable value and are charged through profit or loss whenever actually consumed.
- b) Reusable spare parts are stated at cost less accumulated amortisation. Amortisation of reusable spare parts is calculated by reference to their costs on the straight-line basis over the period of the operation and maintenance agreement for a mass transit system in Bangkok and is recorded through the profit or loss.

5.9 Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and allowance for loss on impairment (if any).

Depreciation of investment properties is calculated by reference to their costs on the straight-line basis over the following estimated useful lives:

Golf course and construction for rent	20 - 30	years
Buildings and hotel for rent	30	years and period of lease

Depreciation of the investment properties is included in determining income.

No depreciation is provided on land awaiting sales and investment properties in progress.

On disposal of investment properties, the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period when the asset is derecognised.

5.10 Property, plant and equipment and depreciation

Land is stated at revalued amount and buildings and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

Land is initially recorded at cost on the acquisition date, and subsequently revalued by an independent professional appraiser to its fair values. Revaluation is made with sufficient regularity to ensure that the carrying amount does not differ materially from fair value at the end of reporting period.

Differences arising from the revaluation are dealt with in the financial statements as follows:

- When an asset's carrying amount is increased as a result of a revaluation of the Company and its subsidiaries' assets, the increase is recognized in the statements of other comprehensive income and credited directly to equity under the heading of "Revaluation surplus on assets". However, a revaluation increase will be recognised as income to the extent that it reverses a revaluation decrease of the same asset previously recognised as an expense.
- When an asset's carrying amount is decreased as a result of a revaluation of the Company and its subsidiaries' assets, the decrease is recognised as an expense in profit or loss. However, a revaluation decrease is to be charged directly against the related "Revaluation surplus on assets" to the extent that the decrease does not exceed the amount held in the "Revaluation surplus on assets" in respect of those same assets. Any excess amount is to be recognised as an expense in the statements of comprehensive income.

Depreciation of plant and equipment is calculated by reference to their costs on the straight-line basis over the following estimated useful lives:

Buildings and improvements	5 - 30	years
Leasehold improvement	The lower of lease term or 5	years
Golf course development costs	5 - 20	years
Machinery and equipment	3 - 10	years
Furniture and office equipment	3 - 10	years
Motor vehicles	5	years

Depreciation is included in determining income.

No depreciation is provided on land, construction in progress and assets under installation.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

5.11 Leasehold rights and amortisation

Leasehold rights are stated at cost less accumulated amortisation and allowance for loss on impairment of assets (if any). Amortisation of leasehold rights is calculated by reference to their cost on a straight-line basis over the leasehold period.

Amortisation is included in determining income.

5.12 Intangible assets

Computer software is carried at cost less accumulated amortisation and allowance for impairment losses (if any).

Computer software is amortised on a systematic basis over the economic useful lives of 3 years and 5 years and tested for impairment whenever there is an indication that the computer software may be impaired. The amortisation period and the amortisation method of such computer software are reviewed at least at each financial year end. The amortisation expense is charged to the profit or loss.

5.13 Goodwill

Goodwill is initially recorded at cost, which equals to the excess of cost of business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired exceeds the cost of business combination, the excess is immediately recognised as gain in profit or loss.

Goodwill is carried at cost less any accumulated impairment losses. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the subsidiary's cash generating units (or group of cash-generating units) that are expected to benefit from the synergies of the combination. The subsidiary estimates the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognized in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.

5.14 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

5.15 Impairment of assets

At the end of each reporting period, the Company and its subsidiaries perform impairment reviews in respect of the property, plant and equipment whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Company and its subsidiaries could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss.

In the assessment of asset impairment if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Company and its subsidiaries estimate the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal, which exceeds the carrying amount that would have been determined, is treated as a revaluation increase.

5.16 Provisions

General

Provisions are recognised when the subsidiaries have a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Major maintenance or restoration of elevated trains under service concession

The subsidiary has contractual obligations to maintain or restore the elevated trains under service concession to a specified level of service ability. The obligations are recognised and measured at the best estimate of the expenditure that would be required to settle the present obligation at the end of the reporting period.

5.17 Equity-settled share-based payment transactions

The Company recognises the share-based payment transactions at the date on which the options are granted, based on the fair value of the share options. They are recorded as expenses over the expected life of the share options, and a capital reserve for share-based payment transactions is presented in shareholders' equity.

Estimating fair value for share-based payment transactions requires determination relating to appropriate assumptions, including the expected life of the share options, share price volatility and dividend yield.

5.18 Long-term leases

Leases of property, plant and equipment which transfer substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The outstanding rental obligations, net of finance charges, are included in long-term payables, while the interest element is charged to profit or loss over the lease period. The assets acquired under finance leases are depreciated over the shorter of the useful life of the asset and the lease period.

Leases of property, plant and equipment which do not transfer substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognised as an expense in profit or loss on a straight line basis over the lease term.

5.19 Related party transactions

Related parties comprise enterprises and individuals that control, or are controlled by the Company and its subsidiaries, whether directly or indirectly, or which are under common control with the Company and its subsidiaries.

They also include associated companies and individuals which directly or indirectly own a voting interest in the Company and its subsidiaries that gives them significant influence over the Company and its subsidiaries, key management personnel, directors, and officers with authority in the planning and direction of the Company and its subsidiaries' operations.

5.20 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency. Items of each entity included in the consolidated financial statements are measured using the functional currency of that entity.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period, with the exception of those covered by forward exchange contracts, which are translated at the contracted rates.

Translation differences on investments in debt securities and other monetary financial assets measured at fair value are included in gains and losses on exchange. Translation differences on non-monetary items such as investments in equity securities held for trading are reported as part of the fair value gain or loss. Translation differences on available-for-sale investments in equity securities are included in the fair value gain or loss in other comprehensive income.

Gains and losses on exchange are included in determining income.

5.21 Employee benefits

Short-term employee benefits

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

Post-employment benefits

Defined contribution plans

The Company and its subsidiaries and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Company and its subsidiaries. The fund's assets are held in a separate trust fund and the Company and its subsidiaries' contributions are recognised as expenses when incurred.

Defined benefit plans

The Company and its subsidiaries have obligations in respect of the severance payments it must make to employees upon retirement under labor law. The Company and its subsidiaries treat these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from post-employment benefits are recognised immediately in other comprehensive income.

For the first-time adoption of TAS 19 Employee Benefits during the year ended 31 March 2012, the Company and its subsidiaries elected to recognise the transitional liability, which exceeds the liability that would have been recognised at the same date under the previous accounting policy, retrospectively as though the Company and its subsidiaries initially recorded these employee benefit expenses.

5.22 Assets held for sale and discontinued operations

The Company classifies assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. The criteria for held for sale classification is regarded as met only when the sale is highly probable and the asset or disposal group is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

Gain or loss from discontinued operations are excluded from the results of continuing operations and are presented as a single amount in the profit or loss.

5.23 Treasury share

Treasury share is stated at cost and presented in statement of financial position as a reduction from shareholders' equity. Gains on disposal of treasury stock are determined by reference to its carrying amount and are taken to premium on treasury share, losses on disposal of treasury share are determined by reference to its carrying amount and are taken to premium on treasury share and retained earnings, consecutively.

5.24 Service Concession Arrangements

The subsidiary provides services to procure electric trains to be used in the provision of public services and to operate and maintain elevated trains under service concession for a specified period of time under an Operating and Maintenance of Bangkok Mass Transit System Agreement. The subsidiary is paid for its services over the period of the arrangement, and the arrangement is governed by a contract that sets out performance standards. Such arrangement is a public-to-private service concession arrangement.

The subsidiary recognises the consideration received or receivable for its provision of train procurement services as a financial asset (receivable under concession agreement) to the extent that it has an unconditional contractual right to receive cash or another financial asset for the services from or at the direction of the grantor. Receivables are measured at fair value upon initial recognition. Receivable under concession agreement is presented and measured at amortised cost. Interest is calculated using the effective interest method to be recognised in the profit or loss.

Borrowing costs attributable to the arrangement are recognised as an expense in the period in which they are incurred in case the subsidiary recognises the consideration as financial asset.

5.25 Income tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

Current tax

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

Deferred tax

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Company and its subsidiaries recognise deferred tax liabilities for all taxable temporary differences while they recognise deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Company and its subsidiaries review and reduce the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Company and its subsidiaries record deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

6. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles at times requires management to make subjective judgments and estimates regarding matters that are inherently uncertain. These judgments and estimates affect reported amounts and disclosures and actual results could differ from these estimates. Significant judgments and estimates are as follows:

Leases

In determining whether a lease is to be classified as an operating lease or finance lease, the management is required to use judgment regarding whether significant risk and rewards of ownership of the leased asset have been transferred, taking into consideration terms and conditions of the arrangement.

Allowance for doubtful accounts

In determining an allowance for doubtful accounts, the management needs to make judgment and estimates based upon, among other things, past collection history, ageing profile of outstanding debts and the prevailing economic condition.

Fair value of financial instruments

In determining the fair value of financial instruments that are not actively traded and for which quoted market prices are not readily available, the management exercise judgment, using a variety of valuation techniques and models. The input to these models is taken from observable markets, and includes consideration of liquidity, correlation and long-term volatility of financial instruments.

Impairment of investments

The Company and its subsidiaries treat available-for-sale investments and other investments as impaired when there has been a significant or prolonged decline in the fair value below their cost or where other objective evidence of impairment exists. The determination of what is "significant" or "prolonged" requires judgment of the management.

Property, plant and equipment and depreciation

In determining depreciation of plant and equipment, the management is required to make estimates of the useful lives and residual values of the Company and its subsidiaries' plant and equipment and to review estimated useful lives and residual values when there are any changes.

The Company and its subsidiaries measure land at revalued amounts in the consolidated financial statements. Such amounts are determined by the independent valuer using the market approach. The valuation involves certain assumptions and estimates.

In addition, the management is required to review property, plant and equipment for impairment on a periodical basis and record impairment losses in the period when it is determined that their recoverable amount is lower than the carrying amount. This requires judgments regarding forecast of future revenues and expenses relating to the assets subject to the review.

Project costs - media and amortisation

In determining amortisation of project costs - media, the management is required to make estimate of the rental and advertising income over the concession period and to review the estimated rental and advertising income when circumstance changes.

Real estate development cost estimation

In recognising revenue from real estate sales, the Company and its subsidiaries need to estimate all project development costs, including land costs, land improvement costs, design costs, construction costs, and borrowing costs for construction. The management estimates these costs based on their business experience and revisits the estimation on a periodical basis or when the actual costs incurred significantly vary from the estimation.

Goodwill and intangible assets

The initial recognition and measurement of goodwill and intangible assets, and subsequent impairment testing, require management to make estimates of cash flows to be generated by the asset or the cash generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.

Accrued expenses

In determining a provision for the Company and its subsidiaries' operation, the management needs to make judgment and estimates, based upon regulations, and information relating to the scope of works and benefits received by the Company and its subsidiaries, recording expenses as of the statement of financial position date. The management of the Company and its subsidiaries believes that the actual expenses will be closed to their estimation as recorded.

Equity-settled share-based payment transactions

Estimating fair value for share-based payment transactions requires determination relating to appropriate assumptions, including the expected life of the share options, share price volatility and dividend yield.

Post-employment benefits under defined benefit plans

The obligation under the defined benefit plan is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

Provisions

The subsidiaries determined the provisions using various assumptions relevant to each provision. Estimates are reviewed whenever circumstances change.

Allocation of assets and liabilities and revenues and expenses to BTSGIF

The subsidiary allocated the assets and liabilities to be derecognised from its accounts in order to record gain on sale of net future fare box revenues and allocated revenues and expenses to record profit from discontinued operation. In addition, the subsidiary allocated revenues and expenses in order to submit net fare box revenues to BTSGIF. In making these allocations the management needs to apply judgment, bases, information and various assumptions, regarding matters such as route length and the expenses reimbursable from BTSGIF. The allocations are reviewed whenever new transactions occur and circumstances change. In addition, the allocations have to be verified and approved by BTSGIF.

Corporate income tax of a subsidiary (BTSC)

From a tax perspective, the sale of future net fare box revenues was treated as borrowing from BTSGIF and so in calculating corporate income tax, the subsidiary calculated interest expense based on the difference between the net fare box revenues submitted to BTSGIF and the amortisation of BTSGIF's investment in rights to receive fare box revenue of the Core Bangkok Mass Transit System of BTSGIF (calculated based on projections of numbers of passengers in the report prepared by an independent valuer). The estimate is reviewed whenever new transactions occur and circumstances change.

Litigation

The Company and its subsidiaries have contingent liabilities as a result of litigation. The Company and its subsidiaries' management has used judgment to assess of the results of the litigation and believe that no loss will result. Therefore no contingent liabilities are recorded as at the end of reporting period.

7. RELATED PARTY TRANSACTIONS

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

(Unit: Million Baht)

	For the years ended 31 March				Pricing policy
	Consolidated financial statements		Separate financial statements		
	2015	2014	2015	2014	
Transactions with subsidiaries (Eliminated from the consolidated financial statements)					
Interest income	-	-	95	151	At cost of funds
Management income	-	-	47	47	Contract price
Revenues from construction services	-	-	-	24	Contract price
Utility income	-	-	10	8	Contract price
Revenue from guarantee	-	-	59	59	Contract price
Commission income	-	-	43	-	Contract price
Rental income	-	-	42	56	Contract price
Dividend income	-	-	2,026	17,063	Approved by the meeting of Board of Directors
Cost of construction services	-	-	-	24	Contract price
Management fee	-	-	20	22	Contract price
Rental expenses	-	-	5	5	Contract price
Interest expenses	-	-	57	368	At cost of funds
Purchase of fixed assets and investment properties	-	-	379	375	Contract price
Purchase of investments in subsidiaries	-	-	-	35	Contract price
Transactions with jointly controlled entities and associates					
Sale of future net fare box revenues (Note 56)	-	61,399	-	-	Contract price
Sale of land	1,411	-	-	-	Contract price
Interest income	6	-	6	-	At cost of funds
Service income	99	105	-	-	Contract price
Dividend income	1,226	821	1,207	821	Approved by the meeting of Board of Directors
Management fee	44	41	17	17	Contract price
Special business tax paid	53	50	-	-	Mutual agreement
Transactions with related parties					
Service income	7	-	-	-	Contract price
Management income	2	-	-	-	Contract price
Management fee	7	7	-	-	Contract price
Cost of service	11	8	-	-	Contract price
Purchase of fixed assets	32	7	-	-	Contract price
Purchase of land	-	150	-	-	Contract price

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

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Trade and other receivables - related parties (Note 11)				
Subsidiary companies	-	-	23,281	306,750
Jointly controlled entities and associated companies	149,340	51,019	1,198	-
Related companies (common shareholders)	4,374	144	-	-
Total trade and other receivables - related parties	153,714	51,163	24,479	306,750
Advance to contractor - related party				
Subsidiary company	-	-	19,476	44,823
Total advance to contractor - related party	-	-	19,476	44,823
Accrued income - related parties				
Associated company	357,299	324,969	-	-
Related company (common shareholders)	1,205	-	-	-
Total accrued income - related parties	358,504	324,969	-	-
Trade and other payables - related parties (Note 30)				
Subsidiary companies	-	-	65,364	46,068
Associated companies	973	684	-	-
Related companies (common shareholders)	1,558	3,576	-	-
Total trade and other payables - related parties	2,531	4,260	65,364	46,068
Unearned revenue - related party				
Associated company	541,839	578,723	-	-
Total unearned revenue - related party	541,839	578,723	-	-
Retention payable - related party				
Subsidiary company	-	-	32,899	19,155
Total retention payable - related party	-	-	32,899	19,155
Provision - related party (Note 35)				
Associated company	1,154,725	1,083,484	-	-
Total provision - related party	1,154,725	1,083,484	-	-

Loans to related parties and loans from related individual and parties

As at 31 March 2015 and 2014, the balances of loans between the Company and those related individual and companies and the movement are as follows:

(Unit: Thousand Baht)

Consolidated financial statements					
Short-term loan to related parties	Related by	Balance as at 31 March 2014	Increase during the year	Decrease during the year	Balance as at 31 March 2015
EGV Co., Ltd.	Related company	4,018	-	-	4,018
Midas Global Media Co., Ltd.	Jointly controlled entity	-	33,000	(33,000)	-
		4,018	33,000	(33,000)	4,018
Less: Allowance for doubtful debt		(4,018)	-	-	(4,018)
Total		-	33,000	(33,000)	-

(Unit: Thousand Baht)

Separate financial statements					
Short-term loans to related parties	Related by	Balance as at 31 March 2014	Increase during the year	Decrease during the year	Balance as at 31 March 2015
Carrot Rewards Co., Ltd.	Subsidiary company	176,500	130,000	-	306,500
EGV Co., Ltd.	Related company	4,018	-	-	4,018
		180,518	130,000	-	310,518
Less: Allowance for doubtful debts		(4,018)	(212,500)	-	(216,518)
Total		176,500	(82,500)	-	94,000

(Unit: Thousand Baht)

Consolidated financial statements					
Long-term loan to related parties	Related by	Balance as at 31 March 2014	Increase during the year	Decrease during the year	Balance as at 31 March 2015
Hwa Kay Thai (Thailand) Co., Ltd.	Related company	24,635	-	(1,735)	22,900
Midas Global Media Co., Ltd.	Jointly controlled entity	-	55,900	(16,650)	39,250
BTS Sansiri Holding One Ltd.	Jointly controlled entity	-	700,000	(350,000)	350,000
BTS Sansiri Holding Two Ltd.	Jointly controlled entity	-	373,756	-	373,756
		24,635	1,129,656	(368,385)	785,906
Less: Allowance for doubtful debts		(24,635)	-	1,735	(22,900)
		-	1,129,656	(366,650)	763,006
Less: Current portion		-	(3,925)	-	(3,925)
Net		-	1,125,731	(366,650)	759,081

(Unit: Thousand Baht)

Separate financial statements					
Long-term loans to related parties	Related by	Balance as at 31 March 2014	Increase during the year	Decrease during the year	Balance as at 31 March 2015
Yongsu Co., Ltd.	Subsidiary company	5,770	105	-	5,875
Tanayong Food and Beverage Co., Ltd.	Subsidiary company	243,139	-	-	243,139
Muangthong Assets Co., Ltd.	Subsidiary company	83,700	190,500	-	274,200
Tanayong International Ltd.	Subsidiary company	436,870	272	-	437,142
Tanayong Hong Kong Limited	Subsidiary company	3,702	50	-	3,752
Siam Paging and Communication Co., Ltd.	Subsidiary company	32,700	83,850	-	116,550
Kamkoong Property Co., Ltd.	Subsidiary company	158,270	544,650	(702,920) ⁽¹⁾	-
BTS Asset Co., Ltd.	Subsidiary company	3,299,500	-	(3,299,500) ⁽¹⁾	-
BTS Land Co., Ltd.	Subsidiary company	67,000	4,300	-	71,300
Thana City Golf & Sports Club Co., Ltd.	Subsidiary company	21,400	27,900	-	49,300
BTS Sansiri Holding One Ltd.	Jointly controlled entity	-	700,000	(350,000)	350,000
BTS Sansiri Holding Two Ltd.	Jointly controlled entity	-	373,756	-	373,756
		4,352,051	1,925,383	(4,352,420)	1,925,014
Less: Allowance for doubtful debts		(528,306)	(75,468)	83,700	(520,074)
Total		3,823,745	1,849,915	(4,268,720)	1,404,940

⁽¹⁾Baht 2,496 million classified as assets classified as held for sale as at 31 March 2015 (Note 28)

(Unit: Thousand Baht)

Consolidated financial statements					
Short-term loan from individual	Related by	Balance as at 31 March 2014	Increase during the year	Decrease during the year	Balance as at 31 March 2015
Individual	Shareholder of subsidiary company	20,000	-	(20,000)	-
Total		20,000	-	(20,000)	-

(Unit: Thousand Baht)

Separate financial statements					
Short-term loan from related party	Related by	Balance as at 31 March 2014	Increase during the year	Decrease during the year	Balance as at 31 March 2015
Bangkok Mass Transit System Plc.	Subsidiary company	-	14,362,000	(5,177,000)	9,185,000
Total		-	14,362,000	(5,177,000)	9,185,000

The loans to and loans from related individuals and entities are not collateralized, except for the loan to Midas Global Media Co., Ltd., which is secured by assets and transfers of rights as stipulated in the agreement.

Directors' and management's benefits

During the years ended 31 March 2015 and 2014, the Company and its subsidiaries had employee benefit expenses payable to their directors and management as below.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Short-term employee benefits	270	278	78	75
Post-employment benefits	11	10	2	2
Share-based payment	6	5	1	1
Total	287	293	81	78

Guarantee obligation with related party

The Company has an outstanding guarantee obligation with its related party, as described in Note 54.6 d) to the financial statements.

8. CASH AND CASH EQUIVALENTS

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Cash	136,557	50,447	104	129
Current deposits and saving deposits	2,912,832	6,658,918	309,439	1,585,054
Fixed deposits with maturity date due not more than 3 months	2,108,724	105,248	4	4
Certificates of deposits	4,412,189	464,574	296,218	384,425
Bills of exchange	541,618	1,389,322	-	1,117,853
Total	10,111,920	8,668,509	605,765	3,087,465

As at 31 March 2015, cash and cash equivalents carried interests between 0.10 and 3.10% per annum (2014: between 0.37 and 3.25% per annum) (Separate financial statements: between 0.13 and 1.50% per annum (2014: 0.50 and 2.75% per annum)).

The Company is waiting to transfer the outstanding balance of cash and cash equivalents of Baht 182 million (2014: Baht 182 million) to the creditors per the rehabilitation plan of the Company, when the court issues its final judgement, as described in Note 16 to the financial statements.

9. CURRENT INVESTMENTS

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Fixed deposits with maturity date due more than 3 months	2,289,947	18,726,880	-	981,697
Held to maturity securities				
Domestic private debt securities	1,870,965	4,024,676	230,674	185,410
Foreign private debt securities	1,134,259	329,163	1,134,259	329,163
	3,005,224	4,353,839	1,364,933	514,573
Investments in trading securities				
Domestic marketable equity securities	794,124	178,903	-	-
Government and state-owned enterprise bonds	74,902	92,751	-	-
Domestic private debt securities	197,003	131,328	-	-
	1,066,029	402,982	-	-
Add : Allowance for change in value	10,177	12,609	-	-
	1,076,206	415,591	-	-
Total	6,371,377	23,496,310	1,364,933	1,496,270

During the current year, the subsidiaries sold current investments with book values totaling Baht 22,636 million (2014: Baht 33,086 million) and recognised gains on the sales amounting to Baht 9 million (2014: Baht 2 million) in the consolidated profit or loss.

The current investments of Baht 1,619 million were pledged to secure a bank guarantee issued by a bank on behalf of the subsidiary as security for the long-term debentures and compliance with Contract for Establishment of Central Clearing House Project.

10. BANK ACCOUNT FOR ADVANCES FROM CARDHOLDERS

In order to comply with the Notification of the Bank of Thailand applicable to electronic card businesses, the subsidiary (Bangkok Smartcard System Co., Ltd.) has to deposit cash received in advance from cardholders with a financial institution in an amount not less than the outstanding balance of the advance receipts at the end of each day. These funds cannot be used for any purposes other than making payment to goods or service providers on behalf of the cardholder. As at 31 March 2015, the balance of cash received in advance from cardholders was Baht 211 million (2014: Baht 153 million).

11. TRADE AND OTHER RECEIVABLES

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Trade receivables - related parties				
Not yet due	4,350	3,747	-	-
Past due				
Up to 3 months	66	-	-	-
3 - 6 months	2	-	-	-
Total trade receivables - related parties	4,418	3,747	-	-
Trade receivables - unrelated parties				
Not yet due	676,442	525,266	-	-
Past due				
Up to 3 months	212,058	149,405	-	-
3 - 6 months	47,300	39,282	-	-
6 - 12 months	11,299	9,859	-	-
Over 12 months	26,142	31,363	-	-
Total	973,241	755,175	-	-
Posted date cheques	8,914	9,157	-	-
Less: Allowance for doubtful debts	(49,759)	(32,895)	-	-
Total trade receivables - unrelated parties - net	932,396	731,437	-	-
Total trade receivables - net	936,814	735,184	-	-
Other receivables				
Advances	6,410	4,195	20	787
Interest receivable - related parties	198	-	20,706 ⁽¹⁾	285,835
Interest receivable	75,285	243,849	9,955	18,240
Dividend receivable - related party	1,000	-	1,000	-
Dividend receivable	7,862	2,445	7,862	2,445
Retention receivable	1,777	2,748	1,777	2,748
Other receivables - related parties	148,098	47,416	2,773 ⁽¹⁾	20,915
Other receivables	40,696	38,618	34,735	23,162
Total other receivables - net	281,326	339,271	78,828	354,132
Trade and other receivables - net	1,218,140	1,074,455	78,828	354,132

⁽¹⁾ Baht 400.7 million classified as assets classified as held for sale as at 31 March 2015 (Note 28)

12. RECEIVABLE UNDER CONCESSION AGREEMENT

(Unit: Thousand Baht)

Consolidated financial statements		
	2015	2014
Balance at the beginning of year	3,747,663	2,958,410
Addition	49,793	866,850
Repayment	(90,020)	(77,597)
Balance at the end of year	3,707,436	3,747,663
Current	92,205	90,020
Non-current	3,615,231	3,657,643
	3,707,436	3,747,663

The receivable represents a receivable from the provision of train procurement services for extension line – Silom and Sukhumvit, and the core line after the expiry of the existing concession (recorded in the account due to the adoption of TFRIC 12 *Service Concession Arrangement*), in accordance with an arrangement under the Operating and Maintenance of Bangkok Mass Transit System Agreement dated 3 May 2012 between Krungthep Thanakom Company Limited (“Krungthep Thanakom”) and a subsidiary, and the amendment to that agreement, with a term of 30 years from 8 May 2012 to 2 May 2042.

The agreement stipulates that the subsidiary is to procure a number of trains for a specified period and will receive a monthly fixed payment. The subsidiary can negotiate adjustment of the compensation with Krungthep Thanakom. In addition, the subsidiary has obligations to perform major maintenance or restoration of these trains, and these are recorded under the provision accounts, as discussed in Note 35 to the financial statements. Krungthep Thanakom has a call option to purchase the trains at the end of the agreement at the rates stipulated in the agreement.

Baht 3,221 million of the receivable under the concession agreement is more than 5 years past due (2014: Baht 3,274 million), and this is subject to interest at rates of 0.58 and 6.12% per annum (2014: 0.58 and 6.12% per annum).

13. RECEIVABLE UNDER FINANCIAL LEASE AGREEMENT

(Unit: Thousand Baht)

Consolidated financial statements			
	2015		
	Amounts due under the agreements		
	Less than 1 year	1 - 5 years	Total
Gross investment in the agreement	30,756	33,319	64,075
Less: Deferred revenue	(2,811)	(1,123)	(3,934)
Receivable under finance lease agreement	27,945	32,196	60,141
Current portion of receivable under finance lease agreement			27,945
Receivable under finance lease agreement – net of current portion			32,196

(Unit: Thousand Baht)

Consolidated financial statements			
2014			
Amounts due under the agreements			
	Less than 1 year	1 - 5 years	Total
Gross investment in the agreement	30,757	64,074	94,831
Less: Deferred revenue	(4,415)	(3,933)	(8,348)
Receivable under finance lease agreement	26,342	60,141	86,483
Current portion of receivable under finance lease agreement			26,342
Receivable under finance lease agreement - net of current portion			60,141

The receivable represents a receivable from the provision of bus procurement services in accordance with an arrangement under the Operating and Bus Procurement (BRT) Agreement dated 10 February 2010 between the subsidiary and Krungthep Thanakom Company Limited and the amendment to the agreement, for 7 years, from 15 May 2010 to 15 May 2017.

14. REAL ESTATE DEVELOPMENT COSTS

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Land and construction development	2,239,060	2,551,034	654,846	626,024
Less: Reduce cost to net realisable value	(1,272)	(1,272)	(1,272)	(1,272)
Real estate development costs - net	2,237,788	2,549,762	653,574	624,752
Mortgaged as collateral for credit facilities	611,206	572,513	822	822

15. CASH DEPOSITED AS COLLATERAL FOR DEBT SETTLEMENT

As at 31 March 2015, the Company had the outstanding balances of cash deposited with the Central Bankruptcy Court as guarantees of settlement of unsecured and secured creditors, amounting to Baht 130.2 million and Baht 40.7 million, respectively (2014: Baht 192.0 million and Baht 40.7 million, respectively), due to the debts pending final court judgement or comptroller's orders. Such amounts of cash deposited are still lower than the maximum amount of debt that may arise on a proportional basis of unsecured and secured creditors by Baht 95.6 million and Baht 416.5 million, respectively. The Company is obliged to pay or transfer assets to settle such debts as stipulated in the rehabilitation plan. However, the Company completely recorded such debts in its accounts and the secured creditors are provided guarantees by the mortgage of the Company's assets in full.

16. ASSETS AWAITING TRANSFER UNDER REHABILITATION PLAN

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Real estate development costs - net	39,921	39,921	39,921	39,921
Land and projects awaiting development - net	28,315	28,315	28,315	28,315
Property, plant and equipment - net	36	54	36	54
Total	68,272	68,290	68,272	68,290

In order to comply with the rehabilitation plan, the Company held an open auction of assets awaiting transfer under the rehabilitation plan (5 items) in 2009, and a company successfully bid to purchase all of the assets at a price of Baht 1,200 million (appraisal value of Baht 3,089 million).

The Company subsequently entered into an agreement to acquire the rights to purchase certain auctioned assets (Items No.1-3) from such company at a price of Baht 500 million.

In addition, in October 2012, another subsidiary entered into an agreement to acquire the rights to purchase certain auctioned assets (item No.4) from the company that had lodged the successful bid, at a price of Baht 300 million. The subsidiary paid Baht 45 million to that company in accordance with an agreement between the Company and that company. The subsidiary recorded this transaction under the heading of “Deposit and advances for asset acquisitions” in the consolidated statement of financial position.

In 2011, a meeting of the Company’s Board of Directors passed a resolution to approve and/or ratify a subsidiary executing a contract to purchase rights of claim from a group of creditors for a total consideration not exceeding Baht 1,200 million. The subsidiary made payment of approximately Baht 816 million for these rights and recorded this transaction under the heading of “Rights of claim from acquisition of debts per rehabilitation plan” in the consolidated statement of financial position.

In October 2012, there was a transfer of ownership and redemption from mortgage of a secured asset (item No. 5) and payment was made to the creditors per the rehabilitation plan. Subsequently, in July 2013, there were additional transfers of ownership and redemption from mortgage of secured asset items No. 1-3 and the Company therefore recorded items No. 1-3, totaling Baht 500 million, under the heading of “Investment properties” in the statement of financial position. Most of the cash received from the buyer was transferred to the creditors per the rehabilitation plan, while approximately Baht 182 million (2014: Baht 182 million) was reserved to be transferred to eligible creditors per the order of the Central Bankruptcy Court, as discussed in Note 8 to the financial statements. The Company recorded the latter transaction under the heading of “Liability awaiting final court order” in the statement of financial position. Moreover, in July 2013, the Company sold certain assets (items 1 and 2) to an unrelated individual and unrelated companies at a total price of Baht 489 million (net of selling expenses of Baht 65 million) and recognised gains of Baht 379 million on the sales under the heading of “Gain on sales of assets” in profit or loss for the year ended 31 March 2014.

A subsidiary, as a creditor to which rights of claim over debts and other rights under the rehabilitation plan had been transferred, received settlement of debt totaling Baht 612 million, leaving a balance of “Rights of claim from acquisition of debts per rehabilitation plan” of Baht 204 million in its consolidated statement of financial position as at 31 March 2015 (2014: Baht 204 million).

17. INVESTMENTS IN SUBSIDIARIES AWAITING TRANSFER UNDER REHABILITATION PLAN

The remaining balance consists of 72 million ordinary shares of BTSC which will be transferred to the creditors per rehabilitation. However, these shares are not yet transferred to the creditors since some of the Company's debts are pending final court judgement.

18. INVESTMENTS IN SUBSIDIARIES

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

(Unit: Thousand Baht)

Company's name	Paid-up capital		Percentage owned by the Company		Cost		Dividend income	
	2015	2014	2015	2014	2015	2014	2015	2014
Bangkok Mass Transit System Public Co., Ltd ("BTSC")	4,016,78	4,016,783	97.46	97.46	29,937,253	29,937,253	1,879,126	16,952,850
VGI Global Media Public Co., Ltd. (51% held by BTSC)	686,398	343,197	18.58	10.84	6,337,095	2,577,858	125,985	90,338
Dnal Co., Ltd.	50,000	50,000	100	100	680,609	680,609	-	-
Muangthong Assets Co., Ltd.	125,000	125,000	100	100	503,695	503,695	-	-
PrannaKiri Assets Co., Ltd.	311,000	311,000	100	100	310,010	310,010	-	-
Yong Su Co., Ltd.	234,000	234,000	100	100	236,570	236,570	-	-
Tanayong Food an Beverage Co., Ltd.	1,000	1,000	100	100	1,000	1,000	-	-
Thana City Golf & Sports Club Co., Ltd.	20,000	20,000	100	100	77,472	77,472	-	-
Siam Paging and Communication Co., Ltd.	5,000	5,000	100	100	5,000	5,000	-	-
Tanayong Property Management Co., Ltd.	1,000	1,000	100	100	1,000	1,000	3,400	3,000
Tanayong International Ltd.	25	25	100	100	25	25	-	-
HHT Construction Co., Ltd.	25,000	25,000	51	51	12,750	12,750	17,850	17,085
Tanayong Hong Kong Limited	42	42	100	100	42	42	-	-
Carrot Rewards Co. Ltd.	2,000	2,000	100	100	2,000	2,000	-	-
BTS Assets Co., Ltd. ⁽¹⁾	800,000	800,000	100	100	-	1,424,078	-	-
BTS Land Co., Ltd.	10,000	10,000	100	100	10,000	10,000	-	-
Nuvo Line Agency Co., Ltd.	2,001,000	2,001,000	100	80	1,865,415	1,637,915	-	-
Kamkoong Property Co., Ltd. ⁽¹⁾	375,000	375,000	100	100	-	375,000	-	-
Man Kitchen Co., Ltd.	80,000	50,000	70	70	56,000	35,000	-	-
Mak8 Co., Ltd.	240,000	240,000	87.5	87.5	210,000	210,000	-	-
Primary Kitchen Co., Ltd.	10,000	-	100	-	10,000	-	-	-
BSS Holding Co., Ltd.	75,000	-	100	-	75,000	-	-	-
Total					40,330,936	38,037,277		
Less: Surplus on business combination under common control					(3,715,435)	(3,790,493)		
					36,615,501	34,246,784		
Less: Provision for loss on diminution in value					(1,407,941)	(1,418,899)		
Net					35,207,560	32,827,885		

⁽¹⁾ Classified as assets classified as held for sale as at 31 March 2015 (Note 28)

Subsidiaries directly owned by the Company

Bangkok Mass Transit System Public Company Limited (“BTSC”)

During the year ended 31 March 2015, the Annual General Meeting of the shareholders and the meeting of Board of Directors of BTSC passed resolutions to pay dividends totaling Baht 1,928 million (Baht 1,879 million paid to the Company) (2014: Baht 17,394 million (Baht 16,953 million paid to the Company)).

All of BTSC’s ordinary shares (excluding the ordinary shares of VGI Global Media Public Company Limited and Bangkok Smartcard System Company Limited held by BTSC, benefits and rights on an Operating and Maintenance of Bangkok Mass Transit System Agreement and an Operating and Bus Procurement (BRT) Agreement stipulated the Net Revenue Purchase and Transfer Agreement of the Core BTS Sky Train System have been pledged with BTS Rail Mass Transit Growth Infrastructure Fund to secure its obligations under the Sponsor Support and Guarantee Agreement.

Tanayong Property Management Company Limited

During the year ended 31 March 2015, the Annual General Meeting of the shareholders of a subsidiary passed a resolution to pay a dividend amounting to Baht 3 million (Baht 3 million paid to the Company) (2014: Baht 3 million (Baht 3 million paid to the Company)).

HHT Construction Company Limited

During the year ended 31 March 2015, the Annual General Meeting of the shareholders of a subsidiary passed a resolution to pay a dividend amounting to Baht 35 million (Baht 18 million paid to the Company) (2014: Baht 34 million (Baht 17 million paid to the Company)).

Nuvo Line Agency Company Limited

On 27 May 2014, the Company acquired an additional 4,002,000 ordinary shares of a subsidiary, representing a 20% interest, from its existing shareholder at a price of Baht 227.5 million. As a result, the Company’s shareholding in the subsidiary increased from 80% to 100%.

The purchase transaction of investment in the subsidiary is detailed below.

	(Unit: Thousand Baht)
Purchase price	227,500
Less: Non-controlling interests of subsidiary adjusted	(441,875)
Surplus from the changes in the ownership interests in subsidiary	<u>(214,375)</u>

Man Kitchen Company Limited

On 29 September 2014, the Annual General Meeting of shareholders of a subsidiary passed a resolution to approve a Baht 30 million increase in its registered capital, from the existing registered capital of Baht 50 million to Baht 80 million, by issuing 300,000 new ordinary shares with a value of Baht 100 each. The Company acquired additional ordinary shares of the subsidiary in proportion to its existing holding, and as a result, its shareholding in the subsidiary is unchanged at 70%. Subsequently, on 12 March 2015, a meeting of the Executive Committee of the Company passed a resolution to approve a Baht 220 million increase in its registered capital, from the existing registered capital of Baht 80 million to Baht 300 million, by issuing 2,200,000 new ordinary shares with a value of Baht 100 each, which is currently in the process.

Primary Kitchen Company Limited

On 19 August 2014, a meeting of the Executive Committee of the Company passed a resolution to establish Primary Kitchen Company Limited, to engage in the restaurant business, with a registered share capital of Baht 10

million (100,000 ordinary shares with a par value of Baht 100 each). This company registered its incorporation on 4 September 2014. The Company held a 100% interest. Subsequently, on 12 March 2015, a meeting of the Executive Committee of the Company passed a resolution to approve a Baht 90 million increase in its registered capital, from the existing registered capital of Baht 10 million to Baht 100 million, by issuing 900,000 new ordinary shares with a value of Baht 100 each, which is currently in the process.

BSS Holdings Company Limited (“BSS Holdings”)

On 9 January 2015, a meeting of Board of Directors of the Company passed the resolutions to approve in principle the business cooperation between the Company, Bangkok Smartcard System Company Limited (“BSS”) and AEON Thana Sinsap (Thailand) Public Company Limited (“AEONTS”) for the joint issue of the Co-Branded Rabbit and the securitisation project, the setting up of the SPV for the securitization, the setting up of a new subsidiary to hold shares in the SPV and the delegation of power to the Executive Committee to consider and make decision on the details related to these matters. On 28 January 2015, a meeting of the Executive Committee of the Company passed the resolutions to approve these projects and the signing of the memorandum of understanding for the business cooperation. The details are as summarized below.

Memorandum of Understanding for Business Cooperation

Parties:	The Company, BSS and AEONTS
Signing Date:	2 February 2015
Scope of Cooperation:	The Co-Branded Rabbit Program and the Securitization Project

Newly established subsidiary

Company Name:	BSS Holdings Company Limited
Type of Business:	Investment in the securities of other companies
Company Incorporation Status:	Registration for incorporation on 2 February 2015
Capital and Shares:	Baht 300 million, divided into 3 million ordinary shares with a par value of Baht 100 each, 25% called up
Shareholding Structure:	100% shares held by the Company

A Special Purpose Vehicle under the Securitization Project

Company Name:	ATS Rabbit Special Purpose Vehicle Company Limited (“ATS”)
Type of Business:	A special purpose vehicle incorporated under the Emergency Decree regarding Securitization B.E.2540 (1997)
Company Incorporation Status:	Registration for incorporation on 20 March 2015
Capital and Shares:	Baht 40,000 divided into 398 ordinary shares with a par value of Baht 100 each and 2 preference shares with a par value of Baht 100 each
Shareholding Structure:	51% shares held by BSS Holdings and another 49% shares held by AEONTS and the person designated by AEONTS

The subsidiary presented investment in ATS under “Investments in joint ventures” in the statement of financial position, as stated in Note 19 to the financial statements.

The details of the transactions above are on the SET’s web site (<http://www.set.or.th>).

Disposal of investments in BTS Assets Company Limited (“BTSA”) and Kamkoong Property Company Limited (“Kamkoong”)

On 24 November 2014, a meeting of the Board of Directors of the Company passed a resolution to approve the Company’s disposal of all of the ordinary shares it held in BTSA and Kamkoong to U City Public Company Limited (“U City”) (Formerly known as “Natural Park Public Company Limited”) at a price of not less than Baht 8,616.47 million but not exceeding Baht 9,409.14 million. The final selling price of BTSA and Kamkoong’s shares will be determined based on the actual area of the land plots before the closing date. In return, the Company will be entitled to compensation in the form of newly issued ordinary shares of U City, with the number of these to be calculated based on the final selling price. This means not less than 183,329.13 million new shares of U City but not more than 200,194.38 million shares, with a par value of Baht 1 per share and at an offering price of Baht 0.047 per share (representing not less than 33.66% but not exceeding 35.66% of the total issued shares of U City as of the closing date). In addition, the Company will receive warrants to purchase ordinary shares of U City No. 2.

Subsequently on 20 April 2015, the Company sold all of the ordinary shares it held in BTSA and Kamkoong to U City at a price of Baht 9,404.08 million. In return, the Company has received compensation in the form of (i) the allotment of 200,086,877,212 new ordinary shares of U City at an offering price of Baht 0.047 per share (representing 35.64% of the total issued shares of U City), and (ii) 100,043,438,606 units of the newly issued warrants to purchase the ordinary shares of U City No. 2, at no cost (1 unit of warrant can be exercised to purchase 1 ordinary share of U City at a price of Baht 0.047 per share and the warrants are non-listed securities that cannot be traded on the Stock Exchange of Thailand). The Company will derecognise the investments in BTSA and Kamkoong and recognize the investment in U City in the interim financial statements for the three-month period ending 30 June 2015.

Subsidiaries indirectly owned by the Company

VGI Global Media Public Company Limited (held by BTSC)

Transactions during the year ended 31 March 2014

The Company purchased 1 million ordinary shares of VGI at prices of Baht 94 - 116 per share and 210 million ordinary shares of VGI at Baht 9 - 13 per share (after change in par value).

The Company recorded surplus from the changes in the ownership interests in a subsidiary from sale of ordinary shares amounting to Baht 2,035 million under the shareholders’ equity in the consolidated statements of financial position.

The Company sold 5 million ordinary shares of VGI at prices of Baht 120 - 130 per share and 330 million ordinary shares of VGI at prices of Baht 11 - 13 per share (after change in par value).

The Company recorded surplus from the changes in the ownership interests in a subsidiary from sale of ordinary shares amounting to Baht 3,672 million under the shareholders’ equity in the consolidated statements of financial position. The Company also reversed the surplus on business combination under common control of approximately Baht 1,022 million under shareholders’ equity in the separate statements of financial position and recorded gain on sales of investments in subsidiary amounting to Baht 3,301 million in the separate profit or loss.

The subsidiary paid stock dividends of 161,983,318 ordinary shares, of which 10,786,196 ordinary shares were distributed to the Company (93,406,196 ordinary shares distributed to the Group), and the dividend of Baht 1,014 million was paid in cash (Baht 90 million paid to the Company and Baht 607 million paid to the Group).

Transactions during the year ended 31 March 2015

On 3 July 2014, the Annual General Meeting of the shareholders of a subsidiary (VGI Global Media Public Company Limited) passed significant resolutions as follows:

- a) Payment of dividends of Baht 1,053 million in respect of its operating results for the year ended 31 March 2014. The subsidiary has paid interim dividends totaling approximately Baht 607 million. The outstanding dividend of Baht 446 million (at a rate of Baht 0.13 per share) will be paid to the shareholders (Baht 50 million paid to the Company and Baht 278 million paid to the Group). The subsidiary paid the dividend already.

- b) Issuance and allocation of the warrants to purchase the newly issued ordinary shares of the subsidiary No. 1 (VGI-W1) in the number of up to 857,993,407 units, to be allocated to the existing shareholders of the subsidiary on a pro rata basis to their respective shareholdings (Rights Offering), at no cost, at the allocation ratio of 4 existing ordinary shares for 1 unit of Warrants. The term of the VGI-W1 Warrants shall be 4 years from the issuance date. The warrant holders shall be entitled to exercise the Warrants for the first time on the last business day of the first quarter after the issuance date. The exercise ratio is 1 unit of Warrants for 1 ordinary share at the exercise price of Baht 14 per share. However, the management is authorised to stipulate, amend and add details and conditions of the issue of the Warrants. The subsidiary issued and allocated 857,992,640 warrants to the existing shareholders of the subsidiary on 1 August 2014.
- c) Reduction of the registered capital of the subsidiary by Baht 1,517 from the existing registered capital of Baht 343,198,880 to Baht 343,197,363 by cancelling 15,174 unissued registered shares with a par value of Baht 0.10 per share. The subsidiary registered the reduction of the registered capital.
- d) Increase of the registered capital of the subsidiary by Baht 85,799,341 from the existing registered capital of Baht 343,197,363 to Baht 428,996,703 by issuing 857,993,407 new ordinary shares with a par value of Baht 0.10 per share to accommodate the exercise the VGI-W1 Warrants. The subsidiary registered the increase of the registered capital.
- e) Allocation of up to 857,993,407 newly issued ordinary shares, with a par value of Baht 0.10 per share, to accommodate the exercises of the VGI-W1 Warrants.

On 5 January 2015, a meeting No. 1/2015 of Board of Directors of a subsidiary passed a resolution to declare to the shareholders interim dividends of Baht 0.14 per share, or a total of Baht 480 million, in respect of the operating results for the six-month period ended 30 September 2014 (Baht 70 million paid to the Company and Baht 315 million paid to the Group). The subsidiary paid the dividend already.

On 11 March 2015, the Extraordinary General Meeting of the subsidiary's shareholders No. 1/2015 passed the following significant resolutions:

- a) Pay stock dividends by issuing 3,431,975,575 newly issued ordinary shares with a par value of Baht 0.1 each at the ratio of every 1 existing share for 1 stock dividend or equivalent to the cash dividends at the rate of Baht 0.1 per share and interim cash dividends at the rate of Baht 0.011111111111111 per share or in the total amount of Baht 38.14 million, or a total of Baht 381 million, in respect of the operating results for the three-month period ended 31 December 2014 (stock dividends of 577,511,696 ordinary shares distributed to the Company and 2,327,831,696 ordinary shares distributed to the Group, and cash dividend of Baht 6 million paid to the Company and Baht 25 million paid to the Group). The subsidiary paid the dividend already.
- b) Adjustment to the exercise price and exercise ratio of the warrants to purchase the newly issued ordinary shares of the subsidiary from the exercise price of Baht 14 per share and the exercise ratio of 1 unit : 1 share to the exercise price of Baht 7 per share and the exercise ratio of 1 unit : 2 shares. The subsidiary executed the transactions.
- c) Decrease the subsidiary's registered share capital from Baht 428,996,703.20 to Baht 428,996,626.50 by cancellation of 767 unissued ordinary shares with a par value of Baht 0.1 each. The subsidiary registered the decrease of the registered capital.
- d) Increase the subsidiary's registered share capital from Baht 428,996,626.50 to Baht 857,993,253 by issuing 4,289,966,265 ordinary shares with a par value of Baht 0.1 each to accommodate the stock dividend payment. The subsidiary registered the increase of the registered capital.

Sales of warrants of the subsidiary

During the year, BTSC entered into the Warrant Sale and Purchase Agreements, whereby it is to sell 350 million warrants to purchase the newly issued ordinary shares of a subsidiary to an unrelated individual, at prices of Baht 1.50-2.20 per warrant, or for a total of Baht 634 million. The Company believes that the transaction constitutes a change in the Company's ownership interest in the subsidiary without loss of control. The Company therefore recorded the surplus on the sales of warrants of the subsidiary under shareholders' equity in the consolidated financial statements.

Details of the sales of warrants of the subsidiary are detailed below.

(Unit: Thousand Baht)

Consolidated financial statements	
Selling price of warrants of the subsidiary	634,000
Less: Related tax on consolidated financial statements	(126,800)
Net cash receipt from the sales of warrants of the subsidiary	507,200
Less: Non-controlling interests of subsidiary	(12,883)
Surplus from sales of warrants of the subsidiary	494,317

Exercise of warrants of subsidiary

On 30 September 2014, the warrant holders of the subsidiary exercised its warrants to acquire 29,250 ordinary shares with a par value of Baht 0.1 each, at an exercise price of Baht 14 per share, or total of Baht 409,500. Subsequently, on 31 March 2015, the warrant holders of the subsidiary exercised its warrants to acquire 343,202 ordinary shares with a par value of Baht 0.1 each, at an exercise price of Baht 7 per share, or total share subscriptions received in advance of Baht 2,402,414. The Company recorded surplus from the change in the ownership interests in the subsidiary totaling Baht 2,811,914 under shareholders' equity in the consolidated financial statements.

Purchase transactions of investment in the subsidiary

During the year, the Company purchased 289 million ordinary shares of the subsidiary at prices of Baht 11 - 14 per share and 120 million ordinary shares of the subsidiary at prices of Baht 6.1-6.3 per share (after announcement of the subsidiary's dividend stock). The purchase transactions detailed are below:

(Unit: Thousand Baht)

Consolidated financial statements	
Purchase price	4,426,057
Less: Non-controlling interests of subsidiary adjusted	(208,122)
Deficit from the changes in the ownership interests in subsidiary	4,217,935

Sale transactions of investment in the subsidiary

The Company sold 84 million ordinary shares of the subsidiary at a price of Baht 12.3 per share. The sale transactions are detailed below.

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Selling price of investments in the subsidiary	1,033,200	1,033,200
Less: Selling expenses relating to the sales of investments in the subsidiary	(225)	(225)
Cash receipt from the sales of investments in the subsidiary	1,032,975	1,032,975
Less: Cost of investments in the subsidiary	-	(666,820)
Cash receipt from the sales of investments in the subsidiary / Gain on sales of investments in subsidiary	1,032,975	366,155
Less: Related taxes on consolidated financial statements	(73,231)	-
Net cash receipt from the sales of investments in the subsidiary / Gain on subsidiary / Gain on sales of investments in subsidiary	959,744	366,155
Less: Non-controlling interests of subsidiary	(54,108)	-
Surplus from the changes in the ownership interests in a subsidiary / Gain on sales of investments in subsidiary	905,636	366,155

Due to the sales of investments above, the Company reversed the surplus on business combination under common control of approximately Baht 75 million under shareholders' equity in the separate financial statements.

As a result of the exercise of warrants, purchases and sales of ordinary shares of the subsidiary, the Company's shareholding in the subsidiary increased from 10.84% to 18.58% (51% held by BTSC).

BTSC pledged all ordinary shares of VGI Global Media Public Company Limited and Bangkok Smartcard System Company Limited with the Company in accordance with an agreement relating to the Net Revenue Purchase and Transfer Agreement.

888 Media Company Limited (held by VGI Global Media Public Company Limited)

On 19 December 2014, the Extraordinary General Meeting of the subsidiary's shareholders No. 1/2014 passed a resolution to decrease its share capital from Baht 20 million (2 million ordinary shares with a par value of Baht 10 each) to Baht 5 million (0.5 million ordinary shares with a par value of Baht 10 each). The subsidiary registered the decrease of the registered capital.

Point of View (POV) Media Group Company Limited (held by VGI Global Media Public Company Limited)

On 22 January 2015, the Extraordinary General Meeting of the subsidiary's shareholders No. 1/2015 passed a resolution to decrease its share capital from Baht 40 million (3,898,000 ordinary shares and 102,000 preference shares with a par value of Baht 10 each) to Baht 10 million (1 million ordinary shares with a par value of Baht 10 each). The subsidiary registered the decrease of the registered capital.

VGI Advertising China Company Limited (held by VGI Global Media Public Company Limited)

On 2 March 2015, the subsidiary entered into a share sale and purchase agreement with an unrelated party to sell its investment in VGI Advertising China Company Limited at a price of USD 2 million (net asset value in the consolidated financial statements as at 31 March 2015 amounting to Baht 4 million). The subsidiary is to receive payment and transfer the shares to the buyer within 31 August 2015.

Bangkok Payment Solutions Company Limited (held by BTS Land Company Limited)

On 3 April 2014, a meeting of Executive Committee of the Company passed a resolution to let BTS Land Company Limited, which is a 100%-held subsidiary, jointly invest in Bangkok Payment Solutions Company Limited, which is engaged in developing software and providing technology services, including technology associated with Thailand's mass transit and payment systems, with a registered share capital of Baht 25 million, 50% called up (5 million ordinary shares with a par value of Baht 5 each). The subsidiary holds a 60% interest in this company, which registered its incorporation on 30 April 2014.

Little Corner Company Limited (held by Man Kitchen Company Limited)

On 16 October 2013, a meeting of Executive Committee of the Company passed a resolution to establish Little Corner Company Limited to engage in the restaurant business, with a registered share capital of Baht 10 million (100,000 ordinary shares with a par value of Baht 100 each), with Man Kitchen Company Limited to hold a 50% interest. This company registered its incorporation on 8 July 2014. Subsequently, on 29 August 2014, the Annual General Meeting of this company's shareholders passed a resolution to approve an increase in its share capital from Baht 10 million to Baht 60 million by issuing 500,000 new ordinary shares with a value of Baht 100 each. On 22 September 2014, Man Kitchen Company Limited purchased 400,000 of the additional ordinary shares, resulting in increase in its interest in this company from 50% to 75%.

19. INVESTMENTS IN JOINT VENTURES

19.1 Details of investments in joint ventures

Details of investments in joint ventures are as follows:

(Unit: Thousand Baht)

Jointly controlled entities	Nature of business	Consolidated financial statements					
		Shareholding percentage		Cost		Carrying amounts based on equity method	
		2015 %	2014 %	2015	2014	2015	2014
BTS Sansiri Holding One Ltd.	Real estate development	50	-	50,000	-	-	-
BTS Sansiri Holding Two Ltd.	Real estate development	50	-	50,000	-	49,675	-
Midas Global Media Co., Ltd.	Services, rental and management of advertising media space, including electronic and new technology media	30	30	79,079	45,329	64,289	44,517
ATS Rabbit Special Purpose Vehicle Co., Ltd. (Note 18)	Special purpose vehicle regarding securitization	51	-	20	-	20	-
Total				179,099	45,329	113,984	44,517

(Unit: Thousand Baht)

Jointly controlled entities	Nature of business	Separate financial statements			
		Shareholding percentage		Cost	
		2015 %	2014 %	2015	2014
BTS Sansiri Holding One Ltd.	Real estate development	50	-	50,000	-
BTS Sansiri Holding Two Ltd.	Real estate development	50	-	50,000	-
Total				100,000	-

BTS Sansiri Holding One Limited and BTS Sansiri Holding Two Limited (held by the Company)

On 15 October 2014, a meeting of the Executive Committee of the Company passed resolutions approving the Company's entry into a strategic alliance framework agreement with Sansiri Public Company Limited ("SIRI"), to exclusively partner together on the development of residential projects for sale located within a 500-meter radius of all rail mass transit stations (existing and future), and approving the establishment of a 50:50 joint venture company with SIRI for the first project to be developed under this collaboration, i.e. the residential project for sale on approximately 5-rai (8,000 sq.m.) of land located near BTS Mo Chit Station, under the name "BTS Sansiri Holding One Ltd." with a registered share capital of Baht 100 million (1,000,000 ordinary shares with a par value of Baht 100 each). This company registered its incorporation on 19 December 2014.

During the current year, the Company recorded elimination of 50% of the gain on sale of land, in proportion to the Company's shareholding in BTS Sansiri Holding One Ltd. under equity method, as discussed in Note 24 to the financial statements. As a result, the value of the investment in BTS Sansiri Holding One Ltd. under the equity method was negative. The Company presented the negative investment value as "Provision for transaction under equity method of investment in a joint venture" in the consolidated statement of financial position.

On 12 March 2015, a meeting of the Executive Committee of the Company passed a resolution approving the establishment of a 50:50 joint venture company with SIRI for the residential project for sale, under the name “BTS Sansiri Holding Two Ltd.” with a registered share capital of Baht 100 million (1,000,000 ordinary shares with a par value of Baht 100 each). This company registered its incorporation on 13 March 2015. During the current year, BTS Sansiri Holding Two Ltd. acquired land amounting to Baht 828 million from SIRI’s subsidiary.

Midas Global Media Company Limited (“Midas”) (held by VGI Global Media Public Company Limited)

Subsequently, on 22 October 2014, the Extraordinary General Meeting of the Midas’s shareholders No. 3/2014 approved an increase in the Midas’s issued and paid-up capital from Baht 150 million (15 million ordinary shares of Baht 10 each) to Baht 207 million (20.7 million ordinary shares of Baht 10 each), through the issuance of 5.7 million additional ordinary shares with a par value of Baht 10 each, to the existing shareholders of the Midas, at a price of Baht 10 per share. The Midas has issued the new ordinary shares and registered the increase of its capital with the Ministry of Commerce on 4 November 2014.

In addition, on 3 March 2015, the Extraordinary General Meeting of Midas’ shareholders No. 1/2015 approved an increase in Midas’ registered capital from Baht 207 million (20.7 million ordinary shares of Baht 10 each) to Baht 262.5 million (26.25 million ordinary shares of Baht 10 each), through the issuance of 5.55 million additional ordinary shares with a par value of Baht 10 each, to its existing shareholders, at a price of Baht 10 per share. Midas has issued the new ordinary shares and registered the increase of its capital with the Ministry of Commerce on 20 March 2015.

On 30 March 2015, the Extraordinary General Meeting of Midas’ shareholders No. 2/2015 approved an increase in its registered capital from Baht 262.5 million (26.25 million ordinary shares of Baht 10 each) to Baht 350 million (35 million ordinary shares of Baht 10 each), through its issuance of 8.75 million additional ordinary shares with a par value of Baht 10 each, to its existing shareholders, at a price of Baht 10 per share which is currently in the process

19.2 Share of loss

During the years/period, the Company and its subsidiary recognised their share of loss from investments in the joint ventures in the consolidated financial statements as follows:

(Unit: Thousand Baht)

Jointly controlled entities	2015	2014
BTS Sansiri Holding One Ltd.	(153)	-
BTS Sansiri Holding Two Ltd.	(325)	-
Midas Global Media Co., Ltd.	(13,978)	(812)
Total	(14,456)	(812)

19.3 Summarised financial information of jointly controlled entities

The subsidiary’s proportionate shares of the assets, liabilities, revenues and expenses of jointly controlled entities, according to the proportion under the joint venture agreements, are as follows:

(Unit: Thousand Baht)

2015			
	BTS Sansiri Holding One Ltd.	BTS Sansiri Holding Two Ltd.	Midas Global Media Co., Ltd.
Current assets	893,840	423,756	12,570
Non-current assets	-	-	65,948
	893,840	423,756	78,518
Current liabilities	193	325	3,635
Non-current liabilities	843,800	373,756	10,598
	843,993	374,081	14,233
Net assets	49,847	49,675	64,285

(Unit: Thousand Baht)

2014	
	Midas Global Media Co., Ltd.
Current assets	15,679
Non-current assets	28,878
	44,557
Current liabilities	44
	44
Net assets	44,513

(Unit: Thousand Baht)

2015			
	BTS Sansiri Holding One Ltd.	BTS Sansiri Holding Two Ltd.	Midas Global Media Co., Ltd.
Service income	-	-	1,181
Other income	27	-	276
Cost of services	-	-	(11,831)
Administrative expenses	(180)	(159)	(3,440)
Loss before finance cost	(153)	(159)	(13,814)
Finance cost	-	(166)	(164)
Loss for the year/period	(153)	(325)	(13,978)

(Unit: Thousand Baht)

2014	
	Midas Global Media Co., Ltd.
Other income	1
Cost of services	(543)
Administrative expenses	(302)
Loss before income tax expenses	(844)
Income tax expenses	32
Loss for the period	(812)

The Company did not present assets, liabilities, revenues and expenses of ATS Rabbit Special Purpose Vehicle Co., Ltd. because they were not material to the financial statements.

20. INVESTMENTS IN ASSOCIATES

20.1 Details of associates

(Unit: Thousand Baht)

Company's name	Nature of business	Country of incorporation	Consolidated financial statements					
			Shareholding percentage		Cost		Carrying amounts based on equity method	
			2015	2014	2015	2014	2015	2014
BTS Rail Mass Transit Growth Infrastructure Fund	Investment in infrastructure businesses	Thai	33.33	33.33	20,684,667	20,833,200	13,357,347	13,877,048
Absolute Hotel Services Co., Ltd.	Hotel management	Thai	50.00	50.00	4,000	4,000	18,749	16,875
Absolute Hotel Services Hong Kong Ltd. ¹	Hotel management	Hong Kong	50.00	50.00	3,049	3,049	-	-
Bayswater Co., Ltd.	Property development	Thai	50.00	50.00	5,000	5,000	4,964	5,042
Master Ad Public Co., Ltd.	Advertising, leasing of property and the purchase/sale of electronic billboards	Thai	24.96	-	620,744	-	630,583	-
Total					21,317,460	20,845,249	14,011,643	13,898,965

¹ held by Tanayong Hong Kong Limited and Absolute Hotel Services Co., Ltd.

(Unit: Thousand Baht)

Company's name	Nature of business	Country of incorporation	Consolidated financial statements			
			Shareholding percentage		Cost	
			2015	2014	2015	2014
BTS Rail Mass Transit Growth Infrastructure Fund	Investment in infrastructure businesses	Thai	33.33	33.33	20,684,667	20,833,200
Absolute Hotel Services Co., Ltd.	Hotel management	Thai	50.00	50.00	4,000	4,000
Bayswater Co., Ltd.	Property development	Thai	50.00	50.00	5,000	5,000
Total					20,693,667	20,842,200

20.2 Share of income (loss)

During the year/period, the Company and its subsidiaries have summarised their share of income (loss) from investments in associates in the consolidated financial statements as follows:

(Unit: Thousand Baht)

Company's name	2015	2014
BTS Rail Mass Transit Growth Infrastructure Fund	828,670	612,464
Absolute Hotel Services Co., Ltd.	8,875	7,548
Bayswater Co., Ltd.	(78)	42
Master Ad Public Co., Ltd.	28,564	-
Total	866,031	620,054

20.3 Summarised financial information of associates

Financial information of the associates is summarised below.

Company's name	Issued and paid-up capital (including share premium)		Total assets		Total liabilities		Total revenues		Profit (loss)	
	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
BTS Rail Mass Transit Growth Infrastructure Fund (Unit: Million Baht)	62,064.7	62,510.4	65,739.1	65,184.4	250.7	79.9	3,983.7	3,808.6	3,519.7	3,353.0
Absolute Hotel Services Co., Ltd. (Unit: Million Baht)	8.0	8.0	55.5	43.9	18.0	10.2	82.6	64.0	18.3	15.3
Absolute Hotel Services Hong Kong Ltd. (Unit: Million USD)	0.9	0.9	0.7	0.6	0.4	0.2	0.3	0.2	(0.1)	(0.2)
Bayswater Co., Ltd. (Unit: Million Baht)	10.0	10.0	10.0	10.0	-	-	-	0.1	-	0.1
Master Ad Public Co., Ltd. (Unit: Million Baht)	301	-	890	-	174	-	657	-	133	-

20.4 Investment in associate with capital deficit

The Company recognised share of loss from investment in an associate, as listed below, until the value of the investment under equity method reached zero. Subsequent loss incurred by this associate has not been recognised in the Company's accounts since the Company has no obligations, whether legal or constructive, to make any payments on behalf of this associate. The amount of such unrecognised share of loss is set out below.

(Unit: Million Baht)

Company's name	Unrecognised share of loss	
	Share of loss for the year ended 31 March 2015	Cumulative share of loss up to 31 March 2015
Absolute Hotel Services Hong Kong Ltd.	-	3

20.5 Supplemental information of associates

BTS Rail Mass Transit Growth Infrastructure Fund ("BTSGIF") (held by the Company)

During the year ended 31 March 2015, the Company received dividends totaling Baht 1,200 million from BTSGIF and received cash return from decrease in capital amounting to Baht 149 million (2014: dividends totaling Baht 820 million).

Investment in BTSGIF under equity/cost method is detailed below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	Equity method		Cost method	
	2015	2014	2015	2014
Cost	20,833,200	20,833,200	20,833,200	20,833,200
Add: Accumulated share of income from investment	1,441,134	612,464	-	-
Less: Gain on sale of future net fare box revenues in proportion to the Company's investment	(6,748,791)	(6,748,791)	-	-
Less: Accumulated dividend income	(2,019,663)	(819,825)	-	-
Less: Return of capital	(148,533)	-	(148,533)	-
Net	13,357,347	13,877,048	20,684,667	20,833,200

Absolute Hotel Services Company Limited (held by the Company)

During the year ended 31 March 2015, the Company received a dividend amounting to Baht 7 million from an associate (2014: Baht 0.7 million).

Master Ad Public Company Limited (“Master Ad”) (held by VGI Global Media Public Company Limited)

On 12 May 2014, the subsidiary invested in 73.5 million ordinary shares of Master Ad at a price of Baht 9 per share, or for a total of Baht 661.5 million, through the big lot board in the Stock Exchange of Thailand, in accordance with a resolution passed by the subsidiary's Board of Directors meeting No. 3/2014 on 9 May 2014. As a result, the subsidiary held 24.43% of all issued shares of MACO, and classifies this investment as investment in an associate.

Management believed that the assets and liabilities of the associate as at 30 June 2014 and at the share acquisition dates were not significantly different. Details of the fair and book values of identifiable assets and liabilities of the associate as at 30 June 2014 were as follows.

(Unit: Thousand Baht)

	Fair value	Book value
Assets		
Cash and cash equivalents	191,744	191,744
Short-term investments	188,738	188,738
Trade and other receivables	197,095	197,095
Inventories	6,695	6,695
Other current assets	8,882	8,882
Investments in a joint venture and associates	27,457	27,457
Restricted deposits at financial institutions	6,452	6,452
Investment property	64,920	35,317
Buildings and equipment	123,882	123,882
Goodwill	-	13,998
Intangible assets	332,864	301
Deferred tax assets	3,306	3,306
Prepaid rent for billboard space	13,297	13,297
Other non-current assets	48,200	48,200
Total assets	1,213,532	865,364

(Unit: Thousand Baht)

	Fair value	Book value
Liabilities		
Bank overdrafts and short-term loans from financial institutions	35,000	35,000
Trade and other payables	98,447	98,447
Income tax payable	10,345	10,345
Undue output VAT	10,599	10,599
Other current liabilities	2,701	2,701
Provision for long-term employee benefits	13,320	13,320
Deferred tax liabilities	72,433	-
Other non-current liabilities	2,853	2,853
Total liabilities	245,698	173,265
Net asset value	967,834	692,099
Net assets attributable to the subsidiary's investment	236,442	
Excess of investment cost over net asset value	425,058	
Cost of investment in the associate (consolidated financial statements)	661,500	

In addition, in June 2014, the subsidiary gradually invested in a further 1.4 million ordinary shares of MACO, at prices of approximately Baht 14 per share, or for a total of Baht 19.65 million. As a result, the shareholding of the subsidiary increased from 24.43% to 24.89% of all issued shares of MACO.

The subsidiary incurred expenses relating to the investments in MACO totaling approximately Baht 7 million.

Subsequently, on 26 September 2014, the Extraordinary General Meeting of MACO's shareholders No. 1/2014 passed the following significant resolutions.

- a) Change number and par value of the ordinary shares, whereby the number of the ordinary shares increased by 2,708,072,550 ordinary shares, from 300,896,950 ordinary shares to 3,008,969,500 ordinary shares, and the par value of the ordinary shares reduced from Baht 1 each to Baht 0.1 each. MACO registered the changes in number and par value of its ordinary shares with the Ministry of Commerce on 29 September 2014.
- b) Issue up to 752,242,375 warrants to purchase newly issued ordinary shares of MACO (MACO-W1), to be allocated to the existing shareholders of the associate on a pro rata basis to their respective shareholding (rights offering), at no cost. The allocation ratio is 1 warrant to 4 existing ordinary shares. The term of the warrants is to be 3 years from the issuance date and the warrant holders are entitled to exercise the warrants for the first time on the last business day of the first quarter after 2 years from the issuance date. The exercise ratio is 1 warrant per an ordinary share and the exercise price is Baht 2 per share.

MACO issued and allocated 187,250,000 warrants to the subsidiary on 3 November 2014.

On 19 November 2014, the subsidiary sold 187,250,000 warrants to purchase the newly issued ordinary shares of MACO to unrelated parties through the Stock Exchange of Thailand, at a price of approximately Baht 0.6828 per warrant, or for a total of approximately Baht 128 million. The subsidiary recognised an allocation of costs of the warrants from the cost of investments in the associate, with reference to the fair values of the warrants and the ordinary shares of MACO, and recorded a gain on the sale of the warrants amounting to Baht 53 million, presenting it as a separate item in profit or loss for the current year.

Furthermore, during the current year, the subsidiary gradually purchased warrants to purchase the newly issued ordinary shares of MACO through the Stock Exchange of Thailand, in accordance with a resolution passed by the subsidiary's Board of Directors meeting No. 9/2014 on 28 November 2014. As a result, as at 31 March 2015, the subsidiary held 28,351,500 warrants to purchase the newly issued ordinary shares of MACO, acquired at prices

of approximately Baht 0.4 per share, or for a total of Baht 11 million. The subsidiary classifies its investment in these warrants as investment in an associate.

In March 2015, the subsidiary invested in a further 1,967,400 ordinary shares of MACO, at prices of Baht 1.38 per share, or for a total of Baht 2.7 million, in the Stock Exchange of Thailand. As a result, the shareholding of the subsidiary increased from 24.89% to 24.96% of all issued shares of MACO.

During the year ended 31 March 2015, the subsidiary received a dividend amounting to Baht 19 million from Master Ad (2014: Nil).

In addition, on 22 April 2015, the Annual General Meeting of MACO's shareholders passed a resolution to pay to the shareholders a cash dividend for 2014 of Baht 0.014 per share, or a total of Baht 42 million. The dividend will be paid on 15 May 2015 and the subsidiary will receive a dividend of Baht 11 million from MACO on that date.

As at 31 March 2015, the fair value of the investments in MACO, which is listed on the Stock Exchange of Thailand, amounted to approximately Baht 910 million.

21. OTHER LONG-TERM INVESTMENTS

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Fixed deposits with maturity date due more than 1 year	945,836	1,082,281	-	-
Held-to-maturity securities				
Domestic private debt securities	1,548,000	3,120,743	100,000	100,000
Foreign private debt securities	16,037	16,779	8,041	8,408
	1,564,037	3,137,522	108,041	108,408
Investments in available for sale				
Domestic marketable equity securities	4,591,368	878,815	4,591,368	878,815
Foreign marketable equity securities	2,326,219	641,047	641,047	641,047
	6,917,587	1,519,862	5,232,415	1,519,862
Less: Allowance for change in value	(552,988)	(93,815)	(483,085)	(93,815)
	6,364,599	1,426,047	4,749,330	1,426,047
Other investments				
Domestic non-marketable equity securities	118,584	118,583	118,584	118,583
Foreign non-marketable equity securities	555,390	473,751	555,390	473,751
	673,974	592,334	673,974	592,334
Total	9,548,446	6,238,184	5,531,345	2,126,789

During the current year, the Company sold available for sale investments totaling Baht 6,349 million (2014: Nil) and recorded a gain on the sales of investments amounting to Baht 252 million (2014: Nil) in the profit or loss.

The other long-term investments of Baht 1,394 million were pledged to secure a bank guarantee issued by a bank on behalf of the subsidiary as security for the long-term debentures.

22. PROJECT COSTS - MEDIA

(Unit: Thousand Baht)

Consolidated financial statements	
Cost	
31 March 2013	-
Allocated from project costs - elevated train system	2,371,456
31 March 2014	2,371,456
31 March 2015	2,371,456
Accumulated amortisation	
31 March 2013	
Amortisation for the year	31,389
31 March 2014	31,389
Amortisation for the year	13,556
31 March 2015	44,945
Net book value	
31 March 2014	2,340,067
31 March 2015	2,326,511
Amortisation included in cost of services	
2014	31,389
2015	13,556

Project costs - media represent the portion of costs of rights that relate to media that were allocated from the intangible asset (generating fare box revenues and advertising revenues to a subsidiary) derecognised from the books of account since the rights to receive future net fare box revenues were sold to BTSGIF, as discussed in Note 56 to the financial statements. The costs were allocated in accordance with bases and assumptions set by the subsidiary's management. The subsidiary's management believes that these assumptions are appropriate under the current circumstances.

23. REUSABLE SPARE PARTS

As at the dates of the statements of financial position, the balances of reusable spare parts were comprised as follows:

(Unit: Thousand Baht)

Consolidated financial statements		
	2015	2014
Reusable spare parts	99,799	27,066
Less: Accumulated amortisation	(8,361)	(5,148)
Reusable spare parts - net	91,438	21,918
Amortisation included in cost of services	3,213	1,297

24. INVESTMENT PROPERTIES

The net book value of investment properties as at 31 March 2015 and 2014 is presented below.

(Unit: Thousand Baht)

	Consolidated financial statements			Separate financial statements			
	Land awaiting sales	Buildings for rent	Total	Land awaiting sales	Buildings and Hotel for rent	Golf course and construction for rent	Total
31 March 2015:							
Cost	1,896,001	284,128	2,180,129	1,684,779	896,441	1,383,374	3,964,594
Less Accumulated depreciation	-	(114,099)	(114,099)	-	(146,323)	(724,854)	(871,177)
Less Allowance for impairment	(543,764)	(42,004)	(585,768)	(563,036)	(49,597)	(181,032)	(793,665)
Net book value	1,352,237	128,025	1,480,262	1,121,743	700,521	477,488	2,299,752
31 March 2014:							
Cost	3,489,771	363,611	3,853,382	1,689,183	400,723	1,235,933	3,325,839
Less Accumulated depreciation	-	(125,633)	(125,633)	-	(124,680)	(653,847)	(778,527)
Less Allowance for impairment	(547,009)	(79,279)	(626,288)	(566,281)	(69,049)	(220,830)	(856,160)
Net book value	2,942,762	158,699	3,101,461	1,122,902	206,994	361,256	1,691,152

A reconciliation of the net book value of investment properties for the years 2015 and 2014 is presented below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Net book value at beginning of year	3,101,461	2,867,629	1,691,152	1,139,354
Acquisition of assets	772,051	652,707	385,533	619,376
Transfer in (out)	167,928	(283,717)	279,690	103,215
Disposals - net book value	(695,048)	(121,707)	(1,159)	(121,569)
Depreciation charged	(11,141)	(13,451)	(55,464)	(49,224)
Classified as assets classified as held for sale (Note 28)	(1,854,989)	-	-	-
Net book value at end of year	1,480,262	3,101,461	2,299,752	1,691,152

The fair value of the investment properties as at 31 March 2015 stated below.

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Land awaiting sales	4,053,400 ⁽¹⁾	3,776,200
Buildings and hotel for rent	209,000	983,000
Golf course and construction for rent	-	576,000

¹⁾ Excluding land awaiting sales of BTS and Kamkoong fair value of which totaled Baht 3,219 million classified as assets held for sales.

The fair values of the above investment properties have been determined based on valuations performed by an accredited independent valuer. The basis of the appraisal was as follows:

- Land awaiting sales has been determined using market approach.
- Buildings and hotels for rent has been determined using the income approach and market approach.
- Golf course and construction for rent has been determined using the income approach.

The main assumptions used in the valuation of the buildings are yield rate, inflation rate and long-term growth rates.

On 15 October 2014, a meeting of the Executive Committee of the Company passed resolutions to approve the sale by the Company's wholly owned subsidiary of approximately 5 rai (8,000 sq.m.) of land to BTS Sansiri Holding One Ltd. for a consideration of Baht 1,411 million. The subsidiary recognized a gain on the sale of the land of Baht 368 million (after eliminating 50% in proportion to the Company's shareholding in BTS Sansiri Holding One Ltd. under the equity method) and presented this as a separate item in the consolidated profit or loss.

The Company and its subsidiaries have pledged investment properties amounting to approximately Baht 85 million (2014: Baht 1,157 million) (Separate financial statement: Baht 486 million (2014: Baht 382 million)) as collateral against credit and guarantee facilities received from a financial institution and a creditor per rehabilitation plan.

25. PROPERTY, PLANT AND EQUIPMENT

(Unit: Thousand Baht)

Consolidated financial statements								
	Land (revalued)	Buildings and improvements	Golf course development costs	Machinery and equipment	Furniture and office equipment	Motor vehicles	Construction in progress and assets under installation	Total
Cost								
1 April 2013 - restated	192,796	2,595,685	534,381	1,313,329	514,533	114,475	786,174	6,051,373
Additions	-	7,151	-	90,282	38,362	30,151	998,368	1,164,314
Capitalised interest	-	-	-	-	-	-	496	496
Disposals	-	(41,329)	-	(27,174)	(10,495)	(2,565)	(1,466)	(83,029)
Transfer in (out)	-	174,867	-	266,648	27,217	(10)	(475,538)	(6,816)
Decrease from change in status of investment	-	-	-	(138)	-	-	-	(138)
Translation adjustment	-	-	-	-	165	189	-	354
31 March 2014-restated	192,796	2,736,374	534,381	1,642,947	569,782	142,240	1,308,034	7,126,554
Additions	-	496,317	-	55,716	51,635	5,491	742,500	1,351,659
Capitalised interest	-	-	-	-	-	-	1,104	1,104
Disposals	-	(64,951)	-	(94,164)	(15,857)	(15,761)	(6,640)	(197,373)
Transfer in (out)	-	351,031	-	879,869	35,140	(2,004)	(1,415,409)	(151,373)
Translation adjustment	-	-	-	-	9	10	-	19
Classified as assets held for sale (Note 28)	(88,966)	(1,876,711)	-	(66,095)	(32,171)	-	-	(2,063,943)
31 March 2015	103,830	1,642,060	534,381	2,418,273	608,538	129,976	629,589	6,066,647

(Unit: Thousand Baht)

Consolidated financial statements								
	Land (revalued)	Buildings and improvements	Golf course development costs	Machinery and equipment	Furniture and office equipment	Motor vehicles	Construction in progress and assets under installation	Total
Accumulated depreciation								
1 April 2013 - restated	-	462,443	271,390	649,535	372,130	104,946	-	1,860,444
Depreciation for the year - restated	-	106,466	5,646	144,180	55,962	7,821	-	320,075
Depreciation on disposals	-	-	-	(24,239)	(10,740)	(2,565)	-	(37,544)
Depreciation on transfers	-	(1,056)	-	(2,927)	(137)	10	-	(4,110)
Decrease from change in status of investment	-	-	-	(138)	-	-	-	(138)
Translation adjustment	-	-	-	-	7	91	-	98
31 March 2014 - restated	-	567,853	277,036	766,411	417,222	110,303	-	2,138,825
Depreciation for the year	-	113,391	5,646	223,419	60,130	8,510	-	411,096
Depreciation on disposals	-	(8,101)	-	(84,191)	(15,751)	(15,761)	-	(123,804)
Depreciation on transfers	-	(116)	-	116	18,284	(1,110)	-	17,174
Translation adjustment	-	-	-	-	(131)	4	-	(127)
Classified as assets held for sale (Note 28)	-	(174,237)	-	(22,065)	(19,447)	-	-	(215,749)
31 March 2015	-	498,790	282,682	883,690	460,307	101,946	-	2,227,415
Revaluation surplus on assets								
1 April 2013	2,970,861	-	-	-	-	-	-	2,970,861
31 March 2014	2,970,861	-	-	-	-	-	-	2,970,861
Classified as assets held for sale (Note 28)	(724,484)	-	-	-	-	-	-	(724,484)
31 March 2015	2,246,377	-	-	-	-	-	-	2,246,377
Allowance for impairment								
1 April 2013	-	12,405	208,426	-	-	-	-	220,831
31 March 2014	-	12,405	208,426	-	-	-	-	220,831
Addition	-	-	-	88,601	-	-	-	88,601
31 March 2015	-	12,405	208,426	88,601	-	-	-	309,432
Net book value								
31 March 2014 - restated	3,163,657	2,156,116	48,919	876,536	152,560	31,937	1,308,034	7,737,759
31 March 2015	2,350,207	1,130,865	43,273	1,445,982	148,231	28,030	629,589	5,776,177
Depreciation for the years								
2014 - restated								320,075
2015								411,096

(Unit: Thousand Baht)

Separate financial statements						
	Buildings and improvements	Machinery and equipment	Furniture and office equipment	Motor vehicles	Construction in progress and assets under installation	Total
Cost						
1 April 2013	45,344	40,166	38,743	74,003	214,081	412,337
Additions	-	-	2,900	28,900	304,624	336,424
Transfer in (out)	5,176	-	952	-	(84,499)	(78,371)
Disposals	-	-	(26)	(1,171)	-	(1,197)
31 March 2014	50,520	40,166	42,569	101,732	434,206	669,193
Additions	1,510	-	6,383	-	43,586	51,479
Transfer in (out)	-	-	50,310	-	(306,613)	(256,303)
Disposals	(7,309)	-	(3,537)	(3,288)	-	(14,134)
31 March 2015	44,721	40,166	95,725	98,444	171,179	450,235
Accumulated depreciation						
1 April 2013	36,220	31,381	29,089	71,057	-	167,747
Depreciation for the year	3,306	4,020	4,480	6,000	-	17,806
Depreciation on disposals	-	-	(26)	(1,171)	-	(1,197)
31 March 2014	39,526	35,401	33,543	75,886	-	184,356
Depreciation for the year	3,054	4,041	10,634	6,424	-	24,153
Depreciation for transfer	-	-	21,969	-	-	21,969
Depreciation on disposals	(7,309)	-	(3,534)	(3,288)	-	(14,131)
31 March 2015	35,271	39,442	62,612	79,022	-	216,347
Net book value						
31 March 2014	10,994	4,765	9,026	25,846	434,206	484,837
31 March 2015	9,450	724	33,113	19,422	171,179	233,888
Depreciation for the years						
2014						17,806
2015						24,153

Depreciation expenses for the year recorded in profit or loss are detailed below.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Costs of services	297	194	12	5
Administrative expenses	114	126	12	13
Total	411	320	24	18

The Company has mortgaged land and construction with net book value as at 31 March 2015 of Baht 2,691 million (2014: Baht 5,179 million) as collateral for credit and guarantee facilities from a financial institution.

As at 31 March 2015, certain assets have been fully depreciated but are still in use. The gross carrying amount (before deducting accumulated depreciation and allowance for impairment loss) of those assets amounted to approximately Baht 1,648 million (2014: Baht 1,293 million) (Separate financial statements: Baht 139 million (2014: Baht 132 million)).

26. LEASEHOLD RIGHTS

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Cost		
1 April 2013	28,764	21,274
Additions	4,730	4,730
31 March 2014	33,494	26,004
31 March 2015	33,494	26,004
Accumulated amortisation		
1 April 2013	15,764	13,966
Amortisation for the year	3,872	3,488
31 March 2014	19,636	17,454
Amortisation for the year	2,196	1,812
31 March 2015	21,832	19,266
Net book value		
31 March 2014	13,858	8,550
31 March 2015	11,662	6,738
Amortisation		
2014 (Baht 0.8 million (Separate financial statement: Baht 0.4 million) included in administrative expenses and Baht 3.1 million included in cost of investment properties)	3,872	3,488
2015 (Baht 0.8 million (Separate financial statement: Baht 0.4 million) included in administrative expenses and Baht 1.4 million included in cost of investment properties)	2,196	1,812

27. INTANGIBLE ASSETS

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Costs		
1 April 2013	139,275	7,525
Additions	6,742	207
Disposals	(52)	-
Transfer in	23,030	-
31 March 2014	168,995	7,732
Additions	15,875	317
Disposals	(292)	-
Transfer in	60,467	96
Classified as assets classified as held for sale (Note 28)	(4,189)	-
31 March 2015	240,856	8,145
Accumulated amortisation		
1 April 2013	89,060	7,032
Amortisation for the year	14,112	492
31 March 2014	103,172	7,524
Amortisation for the year	20,199	158
Amortisation on disposals	(289)	-
Amortisation on transfers	96	96
Classified as assets classified as held for sale (Note 28)	(2,349)	-
31 March 2015	120,829	7,778
Net book value		
31 March 2014	65,823	208
31 March 2015	120,027	367
Amortisation included in administrative expenses		
2014	14,112	492
2015	20,199	158

28. ASSETS CLASSIFIED AS HELD FOR SALE / DISCONTINUED OPERATION

As discussed in Note 18 to the financial statements, on 24 November 2014, a meeting of the Board of Directors of the Company passed a resolution to approve the Company's disposal of all of the ordinary shares it held in BTS Assets Company Limited ("BTSA") and Kamkoong Property Company Limited ("Kamkoong"), to U City Public Company Limited ("U City") (Formerly known as "Natural Park Public Company Limited") and subsequently on 20 April 2015, the Company sold all of the ordinary shares it held in BTSA and Kamkoong to U City at a price of Baht 9,404.08 million. To comply with the requirements of TFRS 5 (revised 2012) "Non-current Assets Held for Sale and Discontinued Operations", the Company separately presented the assets, liabilities and equities relating to BTSA and Kamkoong under the caption of "Assets classified as held for sale", "Liabilities directly associated with assets classified as held for sale" and "Amount recognised in equities relating to assets classified as held for sale" in the statement of financial position as at 31 March 2015. The operating results of BTSA were separately presented under "Loss from discontinued operation for the year" in the consolidated profit or loss for the year ended 31 March 2015, with those of the year ended 31 March 2014 presented for comparative purposes.

Details of assets, liabilities and equity relating to BTSA and Kamkoong as at 31 March 2015 and the operating results of BTSA for the years ended 31 March 2015 and 2014 are as follows:

(Unit: Thousand Baht)

	2015			
	BTSA	Kamkoong	Consolidated financial statements	Separate financial statements
Statement of financial position				
Assets				
Cash and cash equivalents	67,555	265	67,820	-
Trade and other receivables	23,042	-	23,042	400,657
Prepaid expenses	2,717	-	2,717	-
Other current assets	44,542	771	45,313	-
Restricted deposits	5,000	-	5,000	-
Loans to related parties	-	-	-	2,496,420
Investments in subsidiaries	-	-	-	1,799,078
Investment properties	804,037	1,050,952	1,854,989	-
Property, plant and equipment	2,572,678	-	2,572,678	-
Intangible assets	1,840	-	1,840	-
Other non-current assets	2,823	-	2,823	-
Assets classified as held for sale	3,524,234	1,051,988	4,576,222	4,696,155

(Unit: Thousand Baht)

2015				
	BTSA	Kamkoong	Consolidated financial statements	Separate financial statements
Liabilities				
Trade and other payables	51,809	294	52,103	-
Income tax payable	56,678	-	56,678	-
Other current liabilities	2,002	94	2,096	-
Retention payable	1,306	-	1,306	-
Provision for long-term employee benefits	26,246	-	26,246	-
Long-term provision	231,000	-	231,000	-
Deferred tax liabilities	144,897	-	144,897	-
Other non-current liabilities	1,454	-	1,454	-
Liabilities directly associated with assets classified as held for sale	515,392	388	515,780	-
Shareholders' equity				
Deficit on swap of investments in subsidiaries under common control	-	-	-	(75,000)
Revaluation surplus on assets	579,587	-	579,587	-
Amount recognised in equities relating to assets classified as held for sale	579,587	-	579,587	(75,000)

(Unit: Thousand Baht)

Consolidated financial statements		
	2015	2014
Statements of comprehensive income		
Revenues		
Service income	508,034	594,032
Other income	4,113	2,790
Total revenues	512,147	596,822
Expenses		
Cost of services	228,741	278,950
Selling and servicing expenses	18,834	24,017
Administrative expenses	316,216	347,536
Total expenses	563,791	650,503
Loss before finance cost and income tax expenses from discontinued operation	(51,644)	(53,681)
Finance cost	-	(2,713)
Loss before income tax expenses from discontinued operation	(51,644)	(56,394)
Income tax expenses	-	(6,160)
Loss for the year from discontinued operation	(51,644)	(62,554)

Cash flow information of BTSA for the years ended 31 March 2015 and 2014 is as follows:

(Unit: Thousand Baht)

	Consolidated financial statements	
	2015	2014
Cash flows from operating activities	80,366	57,478
Cash flows used in investing activities	(6,507)	(222,804)
Cash flows used in financing activities	-	(1,000,000)

The Company did not present the discontinued operations of Kamkoong since it is not a significant line of business and its operations are not material to the consolidated financial statements.

During the year ended 31 March 2014, a subsidiary (BTSC) presented the operating result for discontinued operation since the subsidiary sold future net fare box revenues to BTSGIF. The details were as follows:

(Unit: Thousand Baht)

	Consolidated financial statements	
	2014	
Fare box revenues - net	207,676	
Costs of fare box	(86,451)	
Selling and servicing expenses	(5,748)	
Administrative expenses	(85,101)	
Profit for the year from discontinued operation	30,376⁽¹⁾	

⁽¹⁾ Revenues and expenses during 1 April 2013 and 16 April 2013

The revenues and expenses were allocated in accordance with bases and assumptions determined by the subsidiary's management.

The subsidiary did not present separate cash flows from the discontinued operation since the subsidiary was unable to clearly distinguish these cash flows.

Details of loss per share of the discontinued operation are as below.

	2015	2014
Basic loss per share (Baht)	(0.004)	(0.003)
Diluted loss per share (Baht)	(0.004)	(0.003)

29. BANK OVERDRAFT AND SHORT-TERM LOANS FROM FINANCIAL INSTITUTIONS

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Short-term loans	530,000	-	-	-
Total	530,000	-	-	-

Details of the bank overdraft and short-term loans from financial institutions are as follows:

The Company

- a) A facility of Baht 20 million is subject to interest at a rate tied to the Minimum Overdraft Rate (MOR). As at 31 March 2015, the Company has not drawn down this facility (2014: Nil).
- b) A facility of Baht 3,000 million is subject to interest at the rate agreed every time a drawdown is made. As at 31 March 2015, the Company has not drawn down this facility (2014: Nil).
- c) A facility of Baht 2,500 million is subject to interest at the rate agreed every time a drawdown is made. As at 31 March 2015, the Company has not drawn down this facility (2014: Nil).

The subsidiaries

BTSC

A facility of Baht 1,500 million, subject to interest at the rate agreed every time a drawdown is made, is secured by the subsidiary's saving and fixed deposits. As at 31 March 2015, the subsidiary has not drawn down this facility (2014: Nil).

VGI Global Media Public Company Limited

The promissory notes of Baht 530 million, subject to interest at rates of 2.6-2.9% per annum, are to be repaid within April 2015 (2014: Nil).

Nuvo Line Agency Company Limited

A facility of Baht 25 million is subject to interest at a rate tied to the Minimum Overdraft Rate (MOR) and is secured by the mortgage of a plot of land with construction included in real estate development cost of a subsidiary. As at 31 March 2015, there is no outstanding balance of this bank overdraft (2014: Nil).

30. TRADE AND OTHER PAYABLES

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Trade payables - related parties	902	495	-	-
Trade payables	407,528	527,808	5,122	1,762
Other payables - related parties	1,629	3,765	24,145	45,624
Other payables	118,177	203,602	8,151	6,856
Payable from acquisition of investment	116,586	-	116,586	-
Accrued interest expenses - related party	-	-	40,169	-
Accrued interest expenses	19,535	41,751	-	-
Retention payable	183,040	227,208	7,344	3,321
Deposit payable	195,057	161,288	30,000	30,000
Accrued expenses - related parties	-	-	1,050	444
Accrued expenses	540,977	817,889	27,791	29,583
Dividend payable	267,622	238,636	76,644	57,099
Total trade and other payables	1,851,053	2,222,442	337,002	174,689

31. CREDITORS PER REHABILITATION PLAN

(Unit: Thousand Baht)

	Consolidated and separate financial statements	
	2015	2014
Creditors per rehabilitation plan	733,188	794,927
Less: Current portion	(683,617)	(745,356)
Creditors per rehabilitation plan - net of current portion	49,571	49,571

The Company has been unable to transfer the Company's 39,332,125 ordinary shares at a par value of Baht 4 each (previously disclosed: 245,825,738 ordinary shares at a par value of Baht 0.64 each) temporarily registered in the name of a subsidiary, part of which are deposited with the Central Bankruptcy Court as guarantee of debt settlement, to creditors since there are still undue debts and debts pending final court judgment or comptroller's orders. As a result, the number of shares allocated to each creditor is still uncertain as the debt ratio might be altered to accord with final court judgment or comptroller's orders. However, the creditors will still receive total numbers of ordinary shares as stipulated in the rehabilitation plan and the Company adjusted issuance of ordinary shares for debt settlement to settle the Company's debts during the year ended 31 March 2007.

32. LONG-TERM LOANS

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Long-term loans	1,213,084	240,000	981,084	-
Less: Current portion	(26,000)	(10,000)	-	-
Long-term loans - net of current portion	1,187,084	230,000	981,084	-

Details of the long-term loans are as follows:

The Company

A facility of USD 30 million is subject to interest at LIBOR plus a margin stipulated in the agreement. The loan is to be repaid within April 2016 and is secured by the Company's fixed deposit amounting to RMB 215 million. As at 31 March 2015, the outstanding balance of this loan was USD 30 million, equivalent to Baht 981 million (2014: Nil).

The subsidiaries

Nuvo Line Agency Company Limited

A facility of Baht 900 million to construct the building of a real estate development project, is subject to interest at a rate tied to the Minimum Loan Rate (MLR), is secured by the mortgage of the subsidiary's land and construction included in real estate development cost. Interest is to be paid monthly and principal is to be repaid within 30 months from the drawdown date. As at 31 March 2015, the subsidiary has not drawn down such loan (2014: Nil).

Bangkok Smartcard System Company Limited

A facility of Baht 300 million is subject to interest at a rate tied to the Minimum Loan Rate (MLR) minus a certain spread stipulated in the agreement. The principal is to be repaid in monthly installments, from November 2014 to October 2021. As at 31 March 2015, the outstanding balance of this loan was approximately Baht 232 million (2014: Baht 240 million).

Loan agreements contain covenants specified in the agreement pertaining to, among other things; the maintenance of a certain debt service coverage ratio, the incurrence of additional indebtedness, and the maintenance of direct shareholding by BTSC in the subsidiary of not less than 55% of its issued share capital or not less than 25% of its registered share capital in the case that the subsidiary has the other investor who has specific qualification as stipulated on the contract.

As at 31 March 2015, the long-term credit facilities which have not been drawn down amounted to Baht 900 million (2014: Baht 900 million).

33. LONG-TERM DEBENTURES

As at the dates of the statements of financial position, details of the debentures were as follows:

(Unit: Thousand Baht)

	Maturity date	Interest rate p.a. %	Consolidated financial statements	
			2015	2014
Debenture - Tranche 3	21 August 2014	5.75	-	3,611,300
Debenture - Tranche 4	21 August 2015	6.25	1,468,900	1,468,900
Debenture - Tranche 5	21 August 2016	6.75	1,348,450	1,348,450
Total			2,817,350	6,428,650
Less: Issuing costs			(4,570)	(13,564)
Total long-term debentures			2,812,780	6,415,086
Less: Current portion of long-term debentures*			(1,467,656)	(3,607,630)
Long-term debentures - net of current portion			1,345,124	2,807,456

* The subsidiary has presented the current portion by deducting its issuing costs.

The debentures were secured by the letter of guarantee provided by a bank of Baht 2,999 million (the letter of guarantee was secured by the current investments and other long-term investments of a subsidiary (BTSC)).

The debenture agreement includes certain restrictive covenants pertaining to, among other things, limitations on creation of indebtedness, compliance with the concession agreement, and the maintenance of financial ratios.

34. PROVISION FOR LONG-TERM EMPLOYEE BENEFITS

Provision for long-term employee benefits as at 31 March 2015 and 2014, which is compensations on employees' retirement, was as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Balance at beginning of year	557,624	481,714	24,622	21,296
Current service cost	44,434	57,942	2,535	2,453
Interest cost	21,931	19,772	978	873
Benefits paid during the year	(22,042)	(1,804)	(886)	-
	601,947	557,624	27,249	24,622
Classified as liabilities directly associated with assets classified as held for sale (Note 28)	(26,246)	-	-	-
Balance at end of year	575,701	557,624	27,249	24,622

Long-term employee benefit expenses included in the profit or loss were as follows:

(Unit: Thousand Baht)

	For the years ended 31 March			
	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Current service cost	44,434	57,942	2,535	2,453
Interest cost	21,931	19,772	978	873
Total expense recognised in profit or loss	66,365	77,714	3,513	3,326
Line items under which such expenses are included in profit or loss				
Cost of services	43,491	44,376	-	-
Administrative expenses	22,874	33,338	3,513	3,326

As stipulated in the Net Revenue Purchase and Transfer Agreement, the subsidiary can claim costs related to long-term employee benefit of employees who retire within the remaining period of the Core Bangkok Mass Transit System. Therefore, the subsidiary recorded accrued income from BTSGIF in accordance with bases and assumptions that were determined by the subsidiary's management, who have assessed the appropriateness of these transactions.

During the year ended 31 March 2015, long-term employee benefits that can be claimed from BTSGIF in the future, in accordance with the bases and assumptions of the management, amounted to Baht 34 million (2014: Baht 33 million).

Principal actuarial assumptions at the valuation date were as follows:

	Consolidated financial statements		Separate financial statements	
	2015 (% per annum)	2014 (% per annum)	2015 (% per annum)	2014 (% per annum)
Discount rate	4.1	4.1	4.1	4.1
Future salary increase rate	5.0	5.0	5.0	5.0
Staff turnover rate (depending on age)	2.0 - 9.0	2.0 - 9.0	2.0 - 9.0	2.0 - 9.0

Amounts of defined benefit obligation and experience adjustments on the obligation for the current and previous four years are as follows:

(Unit: Thousand Baht)

	Defined benefit obligation		Experience adjustments on the obligation	
	Consolidated financial statements	Separate financial statements	Consolidated financial statements	Separate financial statements
For the years ended 31 March				
2015	601,947	27,249	-	-
2014	557,624	24,622	-	-
2013	481,714	21,296	34,609	(2,133)
2012	400,178	25,987	-	-
2011	349,754	22,789	-	-

35. PROVISIONS

(Unit: Thousand Baht)

Consolidated financial statements					
	Special business tax	Major maintenance or restoration of elevated trains under service concession	Construction cost of car park building and sky walk	Damage loss	Total
Balance as at 31 March 2013 - restated	1,043,610	141,144	-	-	1,184,754
Increase during the year	89,635	88,102	-	-	177,737
Decrease during the year	(49,761)	-	-	-	(49,761)
Balance as at 31 March 2014 - restated	1,083,484	229,246	-	-	1,312,730
Increase during the year	98,181	55,112	231,000	166,729	551,022
Decrease during the year	(53,407)	-	-	-	(53,407)
Revision of provision	26,467	(134,376)	-	-	(107,909)
Reclassified as liabilities directly associated with assets classified as held for sale (Note 28)	-	-	(231,000)	-	(231,000)
Balance as at 31 March 2015	1,154,725	149,982	-	166,729	1,471,436
As at 31 March 2015					
Current	60,682	-	-	166,729	227,411
Non-current	1,094,043	149,982	-	-	1,244,025
	1,154,725	149,982	-	166,729	1,471,436
As at 31 March 2014					
Current	45,819	-	-	-	45,819
Non-current	1,037,665	229,246	-	-	1,266,911
	1,083,484	229,246	-	-	1,312,730

Special Business Tax of BTS Rail Mass Transit Growth Infrastructure Fund (“BTSGIF”)

A subsidiary recognised a provision for future special business tax liabilities of BTSGIF over the remaining period of the Core Bangkok Mass Transit System since, as stipulated in the Net Revenue Purchase and Transfer Agreement, the subsidiary is responsible for this tax. In calculating the provision for special business tax, the subsidiary referred to projections of future revenues prepared by an independent valuer and amortisation of BTSGIF’s investment in rights to receive fare box revenue of the Core Bangkok Mass Transit System of BTSGIF, discounted to present value.

During the current year, the subsidiary revised the provision for special business tax and recorded additional provision amounting to Baht 26 million, since BTSGIF revised its projections of net future fare box revenues and passengers over the remaining period of the Core Bangkok Mass Transit System. These projections are assumptions used in calculating the provisions for special business tax. The subsidiary’s management believes that the assumptions are appropriate under the current circumstances.

Major maintenance or restoration of elevated trains under service concession

As a result of the adoption of TFRIC 12 *Service Concession Arrangements*, during the current year, the subsidiary recorded provision for its contractual obligations to significantly maintain or restore elevated trains under the service concession, with reference to the maintenance or restoration agreement and major maintenance or restoration of elevated trains under service concession transactions that had occurred in the past. The subsidiary restated the prior period’s financial statements, presented as comparative information, as though the Company had always applied this TFRIC.

During the current year, the subsidiary revised the provision for major maintenance or restoration of elevated trains under service concession (extension line - Sukhumvit) in accordance with the new maintenance or restoration agreement. The subsidiary also recorded the reversal of provision amounting to Baht 134 million, presented net of additional provision (extension line - Silom) amounting to Baht 55 million and revision of provision (special business tax) amounting to Baht 26 million, under the heading of "Other income" in the consolidated profit or loss for the current year. The subsidiary's management believes that these assumptions are appropriate under the current circumstances.

Construction cost of car park building and sky walk

A subsidiary (BTSA) recorded provision for its contractual obligations with a bank to construct a car park building and sky walk. The subsidiary's management believes that the assumptions are appropriate under the current circumstance. This provision was classified as liabilities directly associated with assets classified as held for sale (Note 28).

Damage loss

In October 2014, a subsidiary (VGI Global Media Public Company Limited) entered into an advertisement concession agreement for exclusive rights to manage and provide advertising space, and relevant amendment agreements, with an unrelated company, which granted exclusive rights to manage and provide advertising space in its department stores. Subsequently, the subsidiary found that the unrelated company breaches the agreement. The subsidiary's Board of Directors meeting No.5/2015 considered and passed a resolution to terminate the agreements with that company. The subsidiary has already sent that company notification of the termination. As a result, as at 31 March 2015, the subsidiary recognised allowance of operating assets and other assets in relation to the agreements amounting to Baht 102 million and recorded provisions for terminating the agreements amounting to Baht 113 million. In addition, the subsidiary recorded provision for revenues being lower than the minimum guaranteed amounts amounting to approximately Baht 53 million for another agreement that the subsidiary made with a related company, because the subsidiary's revenues were less than the minimum guaranteed amounts stipulated in the agreement. However, the recording of such provision does not in any way constitute an acceptance of the subsidiary's obligation to pay such liabilities.

36. SHARE CAPITAL / SHARE PREMIUM

As at 31 March 2014, the Company's issued and fully paid share capital has increased from Baht 44,426,538,376 (11,106,634,594 ordinary shares with a par value of Baht 4 each) to Baht 47,656,922,100 (11,914,230,525 ordinary shares with a par value of Baht 4 each) as a result of the exercise of the warrants (BTS-W2) to ordinary shares amounting to Baht 3,210,636,460 (802,659,115 ordinary shares with a par value of Baht 4 each) and the exercise of the warrants (BTS-WA) to ordinary shares amounting to Baht 19,747,264 (4,936,817 ordinary shares with a par value of Baht 4 each), resulting in an increase in total share premium to Baht 1,797,237,616 (including adjustment to transfer amounting to Baht 8,330,877 of capital reserve for share-based payment transaction to share premium).

The Company registered the corresponding increases in its paid-up capital with the Ministry of Commerce during April and November 2013.

As at 31 March 2015, the Company's issued and fully paid share capital has increased from Baht 47,656,922,100 (11,914,230,525 ordinary shares with a par value of Baht 4 each) to Baht 47,677,000,644 (11,919,250,161 ordinary shares with a par value of Baht 4 each) as a result of the exercise of the warrants (BTS-WA) to ordinary shares amounting to Baht 20,078,544 (5,019,636 ordinary shares with a value of Baht 4 each), resulting in an increase in total share premium to Baht 1,807,590,613 (including adjustment to transfer amounting to Baht 8,470,636 of capital reserve for share-based payment transaction to share premium).

The Company registered the corresponding increase in its paid-up capital with the Ministry of Commerce on 3 October 2014.

37. WARRANTS

The warrants are detailed as follows:

	BTS-W2 Units	BTS-W3 Units	BTS-WA Units	BTS-WB Units
Outstanding as at 31 March 2013	3,167,032,866	-	100,000,000	-
Issued during the year	-	3,944,626,464	-	16,000,000
Exercised during the year	(3,165,627,080)	-	(30,855,100)	-
Expired during the year	(1,405,786)	-	-	-
Outstanding as at 31 March 2014	-	3,944,626,464	69,144,900	16,000,000
Exercised during the year	-	-	(31,372,725)	-
Outstanding as at 31 March 2015	-	3,944,626,464	37,772,175	16,000,000

Warrants to purchase new ordinary shares of the Company issued to the Company's existing shareholders (BTS-W3)

On 11 October 2013, the Extraordinary Meeting No.1/2013 of the Company's shareholders passed a resolution to issue the warrants to purchase new ordinary shares of the Company issued to the Company's existing shareholders (BTS-W3) in a ratio of 1 warrant for every 3 existing ordinary shares, without specifying the offer price. Details are as follows:

Date of grant	1 November 2013
Number granted (Units)	3,944,626,464
Contractual lives	5 years from the issued date
Exercisable	Last business day of each quarter, after completion of a 3-year period from the issued date
Exercise price per 1 ordinary share	12 Baht
Exercise ratio (warrant to ordinary share)	1:1

Warrants to purchase new ordinary shares of the Company issued to the employees of the Company and its subsidiaries (BTS-WA)

On 26 July 2011, the Annual General Meeting of the Company's shareholders passed a resolution to approve the issue of registered and non-transferable warrants to purchase new ordinary shares of the Company issued to the employees of the Company and its subsidiaries (BTS-WA), at no cost. Details of the warrants are below.

Date of grant	18 August 2011
Number granted (Units)	100,000,000
Contractual lives	5 years from the issued date
Exercisable	Last business day of each quarter, after completion of a 2-year period from the issued date
Exercise price per 1 ordinary share	4.375 Baht
Exercise ratio (warrant to ordinary shares)	1:0.16

The estimated fair value of each warrant granted is Baht 0.27. This was calculated by applying the Black-Scholes-Merton formula. The model inputs were the share price at price determination date of Baht 0.68, exercise price of Baht 0.70, expected volatility of 60%, expected dividend yield of 3%, contractual life of five years, and a risk-free interest rate of 3.48%.

Warrants to purchase new ordinary shares of the Company issued to the employees of the Company and its subsidiaries (BTS-WB)

On 26 July 2012, the Annual General Meeting of the Company's shareholders passed a resolution to approve the issue of warrants to employees of the Company and its subsidiaries No. 2 under the BTS Group ESOP 2012 Scheme (BTS-WB), at no cost. Details of the warrants are below.

Date of grant	11 June 2013
Number granted (Units)	16,000,000
Contractual lives	5 years from the issued date
Exercisable	Last business day of each quarter, after completion of 2 to 4 year periods from the issued date
Exercise price per 1 ordinary share	5.01 Baht
Exercise ratio (warrant to ordinary shares)	1:1

The estimated fair value of each warrant granted is Baht 2.5568. This was calculated by applying the Black-Scholes-Merton formula. The model inputs were the share price at price determination date of Baht 7.90, exercise price of Baht 5.01, expected volatility of 27.348%, expected dividend yield of 5%, contractual life of five years, and a risk-free interest rate of 2.90 - 3.37%.

38. DEFICIT ON BUSINESS COMBINATION UNDER COMMON CONTROL

Deficit on business combination under common control consisted of the following:

- Differences between the cost of a business combination under common control and the equity interest of the Company in the net book value of a subsidiary (BTSC) on the acquisition date in the consolidated and separate financial statements and
- Differences between considerations paid from purchase of investment and cost of investment under common control in the separate financial statements.

The details were as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Balance at beginning of year	3,371,978	3,371,978	3,790,493	4,812,208
Sales of investment in subsidiary under common control	-	-	(75,058)	(1,021,715)
Balance at end of year	3,371,978	3,371,978	3,715,435	3,790,493

39. SURPLUS ON SWAP OF INVESTMENTS IN SUBSIDIARIES UNDER COMMON CONTROL

Surplus on swap of investments in subsidiaries under common control represents difference of costs of investments in subsidiaries under common control at exchange date. The details were as follows:

(Unit: Thousand Baht)

	Separate financial statements	
	2015	2014
Balance at beginning of year	250,065	250,065
Reclassified as amount recognised in equities relating to assets classified as held for sale (Note 28)	75,000	-
Balance at end of year	325,065	250,065

40. SURPLUS FROM THE CHANGES IN THE OWNERSHIP INTERESTS IN SUBSIDIARIES

The changes in the Company's ownership interests in subsidiaries do not result in a loss of control. The Company will record surplus from the changes in the ownership interests in subsidiaries in the shareholders' equity in the consolidated statements of financial position.

Surplus from changes in ownership interests in a subsidiary was calculated based on the differences between the considerations paid or received as a result of changes in ownership interests in the subsidiaries of the Company and the equity interests of non-controlling interests of the subsidiaries at the net book value of the subsidiaries on the changing date. Non-controlling interests of subsidiaries are valued at the value of the identifiable net assets of the subsidiaries based on the percentage shareholdings of non-controlling interests. The details were as follows:

(Unit: Thousand Baht)

	Consolidated financial statements	
	2015	2014
Balance at beginning of year	4,448,284	2,811,213
Purchase of investment in the subsidiary	(4,003,560)	(2,035,110)
Sales of investment in the subsidiary	905,636	3,672,181
Warrants exercised of the subsidiary	2,812	-
Balance at end of year	1,353,172	4,448,284

41. SURPLUS FROM SALES OF WARRANTS OF THE SUBSIDIARY

Surplus from sales of warrants of the subsidiary represents the considerations received as a result of sales of warrants of the subsidiary constituting a change in the Company's ownership interest in the subsidiary without loss of control. The details were as follows:

(Unit: Thousand Baht)

	Consolidated financial statements	
	2015	2014
Balance at beginning of year	-	-
Sales of warrants of the subsidiary	494,317	-
Balance at end of year	494,317	-

42. REVALUATION SURPLUS ON ASSETS

This represents surplus arising from revaluation of land which can neither be offset against deficit nor used for dividend payment.

43. TREASURY SHARES / APPROPRIATED RETAINED EARNINGS FOR TREASURY SHARES

On 8 August 2014, the Board of Directors of the Company passed a resolution to approve a program to repurchase up to 600 million shares (par value of Baht 4 each), or 5% of the total number of shares in issue, with a budget of Baht 6,000 million, for liquidity surplus management purposes. The shares are to be repurchased on the Stock Exchange of Thailand within the period of 6 months, starting from 25 August 2014 to 24 February 2015, and can be resold more than 6 months after completing the repurchase. As at 31 March 2015, the Company had purchased back 95.8 million ordinary shares, for a total of approximately Baht 925.4 million or 0.8% of the total number of shares in issue.

According to letter No. Gor Lor Tor. Chor Sor. (Vor) 2/2548 of the Office of the Securities and Exchange Commission, dated 14 February 2005, concerning the acquisition of treasury shares, a public limited company may purchase back treasury shares in an amount not exceeding the amount of its retained earnings and is to appropriate an equal amount of retained earnings to a reserve for treasury shares, which must be maintained until the Company either sells the treasury shares or reduces its paid-up share capital by an amount equal to the value of the treasury shares which it could not sell. As at 31 March 2015, the Company appropriated the full required amount of retained earnings to a reserve for the treasury shares.

44. STATUTORY RESERVE

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to a statutory reserve at least 5% of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10% of the registered capital. The statutory reserve is not available for dividend distribution.

45. SERVICE INCOME

Details of service income are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014 (Restated)	2015	2014
Revenues from provision of operating services	1,596,214	1,354,443	-	-
Revenues from hotel and restaurant operations	409,573	181,795	-	-
Advertising income	2,428,150	2,615,278	-	-
Revenues from provision of spaces	622,401	634,395	58,154	70,911
Other service income	620,213	441,322	66,398	61,078
Total	5,676,551	5,227,233	124,552	131,989

46. INTEREST INCOME

Details of interest income are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014 (Restated)	2015	2014
Interest income under concession agreement	132,183	126,786	-	-
Interest income under finance lease agreement	4,415	5,926	-	-
Interest income from financial institutions	911,328	1,212,903	74,763	105,359
Interest income from related parties	6,119	-	101,414	150,688
Total	1,054,045	1,345,615	176,177	256,047

47. OTHER EXPENSES

Details of other expenses are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014 (Restated)	2015	2014
Allowance for doubtful accounts	17,892	135,038	201,705	132,960
Allowance for impairment loss of assets	125,651	-	-	-
Loss on provisions for terminating agreements	113,291	-	-	-
Loss on provisions for revenues being lower than the minimum guaranteed amounts	53,438	-	-	-
Total	310,272	135,038	201,705	132,960

48. EXPENSES BY NATURE

Significant expenses by nature are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014 (Restated)	2015	2014
Continued operation:				
Salaries, wages and other benefits	1,164,553	1,083,217	133,404	122,401
Depreciation and amortisation	394,269	300,768	80,187	67,938
Consultation, project management and professional fee	119,803	99,942	74,560	57,374
Allowance for doubtful accounts	17,892	135,038	201,705	132,960
Allowance for impairment loss of assets	125,651	-	-	-
Loss on provisions for terminating agreements	113,291	-	-	-
Loss on provisions for revenues being lower than the minimum guaranteed amounts	53,438	-	-	-
Premise tax and other taxes	105,301	153,254	21,891	22,387
Rental expenses from operating lease agreements	37,031	52,417	30,996	29,599
Repair and maintenance expenses	163,446	130,824	6,007	6,054
Utility expenses	236,041	185,073	21,463	20,265
Advertising and promotional expenses	65,720	127,036	2,856	7,797
Subcontractor expenses for train operating service	23,442	25,637	-	-
Concession fee	618,864	700,218	-	-
Costs of advertising services	130,827	144,175	-	-
Real estate development during the year	111,650	345,288	60,584	21,905
Change in real estate development costs	311,975	960,545	(28,822)	46,143
Discontinued operation:				
Salaries, wages and other benefits	172,864	265,933	-	-
Depreciation and amortisation	82,543	88,614	-	-
Consultation, project management and professional fee	15,162	15,913	-	-
Rental expenses from operating lease agreements	4,019	6,022	-	-
Repair and maintenance expenses	7	19,152	-	-
Advertising and promotional expenses	2,096	3,876	-	-
Utility expenses	31,595	43,663	-	-

49. INCOME TAX

Income tax expenses for the years ended 31 March 2015 and 2014 are made up as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014 (Restated)	2015	2014
Current income tax:				
Current income tax charge	1,095,154	1,489,186	118,115	713,274
Adjustment in respect of income tax of previous year	6,759	-	59	-
Deferred tax:				
Relating to origination and reversal of temporary differences	(368,887)	2,298,909	6,857	253,049
Income tax expense reported in the statement of comprehensive income	733,026	3,788,095	125,031	966,323

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

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014 (Restated)	2015	2014
Deferred tax relating to:				
Increase in loss on change in value of available-for-sale investments	91,834	23,523	77,854	23,523
	91,834	23,523	77,854	23,523

Reconciliations between accounting profit and income tax expenses are detailed below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014 (Restated)	2015	2014
Profit before income tax expenses from continued operation	4,124,889	17,356,746	3,660,378	21,159,882
Loss before income tax expenses from discontinued operation	(51,644)	(26,018)	-	-
Accounting profit before income tax expenses	4,073,245	17,330,728	3,660,378	21,159,882
Applicable tax rate at 20%	814,649	3,466,146	732,076	4,231,976
Effects of unrecognised deferred tax on temporary differences	79,579	83,053	43,387	20,021
Effects of utilisation of previously unrecognised deferred tax on temporary differences	(76,118)	(128,268)	(4,032)	(128,268)
Tax effect of non-deductible expenses	34,937	56,109	395	13,931
Tax effect of deductible expenses	(2,333)	(2,875)	(175)	(470)
Tax effect of non-taxable income	(115,260)	(75,260)	(646,697)	(3,577,672)
Tax effect of taxable income	-	406,805	-	406,805
Difference of tax rates in group companies	50	(252)	-	-
Others	(2,478)	(11,203)	77	-
	733,026	3,794,255	125,031	966,323
Income tax expenses from continued operation	733,026	3,788,095	125,031	966,323
Income tax expenses from discontinued operation	-	6,160	-	-
	733,026	3,794,255	125,031	966,323

The tax rate enacted at the end of the reporting period of the Company and its subsidiaries consists of 20% and 25% (2014: 20% and 25%).

The components of deferred tax assets and deferred tax liabilities are as follows:

(Unit: Thousand Baht)

	Statements of financial position				
	Consolidated financial statements			Separate financial statements	
	31 March 2015	31 March 2014 (Restated)	1 April 2013	31 March 2015	31 March 2014
Deferred tax assets					
Allowance for doubtful accounts	10,151	6,443	246,082	362	232
Allowance for asset impairment	160,459	153,896	160,014	-	-
Unrealised loss on changes in value of available-for-sale investment	110,598	16,577	-	96,617	18,763
Provision for damage loss	33,346	-	-	-	-
Provision for long-term employee benefits	111,680	108,520	93,827	5,450	4,924
Transactions under concession and finance lease agreements (Note 4)	29,677	55,034	42,895	-	-
Unused tax loss	11,160	17,998	77,377	-	-
Deferred gain on sale of land to jointly controlled entity	73,512	-	-	-	-
Others	19,291	24,014	40,546	330	311
Total	559,874	382,482	660,741	102,759	24,230
Deferred tax liabilities					
Revaluation surplus on land	449,275	594,172	598,932	-	-
Prepaid duty stamp	31,579	32,745	33,911	-	-
Transactions relating to sale of future net fare box revenues	2,464,371	2,623,131	-	-	-
Differences of forward and closing exchange rates	11,480	72,693	-	11,360	3,389
Differences of tax and accounting from depreciation calculation of assets	59,200	59,055	78,957	59,200	59,055
Others	11,112	458	7,045	5,257	5,840
Total	3,027,017	3,382,254	718,845	75,817	68,284
Net	(2,467,143)	(2,999,772)	(58,104)	26,942	(44,054)
Presented as					
Deferred tax assets - net	149,017	37,340	302,737	26,942	-
Deferred tax liabilities - net	(2,616,160)	(3,037,112)	(360,841)	-	(44,054)
Net	(2,467,143)	(2,999,772)	(58,104)	26,942	(44,054)

As at 31 March 2015, the Company and its subsidiaries has deductible temporary differences and unused tax losses totaling Baht 398 million (2014: Baht 415 million) (Separate financial statements: Baht 217 million (2014: Baht 100 million)), on which deferred tax assets have not been recognised as the Company and its subsidiaries believe they may not utilise the deferred tax asset or their future taxable profits may not be sufficient to allow utilisation of the temporary differences and unused tax losses.

50. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing profit for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

Diluted earnings per share is calculated by dividing profit for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year plus the weighted average number of ordinary shares which would need to be issued to convert all dilutive potential ordinary shares into ordinary shares. The calculation assumes that such conversion took place either at the beginning of the period or on the date the potential ordinary shares were issued.

Details of calculation of earnings per share for the years ended 31 March 2015 and 2014 are as below.

Consolidated financial statements						
	Profit		Weighted average number of ordinary shares		Earnings per share	
	2015 Thousand Baht	2014 Thousand Baht (Restated)	2015 Thousand shares	2014 Thousand shares	2015 Baht	2014 Baht (Restated)
Basic earnings per share						
Profit attributable to equity holders of the Company	2,944,033	12,597,541	11,862,162	11,687,607	0.248	1.078
Effect of dilutive potential ordinary shares						
Warrants (BTS-W2)	-	-	-	109,294		
Warrants (BTS-WA)	-	-	4,523	6,542		
Warrants (BTS-WB)	-	-	5,923	2,567		
Diluted earnings per share						
Profit of ordinary shareholders assuming the conversion of dilutive potential ordinary shares	2,944,033	12,597,541	11,872,608	11,806,010	0.248	1.067

Separate financial statements						
	Profit		Weighted average number of ordinary shares		Earnings per share	
	2015 Thousand Baht	2014 Thousand Baht	2015 Thousand shares	2014 Thousand shares	2015 Baht	2014 Baht
Basic earnings per share						
Profit attributable to equity holders of the Company	3,535,347	20,193,558	11,862,162	11,687,607	0.298	1.728
Effect of dilutive potential ordinary shares						
Warrants (BTS-W2)	-	-	-	109,294		
Warrants (BTS-WA)	-	-	4,523	6,542		
Warrants (BTS-WB)	-	-	5,923	2,567		
Diluted earnings per share						
Profit of ordinary shareholders assuming the conversion of dilutive potential ordinary shares	3,535,347	20,193,558	11,872,608	11,806,010	0.298	1.710

Details of calculation of earnings per share from continued operation for the years ended 31 March 2015 and 2014 are as below.

Consolidated financial statements						
	Profit		Weighted average number of ordinary shares		Earnings per share	
	2015 Thousand Baht	2014 Thousand Baht (Restated)	2015 Thousand shares	2014 Thousand shares	2015 Baht	2014 Baht
Basic earnings per share						
Profit attributable to equity holders of the Company	2,995,677	12,630,489	11,862,162	11,687,607	0.253	1.081
Effect of dilutive potential ordinary shares						
Warrants (BTS-W2)	-	-	-	109,294		
Warrants (BTS-WA)	-	-	4,523	6,542		
Warrants (BTS-WB)	-	-	5,923	2,567		
Diluted earnings per share						
Profit of ordinary shareholders assuming the conversion of dilutive potential ordinary shares	2,995,677	12,630,489	11,872,608	11,806,010	0.252	1.070

Separate financial statements						
	Profit		Weighted average number of ordinary shares		Earnings per share	
	2015 Thousand Baht	2014 Thousand Baht (Restated)	2015 Thousand shares	2014 Thousand shares	2015 Baht	2014 Baht
Basic earnings per share						
Profit attributable to equity holders of the Company	3,535,347	20,193,558	11,862,162	11,687,607	0.298	1.728
Effect of dilutive potential ordinary shares						
Warrants (BTS-W2)	-	-	-	109,294		
Warrants (BTS-WA)	-	-	4,523	6,542		
Warrants (BTS-WB)	-	-	5,923	2,567		
Diluted earnings per share						
Profit of ordinary shareholders assuming the conversion of dilutive potential ordinary shares	3,535,347	20,193,558	11,872,608	11,806,010	0.298	1.710

The exercise price of the warrants (BTS-W3) is higher than the average market price of the Company's ordinary shares for the years ended 31 March 2015 and 2014. Therefore, the Company has not assumed conversion of the warrants in the calculation of diluted earnings per share in the consolidated and separate financial statements for the years ended 31 March 2015 and 2014.

51. SEGMENT INFORMATION

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance. The chief operating decision maker has been identified as Executive Chairman.

For management purposes, the Company and its subsidiaries are organised into business units based on its products and services and have four reportable segments as follows:

- 1) Mass transit segment, which is the provision of service as operator of the Core BTS Sky Train System, service under the operating and maintenance service agreement of extension to the Core BTS Sky Train System, and service under the operating and bus procurement (BRT) agreement

- 2) Media segment, which provides advertising services on Bangkok Mass Transit System (BTS), in department stores, in office buildings and others
- 3) Property segment, which consists of hotel and condominium
- 4) Service segment, which is the provision of services of Rabbit Card and other services not included in the other major segments

The Company and its subsidiaries have aggregated the operating segments of mass transit segment and service segment and presented them as the reportable segment of service segment. The aggregated operating segments have similar economic characteristics and are similar in the other respects required by the standard.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

Geographic information

The Company and its subsidiaries mainly operate in Thailand only. As a result, all of the revenues and assets as reflected in these financial statements pertain exclusively to this geographical reportable segment.

The following table presents revenue and profit information regarding the Company and its subsidiaries' operating segments for the years ended 31 March 2015 and 2014.

(Unit: Million Baht)

	For the years ended 31 March									
	Media segment		Property segment		Service segment		Elimination		Consolidated financial statements	
	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
Revenues from external customers	2,937	3,133	411	2,057	2,789	2,961	-	-	6,137	8,151
Inter-segment revenues	26	16	-	-	348	290	(374)	(306)	-	-
Total revenues	2,963	3,149	411	2,057	3,137	3,251	(374)	(306)	6,137	8,151
Segment profit	1,751	1,901	167	797	1,170	767	-	-	3,088	3,465
Unallocated revenues and expenses:										
Dividend income									42	6
Interest income									1,054	1,346
Gain from sales of investments									262	2
Gain on sale of warrants									53	-
Gain on sale of future net fare box revenues									-	13,498
Gain on sales of assets									-	380
Gain on sales of land									368	-
Other income									258	86
Servicing and selling expenses									(146)	(318)
Administrative expenses									(993)	(964)
Other expenses									(310)	(135)
Share of loss from investments in joint ventures									(14)	(1)
Share of income from investments in associates									866	620
Finance cost									(403)	(628)
Income tax expenses									(733)	(3,788)
Loss from discontinued operation									(52)	(33)
Profit for the year									3,340	13,536
Non-controlling interests of the subsidiaries									(396)	(939)
Profit attributable to equity holders of the Company									2,944	12,597

For the year ended 31 March 2015, a subsidiary (VGI Global Media Public Company Limited) has revenues from top 10 major customers in total amount of Baht 2,020 million, arising from media segment (2014: Baht 2,176 million derived from top 10 major customers, arising from media segment).

52. PROVIDENT FUND

The Company, its subsidiaries and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees and the Company and its subsidiaries contributed to the fund monthly at the rate of 5% of basic salary. The fund, which is managed by BBL Asset Management Co., Ltd., will be paid to employees upon termination in accordance with the fund rules. During the year ended 31 March 2015, the Company and its subsidiaries contributed to the fund Baht 48 million (2014: Baht 47 million) (Separate financial statements: Baht 2 million (2014: Baht 2 million)) (provident fund of Baht 19 million (2014: Baht 17 million) claimed from BTSGIF).

53. DIVIDENDS

Dividends	Approved by	Total dividends	Dividend per share
		(Million Baht)	(Baht)
Interim dividends for 2012/2013	Board of Directors' meeting on 19 April 2013	2,052	0.18
Final dividends for 2012/2013	Annual General Meeting of the shareholders on 26 July 2013	513	0.045
Interim dividends for 2013/2014	Board of Directors' meeting on 9 August 2013	2,190	0.19
Interim dividends for 2013/2014	Board of Directors' meeting on 10 January 2014	2,382	0.20
Total for the year ended 31 March 2014		7,137	
Final dividends for 2013/2014	Annual General Meeting of the shareholders on 25 July 2014	2,501	0.21
Interim dividends for 2014/2015	Board of Directors' meeting on 9 January 2015	3,547	0.30
Total for the year ended 31 March 2015		6,048	

54. COMMITMENTS AND CONTINGENT LIABILITIES

As at 31 March 2015, the Company and its subsidiaries had commitments and contingent liabilities as follows.

54.1 Capital commitments

- The Company and its subsidiaries (HHT Construction Company Limited, Muangthong Assets Company Limited, Nuvo Line Agency Company Limited, Kamkoong Property Company Limited and Mak8 Company Limited) had outstanding commitments of approximately HKD 5 million and Baht 291 million (2014: Baht 380 million) in respect of agreements of consultation, design and construction projects.
- The Company and its subsidiary (Nuvo Line Agency Company Limited) had outstanding commitments with a subsidiary (HHT Construction Company Limited) approximately Baht 224 million (2014: Baht 406 million) in respect of renovation and development of golf course and construction in progress.
- The Company had outstanding commitments of USD 38 million (2014: USD 40 million) in respect of overseas investments.
- A subsidiary (BTSC) had capital commitments totaling approximately Baht 24 million (2014: Baht 20 million) in respect of a change and improvement of signaling system for elevated train operation and traction power supply system.

- e) A subsidiary (BTSC) had capital commitments of Bath 6 million (2014: AUD 1 million and Bath 7 million) in respect of the acquisition of equipment for Automatic Fare Collection System.
- f) A subsidiary (BTSC) had commitments of approximately EUR 2 million (2014: EUR 2 million and USD 1 million) in respect of the acquisition of spare parts.
- g) A subsidiary (Bangkok Smartcard System Company Limited) had outstanding commitments of approximately RMB 5 million (2014: RMB 5 million) relating to development costs for common ticketing system.
- h) A subsidiary (Carrot Rewards Company Limited) entered into a contract for implementation and management the privileges card of the common ticketing system and installation of related equipment. Under the contract, the subsidiary is committed to pay a service fee in the future and comply with certain conditions as specified in the agreement.
- i) A subsidiary (VGI Global Media Public Company Limited) had outstanding commitments of approximately Baht 3 million (2014: SGD 10 million and Baht 46 million), relating to the acquisition and installation of equipment.
- j) The subsidiaries (Dnal Company Limited and Siam Paging and Communication Property Company Limited) had outstanding commitments of approximately Baht 953 million (2014: Baht 255 million) relating to the agreements to purchase and to sell of land and building.

Under the Net Revenue Purchase and Transfer Agreement, BTS Rail Mass Transit Growth Infrastructure Fund will be responsible for the commitments as discussed in d) and e).

Obligations as discussed in f) will be allocated for collection from BTS Rail Mass Transit Growth Infrastructure Fund in accordance with bases and assumptions determined by the subsidiary's management, who have assessed the appropriateness of these bases and assumptions.

54.2 Lease and service commitments

- a) The Company entered into leasehold agreements for the period of 30 years, as from 1 July 1997 and 1 December 1997. The monthly rental charges are Baht 200,000 and Baht 500,000, respectively and will be increased by 5% each year of the lease period.
- b) The Company entered into agreements to lease land for construction of buildings for a period of 30 years, from 20 November 2014. The monthly rental charges total Baht 44,707 and these will be increased every five years of the lease period.
- c) A subsidiary (Muangthong Assets Company Limited) had an outstanding commitment of approximately Baht 5 million (2014: Baht 5 million) in respect of a thirteen-year land and building lease agreement.
- d) A subsidiary (BTSC) had commitments of approximately Baht 89 million (2014: Baht 194 million) relating to its operations under the agreements of the Bus Rapid Transit (BRT) project - Chong Nonsi to Sa-pan Krung Thep Line (Chong Nonsi - Ratchaphruek).
- e) The Company and its subsidiaries had committed to pay fees of approximately SGD 1 million and Baht 489 million (2014: SGD 2 million, RMB 1 million, HKD 1 million, and Baht 539 million) relating to lease and service agreements.
- f) A subsidiary (BTSC) had commitments of approximately Baht 2 million (2014: Baht 6 million) relating to service agreements with a subsidiary (VGI Global Media Public Company Limited) (Airtime on Plasma Screen on platform, LCD in the train, Platform Truss LED and Platform Screen Door LCD).

Certain obligations as discussed in e) will be allocated for collection from BTS Rail Mass Transit Growth Infrastructure Fund in accordance with bases and assumptions determined by the subsidiary's management, who have assessed the appropriateness of these bases and assumptions.

54.3 Commitments under maintenance contract

On 30 December 2004, a subsidiary (BTSC) entered into a ten-year maintenance contract with a contractor. Under the contract, the subsidiary has capital commitments in respect of the cost of maintenance and spares supply service fees in relation to the project over a period of 10 years. The amount to be paid for the first year was approximately Baht 195.7 million and EUR 1.7 million and in the future years, this amount was to be adjusted upwards with reference to the consumer price index.

Subsequently, on 15 September 2014, the subsidiary entered into a fifteen-year maintenance contract with the same contractor. Under the contract, the subsidiary has capital commitments in respect of the cost of maintenance and spares supply service fees in relation to the project over a period of 15 years. The amount to be paid for the first year is approximately Baht 253 million and EUR 3 million and in the future years, the amount to be paid will be adjusted upwards with reference to the consumer price index. The contract is effective from 1 January 2015.

For the year ended 31 March 2015, the subsidiary had expenses under these contracts amounting to Baht 218 million and EUR 2 million (2014: Baht 197 million and EUR 2 million).

Obligations will be allocated for collection from BTS Rail Mass Transit Growth Infrastructure Fund in accordance with bases and assumptions determined by the subsidiary's management, who have assessed the appropriateness of these bases and assumptions.

54.4 Long-term contract commitments

- a) The Company entered into a service agreement with an associate (Absolute Hotel Services Company Limited), which is to furnish the Company and its subsidiary with consultation and hotel business management-related services. Under the conditions of the agreement, the Company is to pay service fees of Baht 1.4 million per month. The fees for the year ended 31 March 2015 amounted to approximately Baht 17 million (2014: Baht 16 million).
- b) The Company entered into a management agreement with its subsidiaries (Tanayong Property Management Company Limited and BTS Assets Company Limited), which is to furnish the subsidiaries with systems management services. Under the conditions of the agreement, the Company is to pay service fees at the rate specified in the agreement. During the year ended 31 March 2015, the Company paid management fee amounted to Baht 20 million (2014: Baht 22 million).
- c) The subsidiaries (Muangthong Assets Company Limited and BTS Assets Company Limited) entered into service agreements with an associate (Absolute Hotel Services Company Limited), which is to furnish the subsidiaries with royalty and hotel business management - related services. The subsidiaries are to pay service fees at a rate as stipulated in the agreements. The fees for the year ended 31 March 2015 amounted to approximately Baht 26 million (2014: Baht 23 million).
- d) A subsidiary (BTSC) had commitments of approximately Baht 8,627 million (2014: Baht 8,627 million) in respect of acquisitions of elevated train carriages required for future compliance with the operation and maintenance contract for a mass transit system in Bangkok.
- e) A subsidiary (VGI Global Media Public Company Limited) had outstanding commitments with respect to minimum guarantees under concession agreements for the management and provision of advertising space in department stores, and other related agreements. Fees are payable as follows:

(Unit: Million Baht)

	2015	2014
Fees payable:		
Up to 1 year	111	536
Over 1 and up to 5 years	82	86

These amounts will be adjusted in accordance with actual performance, based on certain rates stipulated in the agreements.

54.5 Other commitments

- a) A subsidiary (Nuvo Line Agency Company Limited) had outstanding commitments with a subsidiary (BTSC) in respect of the train ticket for project. The subsidiary is to pay at a rate as specified in the agreement.
- b) A subsidiary (BTSC) had commitments in respect of compliance with Establishment of Central Clearing House Project (CCH) Agreement as Lead Firm of BSV Consortium.
- c) The Company and a subsidiary (BTSC) had commitments in respect of related agreements of infrastructure fund transactions, as discussed in Note 56 to the financial statements.

54.6 Guarantees

- a) There was a bank guarantee of Baht 23 million (2014: Baht 23 million) issued by a bank on behalf of the Company to the Ministry of Finance for construction of a building on state-owned land.
- b) A subsidiary (BTSC) had outstanding bank guarantees issued by a bank on behalf of the subsidiary amounting to Baht 57 million to guarantee electricity use (2014: Baht 42 million) and Baht 2,999 million to guarantee the long-term debentures (2014: Baht 6,896 million). In addition, there was an outstanding bank guarantee of Baht 40 million (2014: Nil) issued by a bank on behalf of the subsidiary to guarantee compliance with Contract for Establishment of Central Clearing House Project (CCH). A current investment of Baht 14 million has been pledged as collateral.

BTS Rail Mass Transit Growth Infrastructure Fund will be responsible for the bank guarantees amounting to Baht 38 million (2014: Baht 42 million) issued by a bank on behalf of the subsidiary to the Metropolitan Electricity Authority to guarantee electricity use.

- c) The subsidiaries had additional bank guarantees issued by banks as required in their normal operations of approximately Baht 198 million (2014: SGD 9 million and Baht 187 million).
- d) The Company provided a guarantee on BTSC's compliance to BTS Rail Mass Transit Growth Infrastructure Fund as discussed in Sponsor Support and Guarantee Agreement.

54.7 Litigations

- a) The Company and two subsidiaries (Yong Su Company Limited and Dnal Company Limited), as mortgagors of the assets placed as security for the Company's bonds, were sued by a local bank, for payment of the secured bonds, together with interest charges and other related expenses, totaling approximately Baht 4,251 million. The Court of First Instance ordered the two subsidiaries to make payment of such amount. The two subsidiaries appealed the decision and the Appeals Court found in accordance with the Court of First Instance. However, the bank has submitted settlement claims under the Company's business rehabilitation plan and the Company held an open auction of such assets in order to make payment to the bank. Therefore, the subsidiaries have not set aside provision for the contingent liability in their accounts.
- b) A creditor under the Company's business rehabilitation plan filed a petition with the Central Bankruptcy Court, asking the court to overturn the order of the official receiver regarding the revocation of claims for settlement of debt. The Central Bankruptcy Court also dismissed the claim and the creditor filed an appeal with the Supreme Court. The case is currently being considered by the Supreme Court. The maximum amount that the Company would have to pay under the rehabilitation plan is approximately Baht 96 million, and the Company has already recorded this liability in the accounts.

- c) A creditor under the Company's business rehabilitation plan filed a petition with the Central Bankruptcy Court, asking the court to overturn the order of the official receiver regarding the amount of debt settlement it is entitled to receive. The Central Bankruptcy Court ordered the amendment of the amounts of the debt settlement entitlements. The creditor appealed the order of the Central Bankruptcy Court to the Supreme Court, and the case is currently being considered by the Supreme Court. The maximum amount of payment or transfer of assets that the Company would have to make under the plan amounts to approximately Baht 587 million, and a cash amount equal to the amount payable has been deposited with the Central Bankruptcy Court as collateral. However, the Company has already recorded this liability in its accounts.
- d) A creditor under the Company's business rehabilitation plan filed a petition with the Central Bankruptcy Court, asking the court to order the Company to make payment of debt under the rehabilitation plan. The Central Bankruptcy Court ordered the Company to make such payment but both the creditor and the Company subsequently filed separate appeals with the Supreme Court. In order to stay execution of the court's order, the Company placed land and a condominium building with the Central Bankruptcy Court as collateral for the amount that the Company would have to pay under the court order, together with interest at a rate of 7.5% per annum, totaling Baht 66.3 million. In the meantime, the Central Bankruptcy Court instructed Thailand Securities Depository Company Limited to sequester the 3,896,518 shares of the Company arising from the conversion of debt to equity. The case is currently being considered by the Supreme Court. However, the Company has already recorded this liability in its accounts.
- e) A subsidiary (Muangthong Assets Company Limited) has been sued by an individual for payment for loss of property amounting to approximately Baht 6 million. Currently, the lawsuit is being in the Supreme Court process. However, the subsidiary believes that it will suffer no significant loss as a result of this litigation.
- f) On 11 February 2002, a subsidiary (BTSC) was sued for damages as the second defendant in a tort case, whereby a company alleged that the subsidiary's contractor caused damage to a section of underground fuel pipeline in the area of a train station and claimed compensation of approximately Baht 108 million. At present, the case is under consideration of the courts. However, the subsidiary has not recorded any allowance for the damage in its accounts since the subsidiary believes that, as an employer, it is, in any case, not liable to third parties for damages caused by its contractor, and that the case will therefore have no significant impact.
- g) A creditor under the business rehabilitation plan of a subsidiary (BTSC) has filed a petition with the Central Bankruptcy Court with respect to its claim of approximately Baht 401 million, of which the official receiver ordered the subsidiary to pay approximately Baht 21 million. However, the Court dismissed the petition and currently, the case is being considered by the Supreme Court. The subsidiary believes that it will have no significant impact.
- h) Bangkok Metropolitan Administration has called for a subsidiary (BTSC) to pay Baht 87 million (already recorded in the account) for the use of state-owned land, together with penalties and surcharges on the outstanding amount at a rate of 18% per annum, and a letter of guarantee fee for a building construction contract amounting to approximately Baht 11 million. The subsidiary is arguing that the subsidiary has no obligation to pay these expenses because under its concession agreement, the subsidiary has the right to use such land of the Bangkok Mass Transit System without liability for payment of any rental, fees and other expenses. Currently, the case is in the process of arbitration. The subsidiary believes that it will have no significant impact.
- i) A subsidiary (BTSC) was sued together with Bangkok Metropolitan Administration and the Bangkok Governor in an administrative case seeking to have elevators and facilities for the disabled installed at 23 elevated train stations and on elevated trains. The Administrative Court of First Instance dismissed the case since, in their opinion, when the Concession Agreement was concluded there were no laws requiring that the defendants build elevators and facilities for the disabled. Subsequently, the plaintiffs appealed to the Supreme Administrative Court and on 21 January 2015, the Supreme Administrative Court issued an order reversing the decision of the Administrative Court of First Instance and ordering the Bangkok Governor, on behalf of the Bangkok Metropolitan Administration, to provide elevators and facilities for the disabled at 23 elevated train stations and on elevated trains within 1 year. The subsidiary was ordered to support the provision of these facilities.

55. FINANCIAL INSTRUMENTS

55.1 Financial risk management

The Company's and its subsidiaries' financial instruments, as defined under Thai Accounting Standard No. 107 "Financial Instruments: Disclosure and Presentations", principally consist of the following:

<u>Financial assets</u>	<u>Financial liabilities</u>
- Cash and cash equivalents	- Bank overdraft and short-term loans from financial institutions
- Current investments	- Trade and other payables
- Bank account for advances from cardholders	- Advance received from cardholders
- Trade and other receivables	- Deposits from cardholders
- Receivable under concession agreement	- Short-term loans
- Receivable under finance lease agreement	- Creditors per rehabilitation plan
- Advances to contractors	- Long-term loans
- Short-term loans	- Long-term debentures
- Accrued income	- Retention payable
- Restricted deposits	
- Cash deposited as collateral for debt settlement	
- Long-term loans	
- Other long-term investments	
- Deposits and advances for asset acquisitions	

The financial risks associated with these financial instruments and how they are managed are described as follows:

Credit risk

The Company and its subsidiaries are exposed to credit risk primarily with respect to accounts receivable and loans. The Company and its subsidiaries manage the risk by adopting appropriate credit control policies and procedures and therefore do not expect to incur material financial losses. In addition, the Company and its subsidiaries do not have high concentration of credit risk since they have a large customer base. The maximum exposure to credit risk is limited to the carrying amounts of accounts receivable and loans as stated in the statement of financial position.

Interest rate risk

The Company's and its subsidiaries' exposure to interest rate risk relates primarily to their cash at bank, investments, loans and debentures. However, since most of the Company's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate, the interest rate risk is expected to be minimal.

Significant financial assets and liabilities as at 31 March 2015 and 2014 classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the re-priced date (if this occurs before the maturity date).

(Unit: Million Baht)

As at 31 March 2015							
Consolidated financial statements							
	Fixed interest rates			Floating interest rate	Non-interest bearing	Total	Interest rate
	Within 1 year	1-5 years	Over 5 years				
							(% p.a.)
Financial assets							
Cash and cash equivalents	7,062	-	-	2,913	137	10,112	0.10 - 3.10
Current investments	5,567	-	-	-	804	6,371	0.70 - 6.00
Bank account for advances from cardholders	-	-	-	211	-	211	1.90 - 2.80
Trade and other receivables	-	-	-	-	1,218	1,218	-
Receivable under concession agreement	92	394	3,221	-	-	3,707	0.58 - 6.12
Receivable under finance lease agreement	28	32	-	-	-	60	5.92
Advances to contractors	-	-	-	-	21	21	-
Accrued income	-	-	-	-	578	578	-
Restricted deposits	1,154	-	-	-	31	1,185	5.20
Cash deposited as collateral for debt settlement	-	-	-	-	171	171	-
Long-term loans	4	759	-	-	-	763	2.50 - 4.50
Other long-term investments	-	2,310	200	-	7,038	9,548	3.45 - 4.89
Deposits and advances for asset acquisitions	-	-	-	-	129	129	-
	13,907	3,495	3,421	3,124	10,127	34,074	
Financial liabilities							
Bank overdraft and short-term loans from financial institutions	530	-	-	-	-	530	2.60 - 2.90
Trade and other payables	-	-	-	-	1,851	1,851	-
Advance received from cardholders	-	-	-	-	211	211	-
Deposits from cardholders	-	-	-	-	98	98	-
Creditors per rehabilitation plan	-	-	-	-	733	733	-
Long-term loans	-	-	-	1,213	-	1,213	MLR-2, LIBOR+0.8
Long-term debentures	1,468	1,345	-	-	-	2,813	6.25 - 6.75
Retention payable	-	-	-	-	35	35	-
	1,998	1,345	-	1,213	2,928	7,484	

(Unit: Million Baht)

As at 31 March 2014							
Consolidated financial statements							
	Fixed interest rates			Floating interest rate	Non-interest bearing	Total	Interest rate
	Within 1 year	1-5 years	Over 5 years				
	(% p.a.)						
Financial assets							
Cash and cash equivalents	1,959	-	-	6,659	51	8,669	0.37 - 3.25
Current investments	23,305	-	-	-	191	23,496	1.65 - 3.70
Bank account for advances from cardholders	-	-	-	153	-	153	0.63 - 3.25
Trade and other receivables	-	-	-	-	1,075	1,075	-
Receivable under concession agreement	90	384	3,274	-	-	3,748	0.58 - 6.12
Receivable under finance lease agreement	26	60	-	-	-	86	5.92
Advances to contractors	-	-	-	-	14	14	-
Accrued income	-	-	-	-	672	672	-
Restricted deposits	579	-	-	2	30	611	1.85
Cash deposited as collateral for debt settlement	-	-	-	-	233	233	-
Other long-term investments	-	4,020	200	-	2,018	6,238	3.35 - 4.89
Deposits and advances for asset acquisitions	-	-	-	-	56	56	-
	25,959	4,464	3,474	6,814	4,340	45,051	
Financial liabilities							
Trade and other payables	-	-	-	-	2,222	2,222	-
Advance received from cardholders	-	-	-	-	151	151	-
Deposits from cardholders	-	-	-	-	71	71	-
Short-term loans	20	-	-	-	-	20	1.50
Retention payable	-	-	-	-	35	35	-
Creditors per rehabilitation plan	-	-	-	-	795	795	-
Long-term loans	-	-	-	240	-	240	MLR - 2
Long-term debentures	3,608	2,807	-	-	-	6,415	5.75 - 6.75
	3,628	2,807	-	240	3,274	9,949	

(Unit: Million Baht)

As at 31 March 2015							
Separate financial statements							
	Fixed interest rates			Floating interest rate	Non-interest bearing	Total	Interest rate (% p.a.)
	Within 1 year	1-5 years	Over 5 years				
Financial assets							
Cash and cash equivalents	296	-	-	310	-	606	0.13 - 1.50
Current investments	1,365	-	-	-	-	1,365	0.70 - 2.60
Trade and other receivables	-	-	-	-	79	79	-
Advances to contractors	-	-	-	-	28	28	-
Short-term loans	94	-	-	-	-	94	2.50 - 2.75
Restricted deposits	1,154	-	-	-	30	1,184	-
Cash deposited as collateral for debt settlement	-	-	-	-	171	171	-
Long-term loans	-	1,405	-	-	-	1,405	2.50 - 3.25
Other long-term investments	-	8	100	-	5,423	5,531	4.375 - 4.89
	2,909	1,413	100	310	5,731	10,463	
Financial liabilities							
Trade and other payables	-	-	-	-	337	337	-
Short-term loan from related party	-	-	-	9,185	-	9,185	2.27 - 2.42
Creditors per rehabilitation plan	-	-	-	-	733	733	-
Long-term loans	-	-	-	981	-	981	LIBOR+0.8
Retention payable	-	-	-	-	35	35	-
	-	-	-	10,166	1,105	11,271	

(Unit: Million Baht)

As at 31 March 2014							
Separate financial statements							
	Fixed interest rates			Floating interest rate	Non-interest bearing	Total	Interest rate (% p.a.)
	Within 1 year	1-5 years	Over 5 years				
Financial assets							
Cash and cash equivalents	1,502	-	-	1,585	-	3,087	0.50 - 2.75
Current investments	1,496	-	-	-	-	1,496	1.65 - 3.10
Trade and other receivables	-	-	-	-	354	354	-
Advances to contractors	-	-	-	-	45	45	-
Short-term loans	177	-	-	-	-	177	2.75 - 4.25
Restricted deposits	579	-	-	-	30	609	1.85
Cash deposited as collateral for debt settlement	-	-	-	-	233	233	-
Long-term loans	-	-	-	3,824	-	3,824	2.75 - 4.25
Other long-term investments	-	9	100	-	2,018	2,127	4.375 - 4.89
	3,754	9	100	5,409	2,680	11,952	
Financial liabilities							
Trade and other payables	-	-	-	-	175	175	-
Creditors per rehabilitation plan	-	-	-	-	795	795	-
Retention payable	-	-	-	-	21	21	-
	-	-	-	-	991	991	

Foreign currency risk

The Company's and subsidiaries' exposure to foreign currency risk arises mainly from cash at banks, investments, loans and purchases of spare parts and equipment that are denominated in foreign currencies.

As at 31 March 2015 and 2014, the balances of financial assets and liabilities denominated in foreign currencies are summarised below.

Foreign currencies	Consolidated financial statements				Separate financial statements				Average exchange rate	
	Financial assets		Financial liabilities		Financial assets		Financial liabilities			
	2015 (Million)	2014 (Million)	2015 (Million)	2014 (Million)	2015 (Million)	2014 (Million)	2015 (Million)	2014 (Million)	2015 (Baht per 1 foreign currency unit)	2014
USD	86	77	31	4	65	76	30	-	32.5551	32.4432
EUR	22	-	1	4	-	-	-	-	35.2178	44.6075
SGD	-	-	2	2	-	-	-	-	23.6597	25.7764
HKD	-	-	-	5	-	-	-	-	4.1991	4.1821
RMB	247	1,713	-	22	215	188	-	-	5.2508	5.2245

As at 31 March 2015, the Company and its subsidiary have entered into cross currency swap and forward exchange agreements amounting to USD 24 million and RMB 215 million (Separate financial statement: USD 24 million and RMB 215 million) (2014: USD 63 million and RMB 1,712 million (Separate financial statement: USD 63 million and RMB 188 million)) under which the contractual rates are Baht 31.25 - 32.46 per USD and Baht 5.3772 per RMB, respectively (Separate financial statement: Baht 31.25 - 32.46 per USD and Baht 5.3772 per RMB, respectively) (2014: Baht 31.25 - 33.10 per USD and Baht 5.1686 - 5.4500 per RMB, respectively (Separate financial statement: Baht 31.25 - 33.10 per USD and Baht 5.1686 per RMB, respectively)).

55.2 Fair value of financial instruments

Since the majority of the Company's and its subsidiaries' financial assets and liabilities are short-term or have interest rates close to the market rates, the fair values of these financial assets and liabilities are not expected to differ materially from the amounts presented in the statements of financial position.

A fair value is the amount for which an asset can be exchanged or a liability settled between knowledgeable, willing parties in an arm's length transaction, the fair value is determined by reference to the market price of the financial instrument or by using an appropriate valuation technique, depending on the nature of the instrument.

56. INFRASTRUCTURE FUND TRANSACTION

On 18 December 2012, an Extraordinary General Meeting of the Company's shareholders passed a resolution to approve the sale by BTSC to BTS Rail Mass Transit Growth Infrastructure Fund ("BTSGIF") of future net fare box revenues of BTSC from operation of the Core BTS Sky Train System, which covers a distance of 23.5 km, comprising the 17 km of the Sukhumvit line from Mo-Chit to On-Nut stations, and the 6.5 km of the Silom line from National Stadium to Taksin Bridge stations, under the concession agreement dated 9 April 1992 and the amendment to the concession agreement between the Bangkok Metropolitan Authority and BTSC, for the remainder of the concession.

On 17 April 2013, the Securities and Exchange Commission approved the registration of the assets of BTSGIF as an Infrastructure Fund, with 5,788 million investment units and an offer price and par value of Baht 10.80 per unit, or a total of Baht 62,510 million. On 17 April 2013, BTSC and BTSGIF entered into an agreement to buy and to transfer the rights to net fare box revenues of the Core BTS Sky Train System at a price of Baht 61,399 million (net of the expense of establishing BTSGIF, totaling Baht 1,111 million). In addition, the Company and BTSC entered into other agreements with respect to or as a consequence of the execution of the infrastructure fund transactions, in conformity with the agreements and memorandums relating to the infrastructure fund transactions mentioned above.

The Company and BTSC carefully and thoroughly considered the above transaction and treated the sale of the rights to collect future fare box revenues as a true sale of an intangible asset, and BTSC therefore recognised the write off of project costs and related accounts from the statement of financial position, and recorded its estimates of the liabilities related to this transaction in the statement of financial position, net of cash receipts from the sale of the rights to collect these net fare box revenues. The Group recorded a gain on the sale amounting to Baht 13,498 million (after eliminating one third of the transactions, in proportion to the Company's unit holding in BTSGIF) and presented this as a separate item in the consolidated profit or loss for the year ended 31 March 2014.

57. CAPITAL MANAGEMENT

The primary objective of the Company's capital management is to ensure that it has an appropriate financial structure and preserves the ability to continue its business as a going concern.

According to the statement of financial position as at 31 March 2015, the Group's debt-to-equity ratio was 0.28:1 (2014: 0.29:1) and the Company's was 0.18:1 (2014: 0.03:1).

58. EVENTS AFTER THE REPORTING PERIOD

Significant subsequent events are detailed below.

- 58.1 On 8 May 2015, a subsidiary (VGI Global Media Public Company Limited) executed the Share Subscription Agreement in order to subscribe to new shares of LED Advance Company Limited ("LED") with conditions precedent, in which payment to subscribe to the new shares of LED is subject to the fulfillment of the conditions precedent. The subsidiary will subscribe to 15,000 shares of LED, or equivalent to 20% of LED's registered capital, by investing Baht 100 million. The subsidiary is also entitled to subscribe to more shares of LED, cumulatively up to 30% of its registered capital. Total investment shall not exceed Baht 180 million. LED is principally engaged in the provision of marketing services and the rental of various types of advertising space e.g. static, electronic sign, digital screen and other media located in the airport area.
- 58.2 On 21 May 2015, the Board of Directors of a subsidiary (BTSC) passed a resolution to approve payment of dividends of Baht 2,249 million in respect of its operating results for the year ended 31 March 2015. The subsidiary has paid interim dividends totaling approximately Baht 964 million. The outstanding dividend of Baht 1,285 million (at a rate of Baht 0.08 per share) will be paid to the shareholders.
- 58.3 On 25 May 2015, the Board of Directors of the Company passed the following significant resolutions:
- Pay dividends of Baht 7,095 million in respect of its operating results for the year ended 31 March 2015. The Company has paid interim dividends totaling approximately Baht 3,546 million. The outstanding dividend of Baht 3,549 million (at a rate of Baht 0.30 per share) will be paid to the shareholders.
 - Issue 16,000,000 warrants to employees of the Company and its subsidiaries under the BTS Group ESOP 2015 Scheme (BTS-WC).
 - Decrease its registered share capital from Baht 63,652,544,720 to Baht 63,651,644,348 by cancellation of 225,093 unissued ordinary shares with a par value of Baht 4 each.
 - Increase its registered share capital from Baht 63,651,644,348 to Baht 63,715,644,348 by issuing 16,000,000 ordinary shares with a par value of Baht 4 each to accommodate the exercise of the warrants to be issued and offered to the employees of the Company and its subsidiaries under the BTS Group ESOP 2015 Scheme (BTS-WC).

59. APPROVAL OF FINANCIAL STATEMENTS

These financial statements were authorised for issue by the Company's Board of Directors on 25 May 2015.

GLOSSARY OF TERMS

Unless the context otherwise requires, terms defined shall have the following meanings:

Terms	Definitions
"2010/11"	The fiscal year from 1 April 2010 to 31 March 2011
"2011/12"	The fiscal year from 1 April 2011 to 31 March 2012
"2012/13"	The fiscal year from 1 April 2012 to 31 March 2013
"2013/14"	The fiscal year from 1 April 2013 to 31 March 2014
"2014/15"	The fiscal year from 1 April 2014 to 31 March 2015
"2015/16"	The fiscal year from 1 April 2015 to 31 March 2016
"1Q 14/15"	The first quarter of fiscal year 2014/15
"2Q 14/15"	The second quarter of fiscal year 2014/15
"3Q 14/15"	The third quarter of fiscal year 2014/15
"4Q 14/15"	The fourth quarter of fiscal year 2014/15
"AHS"	Absolute Hotel Services Group
"BMA"	Bangkok Metropolitan Administration
"BMCL"	Bangkok Metro Public Company Limited
"BMTA"	Bangkok Mass Transit Authority
"BRT"	Bus Rapid Transit
"BSS"	Bangkok Smartcard System Co.,Ltd.
"BTS Assets"	BTS Assets Co., Ltd.
"BTSC"	Bangkok Mass Transit System Public Company Limited
"BTSGIF" or "the Fund"	BTS Rail Mass Transit Growth Infrastructure Fund
"BTS Group" or "Group"	The Company and its subsidiaries
"BTS SkyTrain"	The Sukhumvit and the Silom Line, including the Sukhumvit Line Extension and the Silom Line Extension
"Carrot Rewards"	Carrot Rewards Co., Ltd.
"Civil Works"	Civil Works such as columns, elevated highways, depot buildings and any other constructions
"Company" or "BTSG"	BTS Group Holdings Public Company Limited
"Concession Agreement"	Bangkok Mass Transit System Concession Agreement between BMA and BTSC for the operation of the Core Network
"Core Network"	The original mass transit line in Bangkok comprising two lines, the Sukhumvit Line and the Silom Line (collectively, the "Green Line"), covering 23 stations with a combined track length of 23.5 km
"EBIT"	Earnings before interest and taxes
"EBITDA"	Earnings before interest, taxes, depreciation and amortisation
"Electrical and Mechanical Works" or "E&M"	Electrical and Mechanical Works include electric trains, trackwork, power supply equipment, computer controlling systems, signaling systems, fare collection systems and communication systems
"Ex-Com"	Executive Committee
"Form 56-1"	2014/15 Annual Registration Statement Disclosure Form
"HHT"	HHT Construction Co., Ltd.
"IF"	Infrastructure Fund

Terms	Definitions
“IOD”	Thai Institute of Directors Association
“Krungthep Thanakom”	Krungthep Thanakom Co., Ltd., which is a company established by the BMA
“M-Map”	Mass Rapid Transit Master Plan of the Bangkok Metropolitan Region prepared by OTP
“MRT” or “MRT Subway”	M.R.T. Chaloem Ratchamongkhon Subway Line
“MRTA”	Mass Rapid Transit Authority of Thailand
“Net Revenue Purchase and Transfer Agreement”	The purchase and transfer of net revenue agreement entered into between BTSC and BTSGIF for the transfer and sale of the future net farebox revenue that BTSC will receive from the Core Network to BTSGIF
“O&M”	Operation and maintenance
“OTP”	Office of Transport and Traffic Policy and Planning under the Ministry of Transport
“QoQ”	Quarter-over-quarter
“SARL”	Suvarnabhumi Airport Rail Link
“SEC Office”	The Office of the Securities and Exchange Commission
“SET”	Stock Exchange of Thailand
“Silom Line”	Consists of 7 stations (including Siam station) and runs westwards and southwards for 6.5 km, connecting National Stadium and Taksin Bridge
“Silom Line Extension”	The Silom line extension is 7.5 km in length across the Chao Phraya River from Saphan Taksin station to Bang Wa station, comprising 6 stations. This extension line is divided into 2 projects:- The first project (Saphan Taksin – Wongwian Yai) is the 2.2 km extension of the Silom line, comprising Krung Thon Buri station and Wongwian Yai station which commenced operations in 2009. The second project (Wongwian Yai – Bang Wa) is the 5.3 km extension of the Silom Line, comprising 4 stations from Wongwian Yai station to Bang Wa station which commenced operations on 5 December 2013.
“SRT”	State Railway of Thailand
“Sukhumvit Line”	Consists of 17 stations (including Siam station) and traverses Bangkok running northwards and eastwards for 17 km, connecting Mo Chit and On Nut
“Sukhumvit Line Extension”	The 5.25 km. extension of the Sukhumvit line, comprising 5 BTS stations (from Bang Chak station to Bearing Station)
Tanayong	Tanayong Public Company Limited (former name of BTS Group Holdings Public Company Limited)
“VGI”	VGI Global Media Public Company Limited
“VGI Group”	VGI and its subsidiaries
“YoY”	Year-over-year





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