



ANNUAL REPORT 2015

GROUP LEASE PUBLIC COMPANY LIMITED



รายงานประจำปี

2558

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Investors may view additional information from the Annual Information Disclosure Form (Form 56-1) of the Company shown in www.sec.or.th or the Company's website at www.grouplease.co.th

Message from the Chairman

The year 2015 marks many positive Historical High records of our Group of Companies such as Highest annual Profit ever, about 583 million baht, Highest Quarterly profit ever 4 times in a year, Largest Portfolio ever, more than 9 billion baht, Highest Annual Revenue, about 2.5 billion, and so on.

These results had been achieved since our New Business model had started to show the real value of it which had been started in Cambodia with strong intention to create new and original type of business by us, The Digital Finance Platform Provider. The Digital Finance Platform bring us to be historical high profit with new income resource from supplier which normally only from consumer in a normal consumer finance type business. Also because of the digital finance platform make our company OPEX and INVESTMENT very low, so that the profitability of the business will be remarkably higher and expansion of the business extremely faster, especially because the new business model is planned and integrated to fit to the Rural Area of ASEAN where the Emerging Volume Zone population are.

As a result, in Laos, our subsidiary Group Lease Laos had been given license by National Bank of Laos in May 2015, and recoded first profitable month in September 2015, and the new contract basis market share reached to top share in Laos in October 2015 too.

Now our POS (Point of Sales) cover widespread with high density as real network and our original integrated IT system covers extensively with high efficiency each country.

In the Message from Chairman in Annual report 2014, I had declared to all shareholders 'The year 2014 marks an important turning point for our company... expand our businesses into the high-growth and high-profit markets of CLMV (Cambodia, Laos, Myanmar and Vietnam)'. And I had committed 'I am confident that we will achieve greater success and more profits in the years to come'. It had become reality and now successfully accelerated to higher growth speed too.

This year we will start operation in Indonesia with a great partner of J-Trust group with J-Trust Bank Indonesia. The Indonesia has population of 250million and 13 thousand Islands which means there are lots of Emerging Volume Zone Population and almost unlimited Rural Areas. Our promised land is there. Even with rather smaller population, 16 million in Cambodia and 6 million in Laos we have achieved great expansion with good profit which is increasing every quarter, Indonesia must be the place where we could make much further expansion.

This year I commit 3 results to the shareholders. First, we will start our business to Indonesia which is our promised land with fast expansion and we will achieve profit earliest. Second we keep strong growth in Cambodia and Laos which will bring us more profit, Third we keep our Thailand operation will show more profitability with proper control of the portfolio quality.

While the expansion into CLMV is top priority, we are also pursuing our broader objective to become a leading “ASEAN Regional Finance Company” by planning to enter the Indonesian market, which is the largest in ASEAN. I am pleased to report that this should become a reality soon after we forged a strategic alliance in early 2015 with the J -Trust Group of Japan which subscribed to US\$30 million worth of our convertible debentures. We plan to enlist the cooperation of J Trust’s banking subsidiary in Indonesia – PT Bank Mutiara – to facilitate our entry into the market there soon.

In Thailand itself, we are consolidating a much larger business base after our takeover of Thanaban in mid-2014. Going forward, I am confident that we can use our Thailand headquarters as a springboard to expand into other Southeast Asian countries to capitalize on the enormous potentials that will open up alongside the emerging ASEAN Economic Community (AEC).

Finally, I’d like to take this opportunity to thank all our stake-holders – our business partners, our clients, our management and staffs – for their support all along which is crucial behind our success so far. I trust all of you will continue to provide your full support and cooperation so that we can together achieve much bigger things in the years ahead.



Mitsuji Konoshita
Chairman of the Board

Report of the Audit Committee

The Audit Committee of Group Lease Public Company Limited comprises of 4 Independent Directors, namely, General Suebsan Dardarananda as President of Audit Committee, Mr. Sonit Pichyangkul, Mr. Pholdej Therdphithakvanij and Mr. Krit Phanratanamala. In 2015, the present Audit Committee has conducted 10 meetings with management and internal auditor, the opinions were as follows :

Financial Statement Gathering from the review of the Company's financial statements with the management and the external auditors, it appeared that the quarterly and yearly financial statements have been done correctly in accordance to the generally accepted accounting principles, hence, the statements are complete and reliable.

Internal Control System The Company has set up an Internal Audit unit to undertake the internal auditing functions. The unit reports directly to the Audit Committee. It was found that the Company's internal control system was sufficient, transparent and can be inspected. This was efficiently done with the cooperation of all relevant departments.

Compliance to the Laws The Company strictly complied not only with the SEC's and SET's laws and regulations, but also with the laws and regulations from other regulatory in relevant to the Company's business.

The External Auditor E Y Office Limited was appointed as the Company's external auditor for the year 2015 which was their ninth consecutive year. The auditor has been changed to Ms. Rungrapa Lertsuwankul since 2014. The auditing was done under the generally accepted accounting standard while the remunerations were reasonable.

Transactions that may cause conflicts of interest The Audit Committee considered that the Company's related party transactions were reasonable, justified and was done in good faith for the Company and complied with the rules and regulations of the Stock Exchange of Thailand.

The Meeting Attendance of each Audit Committee

| Name | Audit Committee Meeting | Board of Director Meeting |
|-------------------------------|-------------------------|---------------------------|
| General Suebsan Dardarananda | 10/10 | 14/15 |
| Mr. Sonit Pichyangkul | 10/10 | 14/15 |
| Mr. Pholdej Therdphithakvanij | 10/10 | 15/15 |
| Mr. Krit Phanratanamala | 10/10 | 15/15 |

From the overall auditing of the Company's management operating systems, the Audit Committee has the opinion that the Company has efficient and transparent systems which can be inspected in every process. The record keeping system is accurate and compatible in each department, hence, the data can be used as reference among different departments. Moreover, the Audit Committee also encourages the application of good corporate governance of the SET for the Company. Eventually, comments, advices and improvement guidelines that were given were beneficial of the Company as a whole.

Audit Committee
Group Lease Public Co., Ltd.

Policy and Business Overview

Group Lease Public Company Limited or GL was established on May 6, 1986, undertaking automobile hire purchase business in Bangkok and upcountry. During the year 1990, the new group of shareholders acquired the business from the existing shareholders, and focus on the hire purchase business of motorcycles while slowing down the automobile hire purchase. After that the Company had expanded hire purchase of other things such as trucks, machineries, printing presses as well as the financial leasing, factoring contracts, asset financing and personal loans. Since the year 2004, the core business of the Company had been concentrated on hire purchase of motorcycles only.

On 2007 the new shareholder APF group had done Take Over Bid in the stock market and became the major shareholder until now. From 2011 the company had reform the managements and started the rapid expansion to ASEAN market and started a creation of new business model in Cambodia. Now the business model had been shifted into 'Digital Finance Platform Provider' which create a new market especially for the consumer durables suppliers and consumers through GL's own distinctive Platform which is an original combination of POS network and E-Finance system network.

Vision, Objectives or Strategies in Business Operation

Currently, the Company's vision is 'Digital Finance Platform Provider for Billions' in ASEAN and beyond.

In the year 2012, the Company had expanded its business into Cambodia with first Finance Leasing License from National Bank of Cambodia and had received exclusive rights of HONDA motorcycle leasing in Cambodia and also signed MOU to become business partnership with Siam Kubota Corporation Co.,Ltd., the leading manufacturer of agricultural equipment in Cambodia. The business model in Cambodia is the 'Digital Finance Platform Provider', a combination of Technology Oriented model with originally developed software 'E-Finance' and Site-Job Oriented model with widespread and high density Point of Sales (POS) network. From GL point of view, in ASEAN the 'Emerging Volume Zone' or currently increasing new Middle class population in rural areas are the key to success and it's target for business expansion is the 'Emerging Volume Zone Consumers' and the products suppliers to them. The Technology Oriented software network and POS network had planned to be and is operating Low-Opex, Assets-light, and Expand Fast.

In Laos, the operation started in May 2015 along with same business model as which of Cambodia, and already contributed to the consolidated net profits just after 4 month operation with achieving top market share. Moreover, the company is in process of starting up its business in Indonesia where the most populated country in ASEAN region.

Changes and Important Development

In 2012, the Company built up new record of net profit due to rapid expansion of the business since the second quarter and continuously throughout the year. The growth of the portfolio resulted in a significant recovery of the hire purchase interest income while the amount of provision for doubtful debts was still low from the recovery in the flood crisis and the increasing of portion of the new accounts receivable. Moreover, the Company was able to maintain the debt collection effectively. Overall the Company could make much more profit compared to the last year. In addition, the Company had invested in a subsidiary, Group Lease Holdings Pte.Ltd.or GLH which is a holding company located in Singapore to use as an investment expansion base in other countries.

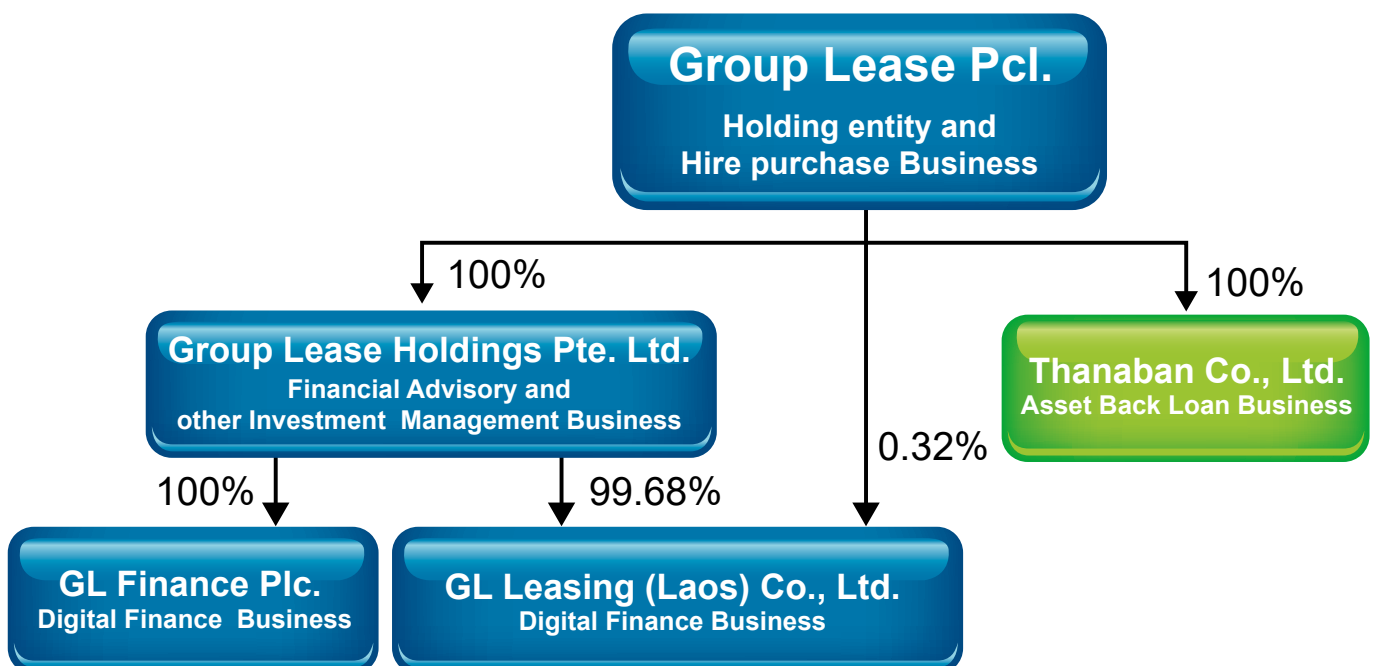
In 2013, GL Finance Plc. or GLF to undertake motorcycle hire purchase business in Cambodia with newly created 'Digital Finance Platform'. GLF had acquired exclusive right from Honda Dealer in Cambodia and is currently operate Point of Sales in Honda Dealer shops and Kubota agricultural machinery Dealer shops all over Cambodia.

In early 2014, around midyear, the Company had acquired the whole business of Thanaban Co., Ltd. which is in the same field of industry. This equipped the Company to accelerate business expansion under its management policy immediately at about 30%. And we believed that Thanaban can help strengthen competitiveness in the domestic market for the Company in the future.

In 2015, through the continuous growth and expansion of business in Cambodia and Laos, the Company already provide not only motorcycles but also Agricultural Machines, Energy equipment and so on, on the newly and originally created 'Digital Finance Platform'. The new business model had brought new income from product suppliers and dealers as a consulting and interest income to distribute their products through our Digital Finance platform. In May, the new operation in Laos kicked off along with same business model in Cambodia and turned out to generate profits in the fourth month. As a result, we concluded year 2015 with highest revenue, highest net profit and largest portfolio than ever.

The Shareholding Structure of the Group Companies

The group companies' structure and their respective business and shareholdings are as follows:



Nature of Business

Core business of the group Company is Digital Finance to provide platform between the consumers and suppliers/dealers for living necessities such as motorcycle, agricultural machinery, Energy sector equipments and other consumer durables with Finance. For consumers, it is very easy and convenient because it facilitates the entire process from application to e-payment monthly installments. For suppliers/dealers, it is very effective and countable because it facilitates full package of products selling from marketing, scoring the customers (which know-how the suppliers do not have) to money collection through POSs networks and originally integrated e-Finance system. As a result, the revenue comes from both from consumers as a Hire Purchase interest and from suppliers/dealers as service and consulting and loan interest.

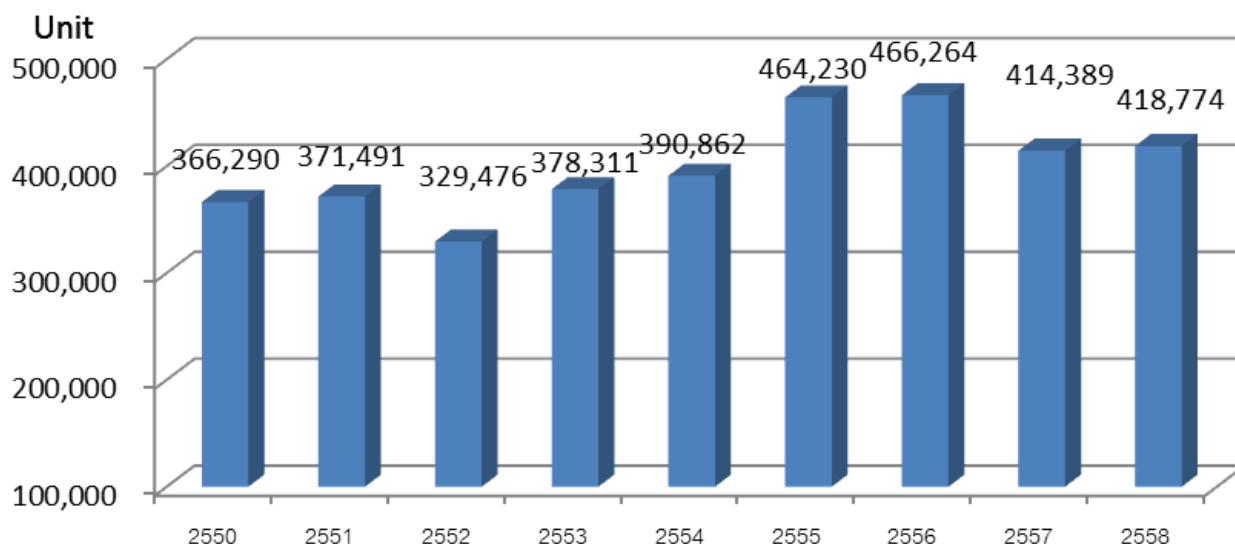
Revenue Structure of the Group Company

| The Company's Revenue | 2015 | | 2014 | | 2013 | |
|-----------------------------------|----------|--------|----------|--------|----------|--------|
| | ('000) | (%) | ('000) | (%) | ('000) | (%) |
| Hire Purchase and Asset Financing | 1,898.44 | 76.28 | 1,676.42 | 90.02 | 1,258.28 | 85.51 |
| Asset-backed loan interest income | 25.48 | 1.03 | - | - | - | - |
| Other Income* | 564.78 | 22.69 | 185.93 | 9.98 | 213.26 | 14.49 |
| Total | 2,488.70 | 100.00 | 1,862.35 | 100.00 | 1,471.54 | 100.00 |

*Other income consists of Bad debt recovery, penalty of hire-purchase and installment sale, registration service fee, insurance service fee, collection fee, interest income, consultation service fee income and others

Competition Situation

The number of motorcycle registered in Bangkok & Metropolitan areas yearly (unit)



Source: Department of Land Transport

The total sales of motorcycle has a direct impact on motorcycle hire purchase business. Considered the rising number of sales, this implication could mean that motorcycles can best serve as the means of transportation in such heavy traffic environment like Bangkok and metropolitan areas on its convenience and speed. As the local Mass Transit Organization System is unable to meet the needs of commuters, using a motorcycle is certainly an alternative and vital for both personal and business operating. In addition, the advance technologies had made the design to be more modernized and more convenience, such as automatic transmission. Those aspects make motorcycle more popular which lead to more attractive for investors to invest in the leasing business. It's noticeable that there are increasing numbers of new entrepreneurs entering this industry. This is also resulting in a higher competition.

In the year 2015, the number of new registered motorcycle in Bangkok & Metropolitan were 418,774 units which was 1.06% increase from the year 2014 of 414,389 units even though the economic is considered to be at its stable stage factors such as the declining in price of the commodities, tourism that was affected by the political factors. Also the export that has decreases as other countries were still in their declining stage especially in Europe and China. In 2016 the forecast of the economic should be in an improving stage as the government has emphasized on a many bigger projects and the tourism in which we can see if from 4/2015. Whereas, on the other hand in America the economic seem to be improving which could potentially benefit the world economic.

However, there is still an instability as in countries like Europe, Japan and especially China the economic are still in the sluggish stage. As many are still concern that prediction cannot be certain.

Procurement of Fund

Sources of fund of the Company group as of 31 December, 2015, 2014 and 2013 comprised of:

| Separated Financial Statement | | | | | | |
|---|-----------|--------|-----------|--------|----------|--------|
| | 2015 | | 2014 | | 2013 | |
| | Million ฿ | % | Million ฿ | % | Million | %฿ |
| Bank overdraft and short-term loans from financial institutions | 349.05 | 3.55 | 13.55 | 0.25 | 50.00 | 1.48 |
| Loans from Financial institutions * | 1,912.67 | 19.43 | 3,097.52 | 57.74 | 1,721.96 | 51.08 |
| Debenture | 493.61 | 5.02 | - | - | - | - |
| Trade accounts payable | 5.10 | 0.05 | 3.22 | 0.06 | 14.42 | 0.43 |
| Total | 2,730.43 | 27.75 | 3,114.29 | 58.05 | 1,786.38 | 52.99 |
| Shareholders' equity | 7,109.06 | 72.25 | 2,250.69 | 41.95 | 1,584.92 | 47.01 |
| Total sources | 9,839.49 | 100.00 | 5,364.98 | 100.00 | 3,371.29 | 100.00 |

Remark: * loans from financial institutions are long-term loans payable within 30 installments specified in the loan agreement. The first repayment starts on the first payment of interest after the withdrawing date of the loan according to the credit line.

| Consolidated Financial Statement | | | | | | |
|---|-----------|--------|-----------|--------|----------|--------|
| | 2015 | | 2014 | | 2013 | |
| | Million ฿ | % | Million ฿ | % | Million | %฿ |
| Bank overdraft and short-term loans from financial institutions | 349.05 | 3.31 | 250.00 | 3.50 | 13.55 | 0.25 |
| Loans from Financial institutions | 2,062.44 | 19.57 | 3,859.86 | 54.07 | 3,097.52 | 57.61 |
| Debenture | 493.61 | 4.68 | 488.30 | 6.83 | - | - |
| Short-term loans | 4.11 | 0.04 | 19.80 | 0.28 | - | - |
| Trade accounts payable | 46.45 | 0.44 | 9.07 | 0.13 | 4.32 | 0.08 |
| Total | 2,955.66 | 28.05 | 4,627.03 | 64.81 | 3,115.39 | 57.94 |
| Shareholders' equity | 7,581.46 | 71.95 | 2,512.26 | 35.19 | 2,261.08 | 42.06 |
| Total sources | 10,537.12 | 100.00 | 7,139.29 | 100.00 | 5,376.47 | 100.00 |

Remark: * loans from financial institutions are long-term loans payable within 30 installments specified in the loan agreement. The first repayment starts on the first payment of interest after the withdrawing date of the loan according to the credit line.

Risk Factors

Risks of external sources of funding

To operate hire-purchase business continuously adequate source of fund is needed. At present, the Company's major source of fund comes from 2 sources : loan from financial institution and cash flow from operation.

As of December 31, 2015 the overdrawn and financial institution loan outstanding balance was 2,411.49 million Baht which was mostly a long-term loan. The long-term credit facilities of the Company which have not yet drawn down amounted to 1,050.8 million Baht.

During the past, the Company mainly used loan from the bank and has a very good repayment record and also able to follow the conditions of the facility contracts such as to maintain the debt to equity ratio and to maintain hire – purchase receivable to loan ratio so that the Company can reduce risk from the lack of external sources of fund.

Risks of loan interest rates

The main revenue of the Company comes from interest received from motorcycle hire purchase financing. Changing in the interest rates will directly affect the Company's profitability : the net yield rate comes from hire purchase receivable yield rate deduct the cost of loan interest rate. If loan interest rate rises, the cost of funding will be increased while hire purchase interest rates are fixed at the period of hire purchase contract.

Risks on the incompatible between the term of the sources of fund and hire purchase contract term

Normally the hire purchase installment period varies from 12 - 36 months (average is 30 months) so that the Company has to set policy to determine the repayment period for long term facility agreement from financial institution to be compatible with the installment period for the liquidity of business operation. However, cash flow which covers future hire purchase receivable growth has been assessed to analyze and evaluate liquidity in order to plan for the financial support to be compatible with the hire purchase contract conditions for smooth business operation.

Risks on the operation which may lead to non performing loans

At present, the hire purchase of motorcycles is not limited by any rules or special laws from the Government. Therefore, companies in the hire purchase of motorcycles business can expand their business, limited only by their own capacity. However, the risk might occur from the non performing loan from careless credit approval process if there is lack of good internal control systems.

The Company will strictly consider on every approval process giving the importance on the credit quality by checking the customers' data from the Company's database system of more than 500,000 persons and by being a member of The National Credit Bureau Company Limited and also a member of Motorcycle Hire-Purchase Association of Thailand. The Company can screen the customers' credit effectively from these 3 data sources. As of December 31, 2015, the group Company has non performing loan amount 392.74 million Baht or 5.45% of total receivables. When compared to the non performing loan as of December 31, 2014 which was 8.70% of total receivable, the rate of NPL was increased at 3.25% while the Company has set aside the allowance for doubtful debt on December 31, 2015 and 2014 at 360.83 million and 560.31 million Baht, respectively or the Ratio of Allowance for Doubtful Debt to Total Receivable at 5.56 and 8.43, respectively. The ratio of allowance for doubtful debt to total receivable and the rate of NPL decreased due to better quality of the portfolio from more strict on credit approval and improvement on debt follow up process

Risks on losses on sales of repossessed motorcycles

The Company will repossess the motorcycles if the customer did not pay installment specified in the hire purchase agreement. The motorcycles will be sold by auction to the used motorcycle dealers in Bangkok Metropolitan and provincials. The net receivable of each motorcycle is normally higher than the price of repossessed motorcycle so if the Company cannot claim that loss from the debtor or guarantor, the sale of repossessed motorcycles will be recorded a loss.

However, in order to prevent such risk, in the first place, the Company has set up strict guideline and system in approving the credit by checking the information from the Company's database, National Credit Bureau (NCB) and Motorcycle Hire-Purchase Association in determining the quality of the borrowers before granting the loan. The Company also develops collection service to avoid having much repossessed motorcycle amount which may increase from business expansion.

Risks on the influence of the major shareholder to business management

A.P.F Holdings Co., Ltd., the Company's major shareholder and Engine Holdings Asia Pte., Ltd. which is in the same group of company ("APF group shareholder") is holding a total of 561,476,744 shares or 39.34% of registered and fully paid-up capital of 1,427,285,251 shares of the Company as of 30 December, 2015 which is almost half of the total shares eligible for the APF Group to control any resolutions which legally require more than half of voting from the shareholders' meeting and that the other minor shareholders are not able to do the check and balance effectively.

Risks on competition and new competitors in the hire purchase finance of motorcycles

To operate motorcycle hire purchase business, there is no need to invest in many materials or tools but only sufficient source of fund for hire purchase financing. However, the key of success is not only the source of fund but also some expertise such as credit quality evaluation skill and collection follow-up. Many competitors failed in this business because of the lacking of these capacities.

Motorcycle dealers are the important persons who introduce clients to use our hire purchase services. Therefore, there is a risk if dealers do not recommend our services to the customers.

As a result, fast process on credit analysis and approval together with efficient information technology system to support the operation and the experienced human resources who have expertise in the business are very necessary so that the Company can approve credit very fast which satisfy dealers' needs. Besides, with our own information technology system which specially developed to suit the business and personal expertise, the Company can also provide the customers and dealers with fast service in checking the outstanding balance for the closing of accounts.

General and Other Important Information

General Information

| | |
|---------------------|---|
| Company Name | : Group Lease Public Company Limited. |
| Location | : 63 Soi 1 Thetsabannimitrai Road, Ladyao, Chatuchak, Bangkok 10900. |
| Core Business | : Holding entity and Hire purchase Business |
| Registration Number | : 0107537000327 (old number Bor Mor Jor. 279) |
| Telephone | : +66 (0) 2580-7555 |
| FAX | : +66 (0) 2954-2902-3 |
| Home Page | : www.grouplease.co.th |
| E-mail | : glpcl@grouplease.co.th and ir@grouplease.co.th |
| Registered Capital | : 769,587,309 Baht divided into 1,539,174,618 ordinary shares at 0.50 Baht par value |
| Paid-up Capital | : 762,692,625.50 Baht divided into 1,525,385,251 ordinary shares |

Corporations in which Group Lease PCL holds more than 10% of shares

| | |
|---------------------------------|---|
| 1. Company name | Group Lease Holdings Pte. Ltd. |
| Address | 80 Raffles Place #32-01, UOB Plaza, Singapore (048624) |
| Core Business | Financial Advisory and other Investment Management business |
| Amount and type of share | Ordinary shares of 22,912,079 shares or equal to SGD22,912,079 |
| 2. Company name | GL Finance Plc. (held 100% by Group Lease Holdings Pte. Ltd.) |
| Address | 270-274 Kampuchea Krom Blvd, Sangkat Mittapheap, Khan 7 Makara, Phnom Penh, the Kingdom of Cambodia |
| Core business | Digital Finance |
| Home Page | www.gl-f.com |
| Telephone | +855 (0) 23 990 325 |
| FAX | +855 (0) 23 990 327 |
| Amount and type of share | Ordinary shares of 31,500 shares or equal to US\$6,300,000 |
| 3. Company name | Thanaban Company Limited (held 100% by Group Lease Holdings Pte. Ltd.) |
| Address | 63 Soi 1 Thetsabannimitrai Road, Ladyao, Chatuchak, Bangkok 10900. |
| Core business | Asset-back loan services and asset-backed loan services |
| Registration Number | 0105521022758 |
| Telephone | +66 (0) 2580-4488 |
| Registered Capital | 565,000,000 Baht divided into 5,650,000 ordinary shares at 100 Baht par value |
| Paid-up Capital | 565,000,000 Baht divided into 5,650,000 ordinary shares |

| | |
|---------------------------------|---|
| 4. Company name | GL Leasing (Lao) Company Limited. |
| Address | Primier Building 2 nd floor, unit No. 10, Phiawat, Sisattanak District, Vientiane Capital, Laos PDR |
| Core business | Digital Finance |
| Home Page | www.gllao.com |
| Telephone | +856 (0) 21 226 060 |
| FAX | +856 (0) 21 226 064 |
| Amount and type of share | Ordinary shares of 2,037,500 shares or equal to US\$2,037,500 or (16,300,000,000 kips) |

Other References

| | |
|------------------------|--|
| Share Registrar | Thailand Securities Depository Co., Ltd. 93 Rachadapisek Road, Din Daeng, Bangkok 10400. Tel : 0-2009-9000 Fax : 0-2009-9991 Call center : 0-2009-9999 Website : http://www.set.or.th/tsd |
| Auditor | Ms. Runghana Lertsuwankul Certified Public Account No. 3516 EY Office Limited (changed from Ernst & Young Office Limited) 33rd Floor, Lake Rajada Office Complex 193/136-137 Rajadapisek Road Klongtoey, Bangkok 10110. Tel. 0-2264-0777 Fax 0-2661-9192 Email Address : ernstyoung.thailand@th.ey.com |
| Legal Advisor | Mr. Kaptan Jeerasete 63 Soi 1 Thetsabannimitrtai Road, Ladyao, Chatuchak, Bangkok 10900. Tel. 0-2580-7555, Fax. 0-2954-2902-3 |

Shareholders

List of top 10 shareholders as of 30 December, 2015 are as follows:

| | Name | Amount (shares) | % |
|-----|---|-----------------|--------|
| 1 | A.P.F.Group : | | |
| | -Engine Holdings Asia Pte.Ltd. ¹ | 402,565,553 | 28.205 |
| | -A.P.F.Holdings Co., Ltd. ² | 158,911,191 | 11.134 |
| 2 | Thai NVDR Co., Ltd. | 198,405,889 | 13.901 |
| 3 | SIX SIS LTD | 185,846,489 | 13.021 |
| 4 | Mr. Suthipong Vesparut | 54,474,700 | 3.817 |
| 5 | Cougar Pacific Holdings Co., Ltd. | 52,366,803 | 3.669 |
| 6 | K.R Capital Co., Ltd. | 46,200,000 | 3.237 |
| 7 | Thailand Securities Depository Co.,Ltd. for depositor | 32,045,324 | 2.245 |
| 8. | Mr. Prayong Vanichsuwan | 31,557,900 | 2.211 |
| 9. | Merrill Lynch, Pierce, Fenner & Smith Inc. | 21,701,700 | 1.520 |
| 10. | Mr. Rachen Krissaralumn | 21,593,200 | 1.513 |
| | Total | 1,205,668,749 | 84.473 |

| | |
|---------------|---|
| Remark | <p>¹Engine Holdings Asia Pte.Ltd.undertakes investment business. Shareholder is Wedge Holdings Co.,Ltd. which is a listed company incorporated in Japan holding 58 million shares (or 100% of the paid-up capital)</p> <p>²A.P.F.Holdings Co.,Ltd. Undertakes investment business. Shareholder is Sanwa World Service Co.,Ltd. Which undertakes accounting advis ss holding 27 million shares (or 49% of paid-up capital) and A.P.F.Capital Thailand Co.,Ltd. Which undertakes investment business holding 12 million shares (or 21.71% of paid-up capital)</p> |
|---------------|---|

Issuance of Other Securities

Other securities issued were Warrants entitled to purchase ordinary shares and Debenture which details as follows:

| | |
|--|---|
| 1. Type | Warrants entitled to purchase ordinary shares of Group Lease Pcl No. 7(GL-W3) |
| Term of warrant | Not exceeding 2 years from the issued date or 2 December, 2013 |
| Amount issues | 332,783,154 units |
| Amount of the ordinary shares reserved for the exercise | 341,568,986 shares |
| Exercise ratio | 1 unit of warrant per 1 new ordinary share |
| Exercise price | Baht 10.00 per share |
| Unexercised Amount | 629,763 units |
| Maturity date | 30 November, 2015 |
| 2. Type | Warrants entitled to purchase ordinary shares of Group Lease Pcl No. 5 under ESOP No.4 (GL-WD) |
| Term of warrant | 3 years from the issued date |
| Amount issues | 1,000,000 units |
| Amount of the ordinary shares reserved for the exercise | 1,000,000 shares (before the right adjustment) |
| Exercise ratio | 1 unit of warrant per 11.8360 new ordinary share |
| Exercise price | Baht 1.65766 per share |
| Unexercised Amount | 209,000 units (exercise once on maturity date) |
| Maturity date | 14 May, 2015 |
| 3. Type | Specified holder's name Debenture, unsubordinated partially secured with bondholders delegates |
| Name of Debenture | partially secured debenture of Group Lease Pcl. No. 1/2557 (2014) matured in 2017 |
| Amount | 500,000,000 Baht |
| Term | 3 years from the issuing date of debenture |
| Interest rate | 27 August, 2014 - 29 September, 2014 at 4.17% p.a. 30 September, 2014 to maturity date at 4.55% p.a. |
| Issue date | 27 February, 2014 |
| Maturity date | 27 February, 2017 |

Dividend Payment Policy

The dividend payment policy of Group Lease Public Company Limited states that dividend shall be pay not less than 40 percent from the net profit after tax and other legal reserves. In considering the dividend payment, other factors such as The Company's operating result, financial position and liquidity should also be taken into the consideration. Payment of dividend has to be considered and approved by the shareholders. However, the Board of Directors is able to approve interim dividend payment and the shareholders shall be acknowledged in the next shareholders' meeting.

As for the Company's subsidiary, the dividend policy is to be paid at the rate not less than 70% of the net profit.

Dividend payment records for the past years are as follows:

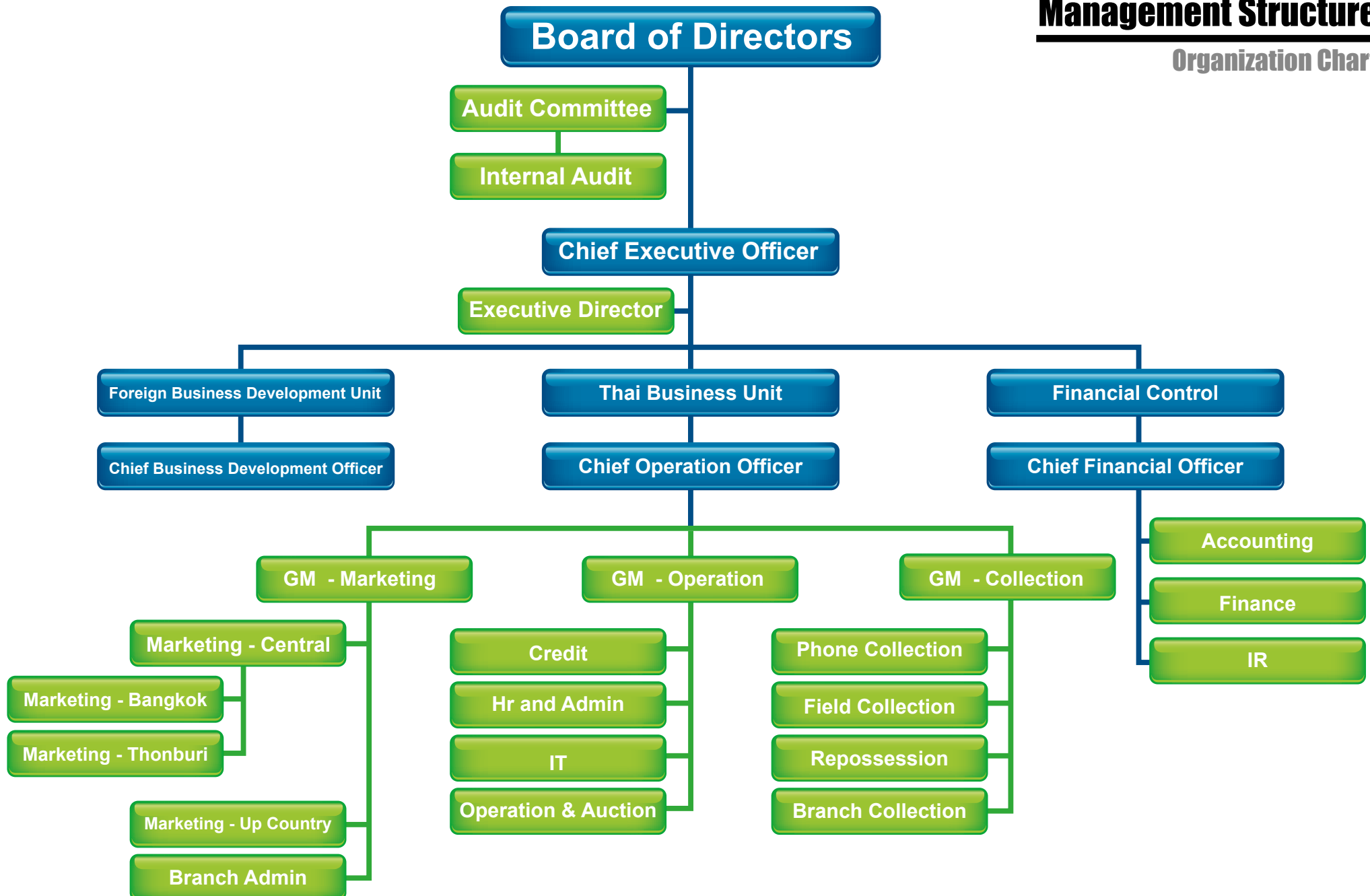
| Separated Financial Statement | | | | | |
|-------------------------------|------|-------|-------|-------|-------|
| Year | 2015 | 2014 | 2013 | 2012 | 2011 |
| Earnings per share | 0.29 | 0.14 | 0.27 | 0.43 | 3.65 |
| Dividend per share | N/A | 0.06 | 0.17 | 0.31 | 2.51 |
| % of dividend per net profit | N/A | 45.68 | 64.52 | 69.79 | 68.85 |

**Years 2012 and 2013 after adjustment, par value of ordinary shares was 0.50 Baht per share

**Years 2010 to 2011 before adjustment, par value of ordinary shares was 5.00 Baht per share

Management Structure

Organization Chart



Board of Directors

Board of Directors Structure

As of 31 December, 2015, the Company's Board of Directors consisted of 10 directors divided into 5 executive directors and 5 non-executive directors of which 4 members were Independent Directors who were also carry out the duties of Audit Committee. The proportion of Audit Committee members which was more than one-third of the total member of the Board of Directors provides sufficient check and balance. The Company's directors have the different qualifications in terms of skills, experiences and special expertise which are beneficial to the Company such as in management, financial and accounting fields and there are at least 2 directors, 1 executive director and 1 independent director, who have direct experience in hire-purchase business which is the core business of the Company.

Term of Office

It was clearly stated in the Company's Articles of Association that one-third or nearest to one-third of the Directors who has the longest term of office shall retire by rotation in each AGM. At present, the number of retired by rotation directors is 4 persons each year but those retired still have opportunity to be nominated for re-election. The term of office of Audit Committee is set to be 2 years and can also be renewed. Currently, there has not been any limitation on the maximum term of office of the independent director.

List of the Board of Directors, term of office and their meeting attendance in 2015 are shown below:

| Name | Position / Term of Office | Board of Directors' Meeting | |
|---|---|-----------------------------|------------------|
| | | Total number of meeting | Total Attendance |
| 1. Mr. Mitsuji Konoshita | Chairman of the Board and CEO / 2015-2017 | 15 | 15 |
| 2. Mr. Tatsuya Konoshita ¹ | Director and Chief Foreign Business Development Officer / 2013-2016 | 15 | 12 |
| 3. Mr. Muneo Tashiro | Director / 2014-2017 | 15 | 15 |
| 4. Mr. Somchai Limpattanasin | Director and Chief Operating Officer / 2015-2018 | 15 | 15 |
| 5. Mr. Worasak Kriengkamol | Director and Executive Director / 2013-2016 | 15 | 15 |
| 6. Mr. Deepong Sahachartsiri ² | Director and Chief Financial Officer / 2015-2018 | 15 | 14 |
| 7. Gen. Suebsan Dardarananda ³ | Chairman of Audit Committee / Independent Director / 2015-2018 | 15 | 14 |
| 8. Mr. Sonit Pichyangkul ⁴ | Audit Committee / Independent Director / 2014-2017 | 15 | 14 |
| 9. Dr. Pholdej Therdphithakvanij | Audit Committee / Independent Director / 2014-2016 | 15 | 15 |
| 10. Mr. Krit Phanratanamala | Audit Committee / Independent Director / 2014-2016 | 15 | 15 |
| Reasons for absence: | | | |
| ¹ absent 3 times on business trips abroad | | | |
| ² absent 1 time due to illness | | | |
| ³ absent 1 time engaged in significant and urgent business | | | |
| ⁴ absent 1 time went abroad | | | |

Definition of Independent Directors

The Company defines the qualifications of the Independent Directors in accordance with the SEC regulations as follows :

An Independent Director does not hold more than 1% of paid-up shares in the Company, parent company ⁽¹⁾, its subsidiary ⁽²⁾, affiliated company ⁽³⁾ or related company or any legal entity that has related persons ⁽⁴⁾.

An Independent Director is not an employee, staff member, an advisor who receives a regular salary or a controlling party of the Company, its parent company, its subsidiary, affiliated company or any legal entity that has related persons. (present and 2 years before appointment)

An Independent Director is not an immediate family member or a person legally occupying similar status as parents, spouse, siblings, sons and daughters including spouses of sons and daughters of an executive officer of the Company, a major shareholder, a controlling person or an individual who will be nominated to be an executive officer of the Company or any of its subsidiary.

An Independent Director does not have business relationship with the Company, its parent company, its subsidiary, affiliated company or any legal entity, which has related persons that the relationship does not interfere with his exercise of independent judgment. And among other things materiality in making an independent opinion regarding the operation of the Company.

Note : ⁽¹⁾ A parent company is the company that holds more than 50% of the Company's paid-up capital. ⁽²⁾ A subsidiary is the company that we hold more than 50% of its paid-up capital. ⁽³⁾ An affiliated is the company that we hold more than 20 % but not more than 50% of its paid-up capital. ⁽⁴⁾ legal entity that has related persons includes those who hold more than 10% of its paid-up capital.

All 4 Independent Directors have qualifications required for the Independent Director and are also members of the Audit Committee in accordance with the SEC notification korlortor.kor.(wor) 32/2551 as of June 5th, 2008.

Directorship of the Directors in Other Listed Companies

The Company does not limit the number of directorship of the Company's Directors in other listed companies as most of them had been a director of such companies before joining the Company. However, at present, there has not been any director who takes up directorship in other listed company more than 5 companies. Nevertheless, each director was evaluated on their time contribution to the Company in which all directors had always given high contribution to the Company which could probably show in the attendance report. In 2015, each director had shown the meeting attendance record of exceeding 75% of the total meetings held for the year.

As for the executives, as they have to work full time in the Company, they are not likely to be director of other companies except the Company's subsidiary or company in the same group. The number of directorship of each director in other listed companies except subsidiary companies for FY2015 are as follow :

| Directors' Name | Title | Number of Directorship in other listed companies |
|-------------------------------|--|--|
| Mr. Mitsuji Konoshita | Chairman of the Board of Directors | 1 |
| Mr. Tatsuya Konoshita | Director | 2 |
| Mr. Muneo Tashiro | Director | 1 |
| Mr. Deepong Sahachartsiri | Director | - |
| Mr. Somchai Limpattanasin | Director | - |
| Mr. Worasak Kriengkamol | Director | - |
| Gen. Suebsan Dardarananda | President of Audit Committee/ Independent Director | - |
| Mr. Sonit Pitchyangkul | Audit Committee/ Independent Director | - |
| Mr. Pholdej Therdphithakvanij | Audit Committee/ Independent Director | - |
| Mr. Krit Phanrattanamala | Audit Committee/ Independent Director | 2 |

Chairman and CEO (the highest management)

Since 2012, the Company had reorganized its management structure so that the Chairman had taken another position as CEO. Despite this, the roles and duties of the Board of Directors and the management were clearly separated and besides, we also have Audit Committee who is the Independent Director and can help doing the check-and-balance of management.

Duties and Responsibilities of Board of Directors

Directors take responsibility in managing the company's operation in compliance to the laws, Company's objectives, its regulations and resolutions from shareholders' meeting with integrity and fiduciary duty, which can be concluded as follows :

1. To determine the Company's objectives, directions, policies, plans, and budget, and to control and supervise the management to reach the set objectives. However, there are some matters which required by law to get the approval from the shareholders' meeting, such as the increasing or decreasing of capital, disposing of or transferring of the Company's whole or partial major business to other persons, or acquiring or accepting of transfer of other business, and the amendment of the Company's Memorandum & Articles of Association.

2. To arrange the Annual General Shareholders' meeting within four months after closing the accounting period and determine the agendas and give opinions to be proposed to the Meeting for approval such as the dividend payment, Board of Directors' and Audit Committee's remunerations and the appointment of directors, etc.

3. To consider and approve important investment of the Company as well as investment in subsidiary companies.

4. To consider and approve the Company's CG Policy and other policies including other rules and regulations that have been reviewed by Audit Committee or the management and monitor the implementation.

5. To arrange the Board of Directors meeting at least once every quarter.

6. To present financial statements, both balance sheets and income statements which have already been audited by external auditor to shareholders for approval.

7. To appoint executives as proxy or empower others to carry out Company's activities under the Board of Directors' control or to authorize such person to have the appropriate power at a specific period in which such power may be cancelled, withdrawn, changed or amended. In the event of the proxy granting to other persons to carry out activities relating to the normal business activities of the Company, such power granting should be in compliance to the resolution from the Board of Directors' meeting which consists of Independent Director or Audit Committee present in the meeting. In the event that the power granting was disapproved by the Independent Director or Audit Committee, such disapproved opinion should be clearly recorded in the Board of Directors' minutes of the meeting.

8. To consider and approve important related party transactions and the acquisition or disposal or transfer of significant assets so that the transactions are done and disclosed correctly and transparently in compliance with the Securities and Exchange Act and the Stock Exchange of Thailand's rules or other related laws.

9. To establish proper management structure including the appointment of high level management such as the Chief Officer, Executive Board/Director, Managing Director and General Manager level.

10. To approve the appointment of sub-committees such as Audit Committee and determine its roles and responsibilities including the changing in structure, term of office and renewal or other changes which may significantly affect such committee's operation.

11. To monitor the Company's operating result to continuously achieving the set target according to the business plan and budget.

12. To approve procurement of significant assets or maintenance expenses at the amount exceeding Bht 5,000,000.-

13. Directors must not involve in the business of the same nature of the Company's business or in competition with the Company's business or being partner in any partnership entity or being an unlimited partner in any limited partnership or being a director in a private company or other companies that operate the business of the same nature with the Company and competing with the Company's business either for personal interest or for others' interest except prior disclosing at the shareholders' meeting before the appointment.

14. Directors have to inform the Company promptly if he is having any conflict of interest directly or indirectly in any of the Company's contract, or the increasing and decreasing of the Company's share or debenture holdings.

However, the authorized duties of the Board of Directors mentioned above does not include the authorization that may allow the Board or its proxy to be able to approve the transactions that have any conflict of interest or other conflicts either for own interest or others with the Company or its subsidiary companies according to the SET's rules in which such transactions should be approved by the Board of Directors' meeting and/or by the shareholders' meeting as stated in the Company's Articles of Association or other related laws.

Duties and responsibilities of Chairman

1.To be responsible on behalf of the leader of the Board of Directors in governing, monitoring the business management of the top executives of each function line to achieve the set objectives or plans.

2.To be responsible as Chairman of the Board of Directors' meeting and the shareholders' meeting of the Company.

3.To be responsible in casting the final vote to make the board's resolution in the event of a tie vote.

Board and Audit Committee Self-Assessment

The Board of Directors has the policy to conduct self-assessment of the Board of Directors as a group annually. Additionally in 2015, the self-assessment of Audit Committee had also been initiated aiming to improve the Board and Committee's efficiency. In December of each year, the Secretary will review the questionnaires which had been adjusted from the SET's example and distribute to each of the director to fill in. The topics of assessment were focus on 6 main areas as follows:

- 1.Structure and Qualification of the Board
- 2.Roles, Duties and Responsibilities of the Board
- 3.Board of Directors Meeting
- 4.Function of the Board
- 5.Relationship with the Management
- 6.Directors and Management Development

After the questionnaires have been returned, the Secretary shall summarize the result and report them to the Board of Directors. From the overall assessment for the year 2015, the score came out that both the Board of Directors and Audit Committee had performed excellent score in all evaluation criteria with the average score of 98.23% and 95.39%, respectively. Details of the evaluation are as follows:

Result of self-assessment of Board of Directors :

| Criteria | Full Score | Score | % | Result |
|---------------------------------------|------------|--------------|--------------|------------------|
| Total | 100 | 98.23 | 98.23 | excellent |
| 1. Board structure and qualifications | 28 | 27.5 | 98.2 | excellent |
| 2. The board meeting | 24 | 23.6 | 98.3 | excellent |
| 3. Duties & responsibilities of Board | 40 | 39.3 | 98.25 | excellent |
| 4. Others : | | | | |
| - relationship with management team | 8 | 7.8 | 97.5 | excellent |
| -Directors' self-development | | | | |

Result of self-assessment of Audit Committee:

| Criteria | Full Score | Score | % | Result |
|---------------------------------------|------------|-------------|--------------|------------------|
| Total | 76 | 72.5 | 95.39 | excellent |
| 1. Structure and qualifications of AC | 12 | 12 | 100 | excellent |
| 2. Audit Committee Meeting | 24 | 23.25 | 96.88 | excellent |
| 3. Role, duties and responsibilities | 40 | 37.25 | 93.13 | excellent |

Directors and Management Development

T**training** The Board of Directors, Audit Committee, management as well as the Company Secretary and the employees were encouraged and facilitated to join the training courses concerning the corporate governance and management skill. Such training courses may be an in-house training or the seminars arranged by specialized organization such as the Accounting Association or the Revenue Dept. or other regulators such as the SET and SEC as well as IOD.

In the year 2015, one of the directors, Mr. Krit Phanratanamala, had participated in CG Forum 2/2015 held on 23 June, 2015 under the topic of the responsibilities of the Board of Directors and management in internal auditing facilitated by the SET.

N**ew Director Preparation** The Company provides necessary documents and information to new directors useful to perform director duties which introduce the nature of the business and the operations of the Company consisting of the Company's annual report, Board of Directors/Audit Committee Charter, Affidavit, and Memorandum and Articles of Association as well as Director's Handbook published by the SEC.

S**uccession Plan** The General Manager regularly presents the succession plan to the Board to assign successors in case they cannot perform their duties.

E**xecutives Development Program** The Board has established a development program for executives and the General Manager will report to the board annually. The executive development plan will be considered together with the succession plan.

Shareholding Report of Directors, Executives their Spouse and Minor Children for the year 2015

| Name of Directors & Executives | Amount of Shares | | Change during the year | Spouse & Minor Children |
|----------------------------------|------------------|-----------|------------------------|-------------------------|
| | Jan. 2015 | Dec. 2015 | | |
| Directors | | | | |
| 1. Mr. Mitsuji Konoshita | 291,946 | 512,884 | + 220,938 | N/A |
| 2. Mr. Tatsuya Konoshita | -0- | 147,950 | +147,950 | N/A |
| 3. Mr. Muneo Tashiro | -0- | 147,950 | +147,950 | -0- |
| 4. Mr. Somchai Limpattanasin | 274,150 | 977,973 | +703,823 | -0- |
| 5. Mr. Worasak Kriengkamol | 1,030,099 | 1,674,599 | +644,500 | -0- |
| 6. Mr. Deepong Sahachartsiri | 194,601 | 140,051 | -54,550 | -0- |
| 7. Gen.Suebsan Dardarananda | 150,000 | 250,050 | +100,050 | -0- |
| 8. Mr. Sonit Pichyangkul | -0- | 180,000 | +180,000 | -0- |
| 9. Mr. Krit Phanratanamala | -0- | 147,950 | +147,950 | -0- |
| 10.Dr.Pholdej Therdphithakvanij | -0- | 147,950 | +147,950 | -0- |
| Executives | | | | |
| 11. Mr. Charus Liengvitthayakun | -0- | -0- | -0- | -0- |
| 12. Mr. Pornsak Aurujchutchairut | -0- | -0- | -0- | -0- |
| 13. Mr. Chumpol Kittichaisombut | -0- | -0- | -0- | -0- |
| 14. Mr. Kampol Sinthavorn | -0- | -0- | -0- | -0- |

Management

As of 31 December, 2015, the Company had total 9 executives according to the SEC's definition and other executives at Department Manager level of 9 persons total 18 persons, as follows :

| No. | Name * | Position |
|-----|-------------------------------|--|
| 1. | Mr. Mitsuji Konoshita | Chief Executive Officer |
| 2. | Mr. Worasak Kriengkamol | Executive Director |
| 3. | Mr. Tatsuya Konoshita | Chief Foreign Business Development Officer |
| 4. | Mr. Somchai Limpattanasin | Chief Operating Officer |
| 5. | Mr. Deepong Sahachartsiri | Chief Financial Officer |
| 6. | Mr. Charas Liengvitthayakun | General Manager – Marketing |
| 7. | Mr. Pornsak Aurujchutchairut | General Manager – Operations |
| 8. | Mr. Chumpon Kittichaisombat | General Manager – Collection |
| 9. | Mr. Kampol Sinthavorn | Chief Information Technology Officer |
| 10. | Ms. Ajchara Chaina | Manager – Finance |
| 11. | Ms. Supansa Kanhalee | Manager – Accounting |
| 12. | Mr. Kaptan Jeeraseth | Manager – Credit |
| 13. | Mr. Preecha Kongphetcharathip | Manager – Field Collection |
| 14. | Mrs. Supitcha Boonrakpithak | Manager – Phone Collection |
| 15. | Mr. Chinnawat Ketphan | Manager – Credit Admin. |
| 16. | Mr. Chanchai Lertchareonkah | Manager – Operation & Assets Management |
| 17. | Mr. Somkid Charupaiboonphan | Manager – Administration |
| 18. | Mr. Weerawat Skulmeerit | Manager – Internal Audit |

* No. 1-9 were the executives from SEC's definition, from 10-18 were other executives from Department Manager level upward.

Company Secretary

The Company's Board of Directors has resolved to appoint Miss Siriphen Pongchairerks to take up the position of Company Secretary since 22 November, 2011. The duties and responsibilities of Company Secretary are as follows:

Duties and Responsibilities of Company Secretary:

- Arranging Board of Directors' and shareholders' Meetings
- Preparing and keeping the Register book of Directors
- Preparing and keeping notice to Board of Directors' Meeting, minutes of the Board of Directors' Meeting and annual report of the Company
- Preparing and keeping notice and minutes of the shareholders' meeting
- Forwarding / keeping the report on interest of Directors' and Management and their related persons to Chairman of the Board and Chairman of the Audit Committee
- Preparing report on changing of share holdings of Directors and Management for acknowledgement in the Board of Directors' Meeting
- Being a coordinator between the Company and outside regulators such as SEC, SET and TSD, etc.
- Disclosing Company's news through The SET's ELCID system
- Assisting in Investor Relations function as Coordinator

Details of Directors, Management, Controlling Person and Company Secretary for 2015

| Name / Position/ Starting date | Age (Yr.) | Education / Training | Share holding (%) | Relationship between Directors/ Management | Working Experiences for the past 5 years | | |
|---|--------------|--|-------------------------|---|--|------------------------------------|---|
| | | | | | Period | Position | Company / Type of Business |
| Mr. Mitsuji Konoshita Chairman of the Board and CEO (Authorized Signer) / 7 March, 2007 | 49 | Bachelor of Law, Osaka University, Japan | 0.03 | Being the elder brother of Mr.Tatsuya Konoshita | Listed Cos. | | |
| | | | | | 2012 – Present | Chairman and CEO | Group Lease Pcl. (Holding & Hire purchase Business) |
| | | | | | 2007 – 2012 | Chairman | Group Lease Pcl. (Holding & Hire purchase Business) |
| | | | | | 2006 – 2011 | Chairman | United Securities Pcl. (Securities broker Business) |
| | | | | | Non-listed Cos. | | |
| | | | | | 2014 – Present | Chairman | GL Leasing (Lao) Co., Ltd. (Digital Finance business) |
| | | | | | 2014 – Present | Chairman & CEO | Thanaban Co., Ltd. (Asset back loan business) |
| | | | | | 2012 – Present | President | GL Finance Plc. (Digital Finance business) |
| | | | | | 2012 – Present | Chairman | Group Lease Holdings Pte.Ltd. (Fin. Advisory & other investment management) |
| | | | | | 2009 – Present | Chairman | Engine Holdings Asia Pte., Ltd. (investment business) |
| Mr. Tatsuya Konoshita Director (Authorized Signer) and Chief Foreign Business Development Officer / 20 April, 2011 | 44 | Bachelor of Arts (History), Osaka University, Japan | 0.01 | Being the younger brother of Mr. Mitsuji Konoshita | Listed Cos. | | |
| | | | | | 2013 – Present | Rep.MD and CEO | Wedge Holdings Co., Ltd. (Investment Business) |
| | | | | | 2012 – Present | Director and CBDO | Group Lease Pcl. (Holding & Hire purchase Business) |
| | | | | | 2011 – 2012 | Director | Group Lease Pcl. (Holding & Hire purchase Business) |
| | | | | | 2011 – 2013 | Rep. Director and Chairman | Wedge Holdings Co., Ltd. (Investment Business) |
| | | | | | 2008 – Present | Rep. Executive officer and CEO | Showa Holdings Co., Ltd (Investment business) |
| | | | | | 2006 – 2011 | Chairman of the Executive Board | United Securities Pcl. (Securities broker Business) |
| | | | | | Non-listed Cos. | | |
| | | | | | 2010 – Present | Rep.MD | Asuka Foods Co.,Ltd. (Food business) |

Details of Directors, Management, Controlling Person and Company Secretary for 2015

| Name / Position/ Starting date | Age (Yr.) | Education / Training | Share holding (%) | Relationship between Directors/ Management | Working Experiences for the past 5 years | | |
|---|--------------|---|-------------------------|---|--|------------------------------|---|
| | | | | | Period | Position | Company / Type of Business |
| Mr. Muneo Tashiro Director (Authorized Signer) / 22 April, 2009 | 43 | Bachelor of Arts (Literature), Osaka University, Japan | 0.01 | - | Listed Cos | | |
| | | | | | 2013 – Present | Director | Wedge Holdings Co., Ltd. (Investment Business) |
| | | | | | 2009 – Present | Director | Group Lease Pcl. (Holding & Hire purchase Business) |
| | | | | | 2008 – 2013 | Chief Executive Officer | Wedge Holdings Co., Ltd. (Investment Business) |
| | | | | | 2007 – 2008 | Senior Executive Director | Wedge Holdings Co., Ltd. (Investment Business) |
| | | | | | Non-listed Cos | | |
| | | | | | 2014 – Present | Director | GL Leasing (Lao) Co., Ltd.(Digital Finance business) |
| | | | | | 2014 – Present | Director | GL Finance Plc.(Digital Finance business) |
| | | | | | 2014 – Present | Director | Thanaban Co., Ltd. (Asset back loan business) |
| | | | | | 2013 – Present | Director | Group Lease Holdings Pte.Ltd. (Fin. Advisory & other investment management) |
| | | | | | 2011 – 2013 | Director | Asuka Foods Co., Ltd. (Food Business) |
| | | | | | 2009 – Present | Director | Engine Holding Asia Pte. (Investment Business) |
| Mr. Deepong Sahachartsiri Director(Authorized Signer) and Chief Financial Officer / 7 March, 2007 | 42 | Master of Business Administration, Thammasat University -Directors Accreditation Program, No. 62/2007 | 0.01 | - | Listed Cos. | | |
| | | | | | 2012 – Present | Director & CFO | Group Lease Pcl. (Holding & Hire purchase Business) |
| | | | | | 2007 – 2012 | Director | Group Lease Pcl. (Holding & Hire purchase Business) |
| | | | | | Non-listed Cos. | | |
| | | | | | 2014 – Present | Director | GL Leasing (Lao) Co., Ltd.(Digital Finance business) |
| | | | | | 2014 – Present | Director | Thanaban Co., Ltd. (Asset back loan business) |
| | | | | | 2012 – Present | Director | GL Finance Plc. (Digital Finance business) |
| | | | | | 2012 – Present | Director | Group Lease Holdings Pte.Ltd. (Fin. Advisory & other investment management) |
| | | | | | 2005 – 2007 | Product Manager | Mahaphant Fibre Cement Public Co., Ltd. (Construction Supplies Manufacturer) |

Details of Directors, Management, Controlling Person and Company Secretary for 2015

| Name / Position/ Starting date | Age (Yr.) | Education / Training | Share holding (%) | Relationship between Directors/ Management | Working Experiences for the past 5 years | | |
|--|--------------|--|-------------------------|---|--|-------------------------------------|--|
| | | | | | Period | Position | Company / Type of Business |
| Mr. Somchai Limpattanasin Director (Authorized Signer) and Chief Operating Officer / 15 June, 2011 | 56 | Master of Business Administration, Kasetsart University -Directors Accredita- tion Program, No. 94/2012 | 0.08 | - | Listed Cos. | | |
| | | | | | 2014 – Present | Director and COO | Group Lease Pcl. (Holding & Hire purchase Business) |
| | | | | | 2011 – 2012 | Director and Executive | Group Lease Pcl. (Holding & Hire purchase Business) |
| | | | | | Non-listed Cos. | | |
| | | | | | 2014 – Present | Director | GL Leasing (Lao) Co., Ltd. (Digital Finance business) |
| | | | | | 2014 – Present | Director | Thanaban Co., Ltd. (Asset back loan business) |
| | | | | | 2014 – Present | Director | GL Finance Plc. (Digital Finance business) |
| | | | | | 2012 – Present | Director | Group Lease Holdings Pte.Ltd. (Fin. Advisory & other investment management) |
| | | | | | 2007 – 2011 | Director & Senior Vice President | Summit Capital Leasing Co., Ltd. (Hire purchase Business) |
| | | | | | 1994 – 2008 | Vice President | Bara Sumi–Thai Leasing Co., Ltd. (Hire purchase Business) |
| Mr. Worasak Kriengkamol Director(Authorized Signer) / 15 June, 2011 | 45 | Master of Business Administration, Western Illinois University, USA | 0.11 | - | Listed Cos. | | |
| | | | | | 2011 – 2015 | Director & Executive Director | Group Lease Pcl. (Holding & Hire purchase Business) |
| | | | | | Non-listed Cos. | | |
| | | | | | 2014 - Present | Director | GL Leasing (Lao) Co., Ltd. (Digital Finance business) |
| | | | | | 2014 – Present | Director | Thanaban Co., Ltd. (Asset back loan business) |
| | | | | | 2012 – Present | Chairman | GL Finance Plc. (Digital Finance business) |
| | | | | | 2012 – Present | Director | Group lease Holdings Pte.Ltd. (Fin. Advisory & other investment management) |
| | | | | | 2011 – Present | Director | Engine Holdings Asia Pte. Ltd. |
| | | | | | 2008 – 2010 | Managing Director | A.P.F. International Insurance Co.,Ltd. (Insurance) |
| | | | | | 2001 – 2008 | Managing Director | Liberty Insurance Co., Ltd. (Insurance) |

Details of Directors, Management, Controlling Person and Company Secretary for 2015

| Name / Position/ Starting date | Age (Yr.) | Education / Training | Share holding (%) | Relationship between Directors/ Management | Working Experiences for the past 5 years | | |
|---|--------------|--|-------------------------|---|--|---|--|
| | | | | | Period | Position | Company / Type of Business |
| General Suebsan Dardarananda Independent Director & President of Audit Committee / 11 May 2011 | 64 | BA. Political Science, Norwich University, USA -National Defence College -Director Certification Program No. 98/2008 -Finance for Non- financial Director No. 39/2008 | 0.00 | - | Listed Cos. | | |
| | | | | | 2011 – Present | Independent Director & President of Audit Committee | Group Lease Pcl. (Holding & Hire purchase Business) |
| | | | | | Non-listed Cos. | | |
| | | | | | 2014 – present | Internal Audit Committee | GL Leasing (Lao) Co., Ltd. (Digital Finance Business) |
| | | | | | 2014 – Present | Deputy Chief | Office of the Minister of Defence |
| | | | | | 2014 – Present | Independent Director & Chairman of Audit Committee | Thanaban Co., Ltd. (Asset back loan Business) |
| Mr. Sonit Pitchyangkul Independent Director & Audit Committee / 11 May, 2011 | 65 | MA. (Economics), North Texas State University-Director Certification Program No. 33/2005 | 0.00 | - | 2009 – 2012 | Specialist to the Office of the Permanent Secretary Ministry of Defence / Deputy Chief | Office of the Minister of Defence, Ministry of Defence |
| | | | | | Listed Cos. | | |
| | | | | | 2011 – Present | Independent Director & Audit Committee | Group Lease Pcl. (Holding & Hire purchase Business) |
| | | | | | 2007 – 2008 | Vice President (Retail Credit) | Thanachart Bank, Pcl. (commercial bank business) |
| | | | | | 1999 – 2004 | Senior Executive Vice President (Hire Purchase) and Branch Admin. | Kiatnakin Finance & Securities Pcl. (Financial & securities Business) |
| | | | | | Non-listed Cos | | |
| | | | | | 2014 – Present | Internal Audit Committee | GL Leasing (Lao) Co., Ltd. (Digital Finance business) |
| | | | | | 2014 – Present | Independent Director & Audit Committee | Thanaban Co., Ltd. (Asset back loan Business) |
| | | | | | 2009 – 2013 | Executive Director | Ekthana Engineering Co.,Ltd.(Engineering business) |
| | | | | | 2006 – Present | Executive | Thai filatex Pcl. (produce latex thread business) |
| | | | | | 2004 – 2006 | Senior Executive Vice President (Retail Credit) | AIG Finance Plc.(Financial Business) |

Details of Directors, Management, Controlling Person and Company Secretary for 2015

| Name / Position/ Starting date | Age (Yr.) | Education / Training | Share holding (%) | Relationship between Directors/ Management | Working Experiences for the past 5 years | | |
|--|--------------|---|-------------------------|---|--|--|---|
| | | | | | Period | Position | Company / Type of Business |
| Dr. Pholdej Therdphithakvanij, Ph.D. Independent Director & Audit Committee / 20 April, 2011 | 47 | Doctor of Philosophy (Civil Engineering) Lehigh University, U.S.A. -Director Accreditation Program No. 89/2011 | 0.01 | - | Listed Cos. | | |
| | | | | | 2011 – Present | Independent Director & Audit Committee | Group Lease Pcl. (Holding & Hire purchase Business) |
| | | | | | Non-listed Cos | | |
| | | | | | 2014 – Present | Internal Audit Committee | GL Leasing (Lao) Co., Ltd. (Digital Finance business) |
| | | | | | 2014 – Present | Independent Director & Audit Committee | Thanaban Co., Ltd. (Asset back loan Business) |
| | | | | | 2012 – Present | Director of Civil- structural Engineering | W. & Associates Consultants Co., Ltd. (Engineering Consultant) |
| | | | | | 2007 – 2012 | Deputy Managing Director | R.K.V. Engineering Consultant Co., Ltd. (Engineering Consultant) |
| Mr. Krit Phanratnamala Independent Director & Audit Committee/ 20 April, 2011 | 47 | Master of Business Administration (Finance), University of Florida, USA -Advanced Audit Committee Program No. 27/2009 -Director Certification Program No. 86/2007 -MFM 1/2009, MFR 9/2009, MIA 6/2009, MIR 7/2009 -CG Forum 2/2015 Responsibility of Board and Management in Internal Control | 0.01 | - | Listed Cos. | | |
| | | | | | 2011 – Present | Independent Director & Audit Committee | Group Lease Pcl. (Holding & Hire purchase Business) |
| | | | | | 2011 – Present | Director | Diamond Building Products Public Company Limited |
| | | | | | 2006 – Present | Independent Director & Audit Committee | The Union Mosaic Industry Public Company Limited |
| | | | | | 2008 – Apr. 2014 | Independent Director & Audit Committee | Quality House Pcl. (Real estate Business) |
| | | | | | Non-listed Cos | | |
| | | | | | Oct 15 – Present | Director | Dhipaya Life Assurance Pcl |
| | | | | | Sept 15 – Present | Managing Director | Thai Prosperity Advisory Co., Ltd |
| | | | | | 2015 – Present | Independent Director & Audit Committee | TPBI Plc |
| | | | | | 2014 – Present | Internal Audit Committee | GL Leasing (Lao) Co., Ltd. (Digital Finance business) |
| | | | | | 2014 – Present | Independent Director & Audit Committee | Thanaban Co., Ltd. (Asset back loan Business) |
| | | | | | 2006 – 2013 | Director | Sahathai Steel Pipe Public Company Limited |
| | | | | | 2006 – Sept 15 | Director | Royal Porcelain Public Company Limited |
| | | | | | 2005 – Sept 15 | Investment Director | Thai Prosperity Advisory Co., Ltd |

Details of Directors, Management, Controlling Person and Company Secretary for 2015

| Name / Position/ Starting date | Age (Yr.) | Education / Training | Share holding (%) | Relationship between Directors/ Management | Working Experiences for the past 5 years | | |
|---|--------------|---|-------------------------|---|--|--|---|
| | | | | | Period | Position | Company / Type of Business |
| Mr. Pomsak Aurujchutchairut General Manager-Operation / 12 September, 2012 | 52 | Master of Science (Computer), National Institute of Development Administration (NIDA) - Practical Business Accounting - Productivity Improvement - MIS Application Development - Computer Project Management Quantitative Approach - Role of Finance Company in Thailand - Key Performance Indicator (KPI) - Labor Law for Management - Strategic IT Governance & Information Security Management for Executives II - Integrated Risk Management | - | - | 2012 – Present | GM - Operation | Group Lease Pcl. (Holding & Hire purchase Business) |
| | | | | | 2006 – 2012 | Executive of CIMB Thai Bank Group: FVP of Operation and IT Division | Center Auto Lease (BT Leasing) Co., Ltd. |
| Mr. Charas Liengvitthayakun General Manager, Marketing / 9 April, 2013 | 51 | Bachelor of Economics (Industrial Economics), Ramkhamhaeng University | - | - | Apr.13 – Present | GM - Marketing | Group Lease Pcl. (Holding & Hire purchase Business) |
| | | | | | 2010 – Apr.2013 | Business Owner | K.Charas Charoenyont Co., Ltd.(motorcycle trader) |
| | | | | | 1994 – 2010 | General Manager – Marketing Division | Summit Capital Leasing Co., Ltd. (Leasing Business) |
| | | | | | 1991 – 1993 | Auto Hire Purchase Marketing | SriDhana finance & Securities Co., Ltd. (financial business) |
| | | | | | 1988 – 1991 | Truck Hire Purchase Marketing | Siam City Credit Finance & Securities Co.,Ltd. (financial business) |
| | | | | | 1987 – 1988 | Credit Officer | Pacific Finance & Securities Co., Ltd. (financial business) |

Details of Directors, Management, Controlling Person and Company Secretary for 2015

| Name / Position/ Starting date | Age (Yr.) | Education / Training | Share holding (%) | Relationship between Directors/ Management | Working Experiences for the past 5 years | | |
|---|--------------|---|-------------------------|---|--|---|---|
| | | | | | Period | Position | Company / Type of Business |
| Mr. Chumpon Kittichaisombat General Manager, Collection/ 15 January, 2014 | 51 | Master of Business Administration, Burapha University | - | - | Jan.14 – Present | GM-Collection | Group Lease Pcl. (Holding & Hire purchase Business) |
| | | | | | 2011 – Jan.14 | Senior Vice President - Retails Customer Business | Amanah Leasing Public Company Limited |
| | | | | | 2006 – 2011 | Vice President, Hire Purchase Business | KTB Leasing Co.,Ltd. |
| | | | | | 1998 – 2006 | Department Manager, Registration & Insurance Department | Toyota Leasing (Thailand) Co.,Ltd. |
| | | | | | 1993 – 1998 | Branch Manager, Chonburi | SITCA Investment & Securities Public Company Limited |
| | | | | | 1989 – 1993 | Supervisor Credit Analysis Division | The Siam Commercial Bank Public Company Limited |
| Mr. Kampol Sinthavorn Chief Information Technology Officer / 1 December, 2014 | 46 | - Bachelor of Science, Industrial Technology (Electronics),Rajabhat Institute Chachoengsao - IT Risk Management By Nectec - Business continuity management By Nectec - Project Management by CMMU | - | - | 2014 – Present | Chief Information Technology Officer (CIO) | Group Lease Pcl. (Holding & Hire purchase Business) |
| | | | | | 2013 – 2014 | IT Department Manager | Thai-Semcon Co.,Ltd |
| | | | | | 2012 – 2012 | IT Department Manager | King-Telecom Co.,Ltd. |
| | | | | | 2010 – 2012 | IT Section Manager and Operation Control Section | Suzuki Leasing International (Thailand) Co.,Ltd. |
| | | | | | 2008 – 2010 | IT Section Manager | Suzuki Leasing International (Thailand) Co.,Ltd. |
| | | | | | 2004 – 2008 | Senior Supervisor System Analyst | KCE Electronics Pcl. |
| | | | | | 2003 – 2004 | Senior System Admin and Support | National Fertilizer Pcl (NFC) |
| | | | | | 2002 – 2003 | Software Engineer | Prompt Technical Services Co.,Ltd. |
| | | | | | 1990 – 2001 | System Admin and Support | PTT Pcl. |

Details of Company Secretary

| Name / Position/ Starting date | Age (Yr.) | Education / Training | Share holding (%) | Relationship between Directors/ Management | Working Experiences for the past 5 years | | |
|---|--------------|---|-------------------------|---|--|---|---|
| | | | | | Period | Position | Company / Type of Business |
| Miss Siriphen Pongchairerks Company Secretary and Secretary to Audit Committee / 22 November, 2011 | 57 | Bachelor of Business Administration (General Management), Assumption University - Company Secretary (CSP 1/2002) - Effective Minutes Taking (EMT 14/2009) - TAN: Workshop, How to Make Accurate Disclosure, Merger & Acquisition or Related Party Transaction - Laws & Practices for Company Secretary RE : the amended Securities & Ex- change Act B.E.2551 -Other courses in relation to the Role of Company Secretary, Corporate Governance and Investor Relations by SET, SEC or Company Secretary Club | 0 | - | 2014 – present | Secretary to the Board and Audit Committee | Thanaban Co., Ltd. |
| | | | | | 2011 – present | Company Secretary and Secretary to Audit Committee | Group Lease Pcl. (Holding & Hire purchase Business) |
| | | | | | 1991 – 2011 | Secretary to the Board of Directors (Company Secretary) | United Securities Pcl. (Securities business) |

Details of Positions held in the Company, its Subsidiary and Related Companies of Directors, Executives and controlling person as of the year 2015

| Directors / Executives | Company | Subsidiary Companies | | | | Related Companies | |
|---|---------|-------------------------------|-----------------|--------------------|---------------------------|--------------------------------|--------------------------|
| | | Group Lease Holdings Pte.Ltd. | GL Finance Plc. | Thanaban Co., Ltd. | GL Leasing (Lao) Co.,Ltd. | Engine Holdings Asia PTE. LTD. | Wedge Holdings Co., Ltd. |
| 1. Mr. Mitsuji Konoshita | X, C | X | 0 | X | X | X | |
| 2. Mr. Tatsuya Konoshita | / // | | | | | | C |
| 3. Mr. Muneo Tashiro | / | / | / | / // | / | / | / |
| 4. Mr. Deepong Sahachartsiri | / // | / | / | / // | / | | |
| 5. Mr. Somchai Limpattanasin | / // | / | / | / // | / | | |
| 6. Mr. Worasak Kriengkamol | / // | / | X | / // | / | / | |
| 7. Gen. Suebsan Dardarananda | /// | | | /// | //// | | |
| 8. Mr. Sonit Pichyangkul | /// | | | /// | //// | | |
| 9. Dr. Pholdej Therdphithakvanij, Ph.D. | /// | | | /// | //// | | |
| 10.Mr. Krit Phanratanamala | /// | | | /// | //// | | |
| 11..Mr. Charas Liengvithayakun | 0 | | | | | | |
| 12..Mr. Pornsak Aurutchutchairut | 0 | | | | | | |
| 13..Mr. Chumpol Kittichaisombut | 0 | | | | | | |
| 14.Mr. Kampol Sinthavorn | 0 | | | | | | |

Remark :

| | | | |
|---|------------------|------|--|
| X | means Chairman | / | means Directors |
| C | means CEO | // | means Executive Director |
| 0 | means Executives | /// | means Independent Director & Audit Committee |
| | | //// | means Independent Audit Committee |

Details of Directors of Subsidiary Companies 2015

| Subsidiary Companies Name of Directors | Group Lease Holdings Pte.Ltd. | GL Finance Plc. | Thanaban Co., Ltd. | GL Leasing (Lao) Co., Ltd. |
|---|-------------------------------|-----------------|--------------------|----------------------------|
| 1. Mr. Mitsuji Konoshita | X | 0 | X | X |
| 2. Mr. Muneo Tashiro | / | / | / // | / |
| 3. Mr. Deepong Sahachartsiri | / | / | / // | / |
| 4. Mr. Somchai Limpattanasin | / | / | / // | / |
| 5. Mr. Worasak Kriengkamol | / | X | / // | / |
| 6. Gen.Suebsan Dardarananda | | | /// | //// |
| 7. Mr. Sonit Pichyangkul | | | /// | //// |
| 8. Mr.Krit Phanratanamala | | | /// | //// |
| 9. Dr. Pholdej Therdphithakvanij | | | /// | //// |
| 10. Mr. Christophe Forsinetti * | | / 0 | / | |
| 11. Mr. Regis Martin | / CFO | | / | |
| 12. Mr. Riki Ishigami | | / CEO | / | |
| 13. Mr. Tep Rithivit | | /// | | |
| 14. Mr. Kaname Hahimoto | | | | 00 |
| 15. Mr. Fumio Kyuma | | /// | | / |
| 16. .Mr. Ith Vichit | | /// | | |
| 17. .Mr. Yusuke Kozuma | | / | | |
| 18. Mr. Kubo Shungo | / | / | | |

**Resigned on 5 May, 2015*

Remark :

- X means Chairman
- / means Director
- /// Independent Director
- //// means Independent Audit Committee
- 0 means Executives
- 00 means Managing Director

Remunerations of Directors and Management

Monetary Remunerations

Board of Directors: The monetary remunerations for Board of Directors consists of meeting fee and annual bonus

-Meeting fee: Chairman of the Board and Chairman of the Audit Committee receives meeting fee of 12,000 Baht per attendance. Directors of the Board and members of Audit Committee receives meeting fee of 10,000 Baht per attendance time. Audit Committee shall receive both meeting fees as member of the Board and member of Audit Committee.

-Annual Bonus: The Board of Directors shall consider significantly from the Company's operating result and such proposal shall be approved by the Annual General Meeting of Shareholders. In 2015, the shareholders' meeting approved a bonus of double of the average months of the employee's bonus. For the year 2015, employee's bonus was paid at the average of 6 months, therefore, director's bonus was paid at 12 months of the monthly meeting fee.

As for Thanaban Co., Ltd., in 2015 the Thanaban Board of Directors had approved annual bonus to the Audit Committee for 6 months of the monthly meeting allowance. And for the meeting allowance fee, it was the same rate as Group Lease's Board meeting allowance fee. Details of the payments are shown below:

Unit : Baht

| Name | Position | Meeting fee | | Bonus | Total |
|-------------------------------------|---|--------------------|-----------------|-----------|-----------|
| | | Board of Directors | Audit Committee | | |
| 1.Mr. Mitsuji Konoshita | Chairman of the Board & CEO | 180,000 | - | 144,000 | 324,000 |
| 2. Mr. Tatsuya Konoshita | Director & Chief Investor Relations Officer | 120,000 | - | 120,000 | 240,000 |
| 3. Mr. Muneo Tashiro | Director | 150,000 | - | 120,000 | 270,000 |
| 4. Mr. Somchai Limpattanasin | Director & Chief Operating Officer | 150,000 | - | 120,000 | 270,000 |
| 5. Mr. Deepong Sahachartsiri | Director & Chief Financial Officer | 140,000 | - | 120,000 | 260,000 |
| 6. Mr. Worasak Kriengkamol | Director & Executive Director | 150,000 | - | 120,000 | 270,000 |
| 7. Gen. Suebsan Dardarananda * | Chairman of Audit Committee/ Independent Director | 324,000 | 216,000 | 216,000 | 756,000 |
| 8. Mr. Sonit Pichyangkul * | Audit Committee / Independent Director | 260,000 | 180,000 | 180,000 | 620,000 |
| 9. Mr. Krit Phanratanamala * | Audit Committee/ Independent Director | 280,000 | 180,000 | 180,000 | 640,000 |
| 10. Dr. Pholdej Therdphithakvanij * | Audit Committee/ Independent Director | 280,000 | 180,000 | 180,000 | 640,000 |
| Total | | 2,034,000 | 756,000 | 1,500,000 | 4,290,000 |

*Remark: *Being Independent Director and Audit Committee of subsidiary (Thanaban Co., Ltd.) as well and the remunerations above already included remunerations from the subsidiary company*

Executives: The monetary remunerations for executives in 2015 consists of monthly salary and annual bonus paid to 18 executives at total 51.62 million Baht, details as follows:

| No. of Executive and Remunerations | 2015 | 2014 | 2013 |
|------------------------------------|-------|-------|-------|
| Number of executive (person) | 18 | 15 | 12 |
| Salary and bonus (million Baht) | 51.62 | 35.27 | 34.60 |

Other Remunerations

Other Remunerations of Directors

-none-

Other remunerations of Executives

- Provident Fund

The Company provides provident fund to staff and executives by contributing 5% of basic salary of the employees. In 2015, the total amount of provident fund contributions for total 18 executives at total amount of 2.04 million Baht.

Other remunerations of Directors & Executives

- Employees Stock Option (ESOP Warrant) No. 4 (GL-WD):

The shareholders' meeting on 27 April, 2012 had approved the allocation of warrant to purchase ordinary shares of the Company under Employee Stock Option Project (ESOP) No. 4 (GL-WD) for 1,000,000 units to provide opportunity for the directors and employees to participate as owner of the Company. The Board of Directors or its designated person has determined the list of employees who are eligible for the allocation of warrants and the amount of unit for each employee based on performance, salary, position and years of service as appropriate. Such warrant has the exercise ratio of 1 warrant to 11.8360 ordinary shares with the exercise price of 1.65766 Baht per share. The Company's director total 10 persons were eligible to receive the total of 12.5% portion of the total issued warrants or 12,500 units per person.

However, in the year 2015, the directors and employees of the Company had exercised such Employees Stock Option (ESOP Warrant) No. 4 (GL-WD) on 14 May, 2015 which was the only exercise date at the maturity of such warrant by which the remaining of the exercised warrants were automatically expired.

Human Resources

The total number of employees as of 31 December, 2015, 2014 and 2013 divided by departments are shown below:

unit : person

| Department | 2015 | 2014 | 2013 |
|--------------------------|------------|------------|------------|
| Credit and Marketing | 269 | 250 | 160 |
| Collection | 265 | 265 | 144 |
| Accounting and Finance | 33 | 32 | 12 |
| Human Resources & Admin. | 36 | 40 | 20 |
| Operations | 84 | 75 | 56 |
| Information Technology | 33 | 15 | 12 |
| Total | 720 | 677 | 404 |

The total remunerations of the Company's employees consist of salary, bonus, Social security fund, provident fund contributions and other welfare such as group health insurance. In 2015, the Company paid total remunerations of 288.77 million Baht.

As for the subsidiaries in other countries such as GL Finance Plc. (Cambodia), there were total 623 employees and GL Leasing (Lao) Co., Ltd., there were 83 employees and the total remunerations were paid somewhat on the same principle as the Company or may be different in relation to each country's law at total 93.6 million Baht and approximately 0.45 million Baht, respectively.

Human Resources Development

It is the Company's policy to encourage the employees to develop their knowledge, skill, experiences and expertise in work emphasizing on contributing efficient and qualified services. In addition, the Company also emphasizes on doing business with transparency in compliance with the good corporate governance principles. Therefore, it has the policy in encouraging the employees to work with good ethics and free from corruption in any form. Orientation is arranged for new employees so that they can get the knowledge, understanding of work system as well as the organization culture. Various trainings are regularly arranged, both in-house and outside trainings, especially in the field of hire-purchase business, computer, HR, Accounting and Taxes appropriately depending on the related duties of the employees.

Corporate Governance

The Board of Directors realizes the importance of good corporate governance which will add more value to the Company and also contribute long term benefits to its stakeholders such as shareholders, employees, suppliers, customers as well as the society as a whole. Therefore, the Board has resolved the following Corporate Governance Policy to serve as its operation guideline for the Board of Directors, management and all the employees as follows :

Corporate Governance Policy:

1. Emphasize on the responsibility to the society as a whole by encouraging the Directors, management and all the employees to carry out their duties and activities in compliance to the rules, laws, regulations as well as following the code of ethics in doing business.
2. Emphasize on transparency in doing business by disclosing information in compliance to the related laws, rules and regulations.
3. Initiate internal control system with the collaboration from the Board of Directors, Audit Committee and management so that the business operation is done in compliance to the good corporate governance principles. The guideline and efficiency of the auditing and internal control systems shall be regularly evaluated and reviewed.
4. Carefully control the business activities which may lead to conflict of interest among different departments so that it becomes transparent and fair without any bias.
5. Respect the rights of stakeholders. Treat all concerns with honesty and justice by supporting various activities to build good relationships among the stakeholders and sustain the stability growth of the Company's business.
6. Respect the legal right of the shareholders by giving them equitable treatment in shareholder's meeting and also provide them with equitable and sufficient information.
7. Maintain the operation guidelines to be in compliance with the management policy including the business philosophy according to the Company's objective in order to protect the utmost interest of the shareholders.

The compliance of CG policy as of 2015 appears on the Company's website under Investor Relations section / Corporate Governance

Sub-committees

Currently, the Board of Directors has set up only 1 sub-committee, i.e. Audit Committee and has not set up Nomination and Compensation Committee due to its small and uncomplicated nature of the organization and also small member of the Board of Directors with very minimal turnover of the directors so that the Nomination Committee might not be necessary. As for the determination of remunerations, the management's remunerations are determined by the Board of Directors and the remunerations for the Board of Directors are determined by the shareholders' meeting.

Audit Committee

Structure of Audit Committee

As of 31 December 2015, Audit Committee consisted of 4 Independent Directors of which Mr. Sonit Pichyangkul is the Audit Committee member who possesses the knowledge and experience in auditing financial statement of the Company. In addition, he also has the direct experience in hire-purchase business which is the Company's main business of which his personal profile and working experiences appear in the Details of the Directors.

The Board of Directors has determined the term of office of the Audit Committee to be 2 years each and is able to renew the term of office for a 2 years term each. The present Audit Committee was first appointed on 11 May, 2011 and has renewed its latest term on 11 May, 2015.

The list of Audit Committee and the meeting attendance of the Audit Committee Meeting in 2015 is shown below:

| Name | Position | Audit Committee Meeting | |
|---------------------------------|---|-------------------------|----------------------|
| | | Number of Meeting held | Number of Attendance |
| 1.General Suebsan Dardarananda | President of Audit Committee / Independent Director | 10 | 10 |
| 2.Mr. Sonit Pichyangkul | Audit Committee and Independent Director | 10 | 10 |
| 3.Dr. Phodej Therdphithakvanich | Audit Committee and Independent Director | 10 | 10 |
| 4.Mr. Krit Phanratanamala | Audit Committee and Independent Director | 10 | 10 |

Duties and Responsibilities of Audit Committee

The Audit committee takes responsibility subject to Board of Directors' assignment and reports directly to the Board of Directors as follows:

1. Review the Company's financial reporting process to ensure accuracy and sufficiency.

2. Review to ensure that the Company has appropriate and efficient internal control system and internal audit system and review the independency of the Internal Audit Department. The Audit Committee shall approve the appointment, transfer or termination of the head of Internal Audit Dept. or other related department responsible for the internal auditing of the Company.

3. Review the performance of the Company to ensure compliance with the Securities and

Exchange Acts, rules and regulations of the Stock Exchange or other laws relating to the Company's business.

4. Consider, select and recommend independent external auditor and determine their remunerations and participate in the meeting with the external auditor without the Company's management at least once a year.

5. Ensure that the connected transaction or transaction that may lead to conflict of interest has been done in compliance to the laws and regulations of the SET & SEC.

6. Prepare report of the Audit Committee and disclose it in the annual report of the Company. Such report should be signed by the Chairman of the Audit Committee and should contain the minimum information as follows:

- Comment on accurateness, completeness and credibility of the Company's financial report.
- Comment on the sufficiency of the Company's internal control system.
- Comment on the Company's compliance with Securities and Exchange Acts and SET's regulations and other laws relevant to the Company's business.
- Comment on suitability of the external auditor.
- Comment on transactions that may have conflicts of interest.
- Number of meetings of the Audit Committee, and attendance of each member.
- Overall comments or remarks that the Audit Committee has while carrying out their duties prescribed in the Charter.
- Any other transactions that the shareholders and general investors should know within the scope of duties and responsibilities of the Audit Committee assigned by the Board of Directors.

7. Perform other duties as assigned by the Board of Directors with the consent of the Audit Committee.

In order to support the successful performance of the Audit Committee, the Audit Committee is able to invite the Company's executives or employees to make comments or provide facts or participate in the meeting or present any related documents required as well as to have the authority to hire consultant or other third parties according to the Company's rule to seek for their opinion or advices as necessary.

Nomination and Appointment of Directors and Highest Level Management

(1) Independent Director

In nominating of Independent Director the Board of Directors will consider from those who possess suitable qualifications or at least must possess the minimum qualifications specified by the SEC's regulations Ref: GorLorTor.Gor.(Wor) 32/2551. In addition to those minimum qualifications, other qualifications such as being a reputable or acceptable in society person or possess knowledge and experiences of an Audit Committee are also considered, such as the experience in financial statement auditing or other work experience directly in hire-purchase business which is the same business as the Company. Most importantly, independency is the most significant qualification required. Those nominated persons shall be proposed for appointment from the Board of Directors' meeting or shareholders' meeting as the case may be.

(2) Nomination of Directors and Highest Level Management

The Company has not set up any Nomination Committee. In nominating persons to be appointed as Directors or highest level management of the Company, the Board of Directors shall consider from the caliber, experiences, vision and reliability of such person together with the past knowledge and skills which might be beneficial to the Company's business operation, including good understanding of the Company's business so that they are able to achieve the Company's goal and objectives determined by the Board of Directors. Those nominated persons shall be proposed for appointment from the Board of Directors' meeting or shareholders' meeting as the case may be.

The Company's Articles of Association states that in each of annual general meeting, one-third of directors or nearest amount (1/3) has to be resigned by rotation. The retired directors shall be determined by the ones who were in the position the longest. The retired Directors can be re-elected. The list of directors who retired by rotation each year as well as the list of the Board of Directors after the re-election shall be disclosed in the Notice to the AGM Meeting and recorded in the said meeting each year.

The principle and voting method of the election of Directors in the shareholders' meeting shall be as follows:

1. The voting for election of director shall use majority vote given that each shareholder has the voting right of one share for one vote
2. The voting for election of director shall be done individually for each person. The shareholder can cast their total votes they have for each individual nominated person to be the director one by one.
3. The person who receives the subsequent highest vote shall be the one elected the directors until the number of elected director is equal to the number of required director of such election. In case of a tie vote for the persons with next highest voting amount so that it exceeds the required number of director for such election, Chairman of the meeting shall cast an additional vote to make the resolution.

However, in case the vacancy of director is from the reasons other than the expiration of the term of office, the remaining Board of Directors shall elect a new director to substitute for the vacant position unless such director has the remaining term of office less than 2 months. Such resolution shall require the vote of not less than three-fourth of the remaining directors. The substitute director shall hold office only for the remaining term of office of the director whom he or she replaces.

Governance on the Company's Subsidiary and Affiliated Company

Since the Company's subsidiaries have the Company holding 100% stakes, the Board of Directors of the Company has assigned some members of its Board of Directors to become the Board of Directors of the subsidiary companies. Board of Directors of the subsidiary companies has the obligations in operating the subsidiaries' business to its best interest. Such assignment of designated persons as directors in the subsidiary companies has done in accordance with the shareholding proportion of the Company.

In addition, the designated persons also have the obligation to ensure that the subsidiary companies are having appropriate rules regarding related transactions, acquisition or disposal of assets or other significant transactions including the compliance of the related rules and regulations concerning the disclosure of such information and also ensure that such transactions are done by complying to the same rules and regulations as the Company which are the rules derived from the SET. This includes the keeping of records and accounting of the subsidiary companies' information that is auditable and also able to submit for consolidation to the Company on time.

Governance on Inside Information Usage

The Company complies with the corporate governance principle in governing the usage of inside information by setting up a written code of ethics of the director, management and employees that has been approved and announced to the employees. The governance on inside information usage are summarized as follows:

- Inside information must not be used for personal interest in buying or selling of the Company's shares or be disclosed to other persons for buying and selling of the Company's shares
- The directors or other employees who can access to Company's financial information are not allowed to buy or sell the Company's shares at least 7 days prior to the disclosure of the Company's financial statements or financial status as well as other important information
- Those who can access the Company's important information have to report their shareholding of the Company's shares and their changes in the shareholding according to the set rules of the Company and or the SEC to avoid abuse of inside information

In addition, whenever there is a new director or executive who is in the position which needs to report their shareholding of the Company's shares according to the SEC's rule, the Company Secretary shall inform those persons of the duty to disclose their shareholding and changes of the shareholdings of the Company's shares to the SEC in compliance to the Section 59 of the Securities & Exchange Act B.E 2535. In the event of a newly accepted position, such report is required within 30 days and in the event of the changing of the shareholding, report should be done within 3 days from the executed date. The Company Secretary should be notified of such changing of shareholding in order to keep record and report in the next Board of Directors' meeting.

Remunerations of External Auditor

In the fiscal year 2015, the Company paid the audit fee to the external auditor at the amount of 1,870,000 Baht (one million eight hundred seventy thousand Baht) without any non-audit fee.

Corporate Social Responsibilities

Since the nature of the Company's business does not have direct impact on the environment, the corporate social responsibilities of the Company emphasize on the responsibilities in treating the employees, customers, competitors, etc. with justice and honesty and will not support any incidents that might lead to corruption. The Board of Directors adopts the guidelines below:

1. Operate Business with Fairness

- The Company shall compete with the competitors with fairness, without unreasonable attack, slanderous or distortion of information for own advantage.
- The Company shall support only fair service in providing financial service that is highly beneficial to the consumers and will not coordinate with the competitors to do any damage to the consumers for the Company or its allies' benefits.
- The Company shall not search for competitor's trade secret information dishonestly or in breach of business ethics
- The Company shall encourage and not involve in any pirate of intellectual property and shall encourage employees to use only the products with copyrights.

2. Anti-corruption

The Company values the importance of the implementation of anti-corruptions and bribery both directly or indirectly which beneficial to personal, family, friends and acquaintances whether in the side of a receiver or the person who offers bribes both in monetary or non-monetary forms to the government sectors or private companies that the Company are dealing business or having contact with but shall be obliged to comply with the set anti-corruption guidelines strictly as follows:

- There should not be any direct or indirect benefits whether to oneself, family and friends received from the Company. For example, the selling of goods and services to the Company or competing with the Company. Avoid accepting any feast from the persons who have business connection with the Company or other persons who might expect some benefits from the employees.
- Never ask or receive any unjustified benefits both directly or indirectly or other benefits in exchange for the commercial benefits including bribes or dishonest incidents in doing business
- The employees who cheat or violate the code of ethics shall be put on disciplinary actions and penalized according to the Company's rules and might as well have to be penalized by law if such violations are unlawful.
- Employees should not neglect whenever they found some clues or corruption events happened in the Company and should notify their supervisor or other responsible personnel and coordinate in the investigation process. If there are any questions, they should seek advice from their supervisor.

3. Respects for Human Rights

The Company values the importance of not involving in the violation of human rights and the freedom of an individual or any collective groups whether directly or indirectly. For example, the Company shall not treat employees unequally even under different races, religious, beliefs, gender, languages, marital status, age, political affiliation, state of origin, sexual deviation, physical condition, etc. The Company shall not exercise forces or encourage any forces in threatening employees to work whether physically, verbally or mentally. For example, the Company hires total 8 employees who have the problem in hearing and speaking. All were treated equally as other normal employees in terms of remunerations and welfare. They were assigned documentary job which suits their physical condition.

4. Treating Employees with fairness

In determining the employees' welfares and benefits, the Company shall put the following factors into considerations:

- The employees' duties and responsibilities
 - The overall economic situation which may affect the well-beings of the employees
 - The salary payment rate and employment situation of labor market especially in the same industry
 - The business growth potential and the paying capacity of the Company.
- Since 2014, the Company's Board of Directors had approved the increase of employees' provident fund contribution rate from 3% to 5% across the board.

5. Responsibilities for Consumers

In doing business, the Company is responsible for the consumers on the basis of honesty and good business ethics since the Company is a financial service provider in order to create reliability to the consumers as well as to maintain the sustainable growth of the Company. As a result, the guidelines for responsible credit granting were set up as follows:

- The Company shall suggest the appropriate installment condition for each individual customer base on their repayment capacity and shall not grant credit to those customers who may possibly have problems in paying back the loan in the future in order to help them to avoid creating liabilities obligation which is not suitable for them.
- The Company shall present its services clearly and transparently in terms of conditions and different fees charged to be fair and beneficial to the customers.
- The Company may offer some assistance to the customers who may have financial problems during unexpected or uncontrollable crisis such as natural disaster, political unrest by providing debt-restructuring scheme as deemed appropriate.

Internal Controls

The Company's Board of Directors' Meeting No. 3/2016, held on March 15th, 2016 consisting of the Board of Directors together with the Audit committee, a report on internal control systems of the Company was presented and clarified by the management. From the assessment of the internal control systems of the Company based on the SEC's assessment form announced in August, 2013 which also based on the COSO 2013 Principle which consists of 5 measures, the organization and control environment, risk management, management control activities, Information & communications and monitoring which were extended into 17 points of focus, the Board of Directors believed that the Company's internal control systems were sufficient. Sufficient personnel were set up to handle the system effectively. Moreover, the Company's subsidiaries activities were controlled and monitored sufficiently so that it can protect the Company's assets from being abused by the directors or management and also prevent the conflict of interest with the related persons. The internal control in other matters were also viewed to have sufficient control so that the Independent Directors or Audit Committee including the external auditor have had no other comments or having the opinion that the Company's internal control systems are having any deficiency. The Company's internal control systems are as follows:

Company's internal controls are as follows

1. Organization and control environment

The Company's organization structure, authorities and responsibilities of each department were clearly stated in writing. Future objectives and targets were also determined so that the management and staff in different levels can achieve the same goals together. The achieving of such goals should be based on honesty, loyalty and ethics. The Company also had a written rule forbidden the management and staffs to do anything which may lead to conflict of interest and penalty of such violation was also determined.

2. Risk Management

Management gives significant importance to risk management because the nature of the Company's business is related directly to risks. Special cares were taken for financial management and credit approval process by evaluating potential risk and setting preventive measures and risk management. There are preventive measures and evaluations of risk from information technology data base which is considered the core of operational performance. In addition, management also continuously evaluates other external factors which might incur risk to the Company's operation.

3. Management Control Activities

The Company's management structure together with the scope of authority and responsibilities are written clearly for each department. To ensure accuracy and compliance with law and the Company's regulation, internal control systems for each operational process were established to verify and control the operation of each department.

4. Information and Communication

The Company always gives importance to information technology system and communication system so that the compiling and analyzing of data were done accuracy, and in time. Standard of operations were set up for the staff to be able to receive information clearly and correctly which also support the decision making of the management and the Board of Directors on both problem solving and planning especially the accounting and financial information.

5. Monitoring

The Company has always monitored its business operating result in order to be able to achieve the set goals. Management meeting is set up at least once a month to monitor the operating result. In case of an urgent problem arising from other significant factors which might seriously affect the normal operation of the Company, an ad hoc meeting can also be held. In addition, the Company also set up Internal Audit Unit which reports directly to the Audit Committee to carry out the internal auditing on the operation of each department of the Company. Its objectives are :

- 1) To increase the efficiency of the Company's operations and report the result to Audit Committee and management.
- 2) To ensure that the Company's assets are utilized efficiently.
- 3) To report to the Audit Committee and management about the possible problems so that preventive solution could be done in time.
- 4) To ensure the existence of appropriate internal control systems and ensure that the set systems were carried out properly.

Head of Internal Audit

Mr. Weerawat Skulmeerit was appointed the Manager – Internal Audit Dept. of the Company since 1 July, 2013. The Audit Committee had considered that he has the abilities and experiences in internal audit functions in the organization with the same nature of business and that he is able to understand the Company's activities and operation. In addition, his past training in various internal control and audit courses also equip him to carry out his duties in such position well. Therefore, the Audit Committee views that Mr. Weerawat is suitable for the position.

The appointment or withdrawn or transfer of the Head of Internal Audit of the Company needs to be approved by the Audit Committee. (please see detail of Internal Audit Manager below)

Risk Management

The Company has set up policy and process for risk management so that the management can used as guideline for operation. Management is responsible in determining and designing of work systems including the identifying of risk factors. Such business operation or systems planning which taking into account the risk factors enable the management to design the systems well within the acceptable risk level of the Company.

Details of Internal Audit Manager as of 2015

| Name / Position / Starting date | Age | Education / Training | Share holding (%) | Relationship between Directors/ Management | Working Experience | | |
|--|-----|--|-------------------|--|--------------------|---|--|
| | | | | | Period | Position | Organization/Type of Business |
| Mr. Weerawat Skulmeerit Internal Audit Manager / | 39 | Bachelor of Accounting, Dhurakitpundit University - CPIAT22 @The Institute of Internal Auditors of Thailand.(IIA) - IACP Generation5@Federation of Accounting Professions. (FAP) - COSO - ERM EVALUATION (FAP) - PRINCIPLES OF FRAUD AUDITING (FAP) - AUDIT REPORT WRITING (FAP) - Internal Audit Procedures (IIAT) - Understand Each TFRS (FAP) - Standard All TFRS For NPAEs (FAP) - Microsoft Dynamics Ax - Introduction to IT Governance (FAP) - Computer Audit Technologies (FAP) - IT Risk (FAP) | -none- | -none- | 2013 – Jan 16 | Internal Audit Manager | Group Lease Pcl. (Hire purchase Business) |
| | | | | | 2011 – 2013 | Operation Control Supervisor | Suzuki Leasing International (Thailand), (leasing business) |
| | | | | | 2006 – 2010 | Internal Audit and Secretary of Audit Committee | Siam General Factoring Plc.(financial business) |
| | | | | | 2004 – 2006 | Audit Assistant | Pitisevi & Company (Auditing service) |

Related Party Transactions

The financial statement of Group Lease Public Company Limited as of December 31, 2015 and 2014 presents related transaction as follows :

The relationship between the Company and the related parties are summarized below.

| Name of related parties | Relationship with the Company |
|---|---|
| Group Lease Holdings Pte. Ltd. | Subsidiary |
| Thanaban Company Limited | Subsidiary |
| GL Finance Plc. | Subsidiary (held by a subsidiary) |
| GL Leasing (Lao) Company Limited | Subsidiary (held by a subsidiary) |
| Asia Partnership Fund Pte. Ltd. | Company's director is major shareholders of that company / Common director |
| A.P.F. Group Co., Ltd. | Company's director is major shareholders of that company / Common director |
| Devenco Management and Consulting Co., Ltd. | Common director with GLF (resigned from GLS during the year) |
| Engine Holdings Asia Pte. Ltd. | Company's director is major shareholders of that company / Common director |
| Cambodian People Micro Insurance PLC. | Common director with the company and GLF |
| Tennis Federation of Cambodia | GLF's director is General Secretary of the Federation (resigned from General Secretary of the Federation during the year) |

Related transaction between the company and subsidiary companies as at 31 December 2015 and 2014

| Buyer / Customer | Seller / Service Provider | Transactions | Amount (Thousand Baht) | | Pricing Policy | Reasonability / Necessity |
|--------------------------------|---------------------------|--|---------------------------|-----------|----------------|---|
| | | | 31 Dec 15 | 31 Dec 14 | | |
| GL Finance Plc. | The Company | Hire-Purchase Interest Income | 93 | 126 | Contract | The company provide hire-purchase service for agricultural machinery to GL Finance Plc. for donation to the educational institution with the market interest rate as in the general business. |
| | | Interest income | 141 | 226 | 7% per annum | The company lend to GL Finance Plc. to support business expansion in regional country with an interest rate close to the normal rate when the company borrow from the bank. |
| | | <u>Short-term loans to and interest receivable</u> | | | | |
| | | Beginning balance | 3,397 | 3,383 | | |
| | | Increase | 141 | 227 | | |
| | | Decrease | (3,536) | (228) | | |
| | | Gain from exchange rate | (2) | 15 | | |
| | | Ending Balance | - | 3,397 | | |
| | | Hire purchase and installment sales receivables | 1,031 | 1,159 | | The company provide hire-purchase service for agricultural machinery to GL Finance Plc. for donation to the educational institution |
| | | Other current assets | 359 | - | | Advance payment for GL Finance Plc. as a general business. |
| | | Accrued expenses | 334 | 1,057 | | GL Finance Plc. paid for the company as a general business. |
| Group Lease Holdings Pte. Ltd. | The Company | Other income | 101 | - | Contract | The company has an office space rental agreement with Group Lease Holdings PteLtd. with the market rate and general business conditions. |
| | | Interest Income | 137,855 | 29,266 | 7% per annum | The company lend to Group Lease HoldingsPte. Ltd. to support business expansion in regional country with an interest rate close to the normal rate when the company borrowfrom the bank. |
| | | <u>Short-term loans to and interest receivable</u> | | | | |
| | | Beginning balance | 764,515 | 200,499 | | |
| | | Increase | 4,240,572 | 564,016 | | |
| | | Decrease | (1,009,524) | - | | |
| | | Gain from ex-rate | 20,827 | - | | |
| | | Ending Balance | 4,016,390 | 764,515 | | |
| | | Other current assets | 4,096 | - | | Advance expense for the normal business. |
| | | Accrued expense | 49,826 | - | | The Company has service agreement with Group Lease Holdings Pte. Ltd. as a kind of management fee base on general business condition and has the highest benefit the the company. |
| | | Other current liabilities | 236 | | | Group Lease HoldingsPte. Ltd. has advance payment for the normal business. |

| Related transaction between the company and subsidiary companies as at 31 December 2015 and 2014 | | | | | | |
|--|---------------------------|--|---------------------------|-----------|-----------------|--|
| Buyer / Customer | Seller / Service Provider | Transactions | Amount (Thousand Baht) | | Pricing Policy | Reasonability / Necessity |
| | | | 31 Dec 15 | 31 Dec 14 | | |
| Thanaban Company Limited | The Company | Other income | 91,583 | 37,703 | Contract rate | The company provide management and other services for Thanaban company limited. |
| | | Interest Income | 7,957 | 36,619 | 5.50% per annum | The company lend to Thanaban company limited to replace existing loans with an interest rate close to the normal rate when the company borrow from the bank. |
| | | <u>Short-term loans to and interest receivable</u> | | | | |
| | | Beginning balance | 422,254 | - | | |
| | | Increase | 7,957 | 903,778 | | |
| | | Decrease | (430,211) | (481,524) | | |
| | | Ending Balance | - | 422,254 | | |
| | | Other current assets | 8,859 | 7,569 | | The company provide management and other services for Thanaban company limited. And these transactions are needed and for the highest benefit of the company's business. |
| | | Other current liabilities | 1,571 | - | | Advance payment received from providing the telephone system with the general business conditions and for the highest benefit of the company. |
| Audit Committee's opinion : The Audit Committee has reviewed and validated above transactions, and gave the opinion that the purpose of these transactions are to support the company's business expansion in the regional country with an interest rate close to the normal rate when the company borrow from the bank. And these transactions are needed and for the company's business. For the hire-purchase service for the machinery to support educational institution with the market interest rate as in the general business. This transaction has benefit as a kind of promotion for the subsidiary in the regional country. And management services involved in doing the general business for the highest benefit of the company's business. (arm's length basis) | | | | | | |

Other Related transactions between related parties as at 31 December 2015 and 2014

| Buyer / Customer | Seller/ Service Provider | Transactions | Amount (Thousand Baht) | | Pricing Policy | Reasonability / Necessity |
|---|---------------------------------------|---|---------------------------|-----------|----------------|---|
| | | | 31 Dec 15 | 31 Dec 14 | | |
| GL Finance Plc. | Cambodian People Micro Insurance PLC. | Interest Expense | 289 | - | 6%per annum | GL Finance Plc. borrow from Cambodian People Micro Insurance PLC. for motorcycle hire-purchase business expansion in Cambodia with an interest rate close to the market rate. |
| | | <u>Short-term loans to and interest receivable</u> | | | | |
| | | Beginning balance | - | - | | |
| | | Increase | 3,545 | - | | |
| | | Decrease | - | - | | |
| | | Exchange diff on translation of fin. stat in foreign currency | 320 | - | | |
| | | Ending Balance | 3,865 | - | | |
| GL Finance Plc. | Director of subsidiary | Interest expense | 261 | - | 6%per annum | GL Finance Plc. borrow from director of subsidiary for motorcycle hire-purchase business expansion in Cambodia with an interest rate close to the market rate |
| | | <u>Short-term loans to and interest receivable</u> | | | | |
| | | Beginning balance | - | - | | |
| | | Increase | 130,481 | - | | |
| | | Decrease | (130,220) | - | | |
| | | Exchange diff on translation of finstat in foreign currency | (11) | - | | |
| | | Ending Balance | 250 | - | | |
| Devenco Management and Consulting Co., Ltd. | Group Lease HoldingsPte Ltd | Interest Income | 158 | 2,215 | 6-9%per annum | Group Lease Holdings Pte. Ltd.lend to Devenco Management and Consulting Co., Ltd. to support business expansion in regional country with an interest rate close to the normal rate when the company borrow from the bank. |
| | | <u>Short-term loans to and interest receivable</u> | | | | |
| | | Beginning balance | 31,083 | 51,341 | | |
| | | Increase | 158 | 2,216 | | |
| | | Decrease | (31,241) | (22,661) | | |
| | | Gain (Loss) from exchange rate | - | 23 | | |
| | | Exchange diff on translation of finstat in foreign currency | - | 164 | | |
| | | Ending Balance | - | 31,083 | | |

Other Related transactions between related parties as at 31 December 2015 and 2014

| Buyer / Customer | Seller / Service Provider | Transactions | Amount (Thousand Baht) | | Pricing Policy | Reasonability / Necessity |
|--|----------------------------------|---|---------------------------|-----------|----------------|--|
| | | | 31 Dec 15 | 31 Dec 14 | | |
| Tennis Federation of Cambodia | Group Lease Holdings Pte Ltd | Interest Income | 89 | 315 | 6-9% per annum | Group Lease Holdings Pte. Ltd. lend to Tennis Federation of Cambodia to promote the business in regional country and With interest rate close to the normal rate when the company borrow from the bank. |
| | | <u>Short-term loans to and interest receivable</u> | | | | |
| | | Beginning Balance | 5,049 | 3,821 | | |
| | | Increase | 89 | 1,370 | | |
| | | Decrease | (5,138) | (162) | | |
| | | Exchange diff on translation of finstat in foreign currency | - | 20 | | |
| | | Ending Balance | - | 5,049 | | |
| Director of subsidiary | Group Lease Holdings Pte Ltd | Interest Income | - | 14 | 6-9% per annum | Group Lease Holdings Pte. Ltd. lend to director of subsidiary to prepare business operation after receiving a license to operate a motorcycle leasing business in Laos with an interest rate close to the normal rate when the company borrow from the bank. |
| | | <u>Short-term loans to and interest receivable</u> | | | | |
| | | Beginning Balance | 2,293 | - | | |
| | | Increase | 2,728 | 2,264 | | |
| | | Decrease | (5,021) | - | | |
| | | Exchange diff on translation of finstat in foreign currency | - | 29 | | |
| | | Ending Balance | - | 2,293 | | |
| Director of the company and subsidiary | GL Finance Plc. | Other current assets | 11,275 | - | | GL Finance Plc. do advance payment for the director of subsidiary as a general business. |
| A.P.F. Group Co., Ltd. | GL Leasing (Lao) Company Limited | Other current assets | 13,130 | - | Contract price | A.P.F. Group Co., Ltd. provided the subsidy to GL Leasing (Lao) Company Limited in order to support business in overseas from obtaining a motorcycle hire-purchase financing business license in Lao |
| Engine Holdings Asia Pte. Ltd | Group Lease Holdings Pte Ltd | Other current assets | 2,813 | - | | Group Lease Holdings Pte. Ltd. do advance payment for Engine Holdings Asia Pte. Ltd. as a general business. |

Other Related transactions between related parties as at 31 December 2015 and 2014

| Buyer / Customer | Seller / Service Provider | Transactions | Amount (Thousand Baht) | | Pricing Policy | Reasonability / Necessity |
|------------------------------|---------------------------|--|---------------------------|-----------|----------------|--|
| | | | 31 Dec 15 | 31 Dec 14 | | |
| Group Lease Holdings Pte Ltd | A.P.F. Group Co., Ltd. | Interest expense | - | 19 | 6% per annum | Group Lease Holdings Pte. Ltd. borrows from A.P.F. Group Co., Ltd. to support business expansion in foreign country with the interest rate close to the market rate. |
| | | <u>Short-term loans from and interest payable to related party</u> | | | | |
| | | Beginning Balance | 19,797 | - | | |
| | | Increase | 9,996 | 19,797 | | |
| | | Decrease | (29,793) | - | | |
| | | Ending Balance | - | 19,797 | | |
| | | Deposit | - | 70,217 | | As at 31 December 2014, a deposit of GLH that has been pledged as collateral with A.P.F. Group Co., Ltd. who assisted with procurement of debentures from a financial institution. GLH cancelled the debentures arrangement later A.P.F. Group Co., Ltd. returned the deposit to GLH in February 2015. |

Audit Committee's opinion :

The Audit Committee has reviewed and validated above transactions, and gave the opinion that the purpose of these transactions are to support the company's business expansion in the regional country with an interest rate close to the normal rate when the company borrows from the bank. And these transactions are needed and for the highest benefit of the company's business. (arm's length basis)

Financial Highlight

Conclusion of Auditors' Report

In the past three years the Company's financial statements has been audited and the opinion from the auditors as follows :

| Financial Statement | Company | Auditors' Name | CPA No. | Opinion |
|---------------------|------------------------------|--------------------------|---------|-------------|
| 2014 | EY Office Limited | Ms.Rungnapa Lertsuwankul | 3516 | Unqualified |
| 2013 | EY Office Limited | Ms.Rungnapa Lertsuwankul | 3516 | Unqualified |
| 2012 | Ernst & Young Office Limited | Ms.Pimjai Manitkajornkit | 4521 | Unqualified |

งบแสดงฐานะการเงินของบริษัทกรุปลีส์จำกัด (มหาชน) และบริษัทย่อย

The financial position of Group Lease Public Company Limited and its subsidiaries

หน่วย : ล้านบาท /Unit: Million Baht

| | งบการเงินรวม | | | | | | งบการเงินเฉพาะกิจการ | | | | | |
|---|-----------------------------------|--------------|---------------------|--------------|---------------------|--------------|-------------------------------|--------------|---------------------|--------------|---------------------|--------------|
| | Consolidated financial statements | | | | | | Separate financial statements | | | | | |
| | ปี 2558 | | ปี 2557 | | ปี 2556 | | ปี 2558 | | ปี 2557 | | ปี 2556 | |
| | 2015 | | 2014 | | 2013 | | 2015 | | 2014 | | 2013 | |
| | จำนวนเงิน Amount | ร้อยละ % | จำนวนเงิน Amount | ร้อยละ % | จำนวนเงิน Amount | ร้อยละ % | จำนวนเงิน Amount | ร้อยละ % | จำนวนเงิน Amount | ร้อยละ % | จำนวนเงิน Amount | ร้อยละ % |
| สินทรัพย์ Assets | | | | | | | | | | | | |
| สินทรัพย์หมุนเวียน Current assets | | | | | | | | | | | | |
| เงินสดและรายการเทียบเท่า เงินสด Cash and cash equivalents | 1,044.89 | 9.71 | 357.45 | 4.92 | 320.55 | 5.83 | 552.22 | 5.52 | 71.16 | 0.99 | 86.16 | 1.58 |
| ลูกหนี้ตามสัญญาเช่าซื้อและขายผ่อนชำระที่ถึงกำหนดชำระภายในหนึ่งปี Current portion of hire purchase and installment | 3,198.88 | 29.71 | 3,172.39 | 43.62 | 2,208.37 | 40.18 | 2,095.26 | 20.93 | 2,330.50 | 32.38 | 2,145.49 | 39.22 |
| ลูกหนี้สินเชื่อแก่ผู้บริโภคมียสินทรัพย์ค้ำประกันส่วนที่ถึงกำหนดชำระภายในหนึ่งปี Current portion of asset-backed loan receivables | 113.09 | 1.05 | - | - | - | - | - | - | - | - | - | - |
| สินทรัพย์รอการขาย Assets foreclosed | 32.95 | 0.31 | 23.60 | 0.32 | 21.15 | 0.38 | 14.91 | 0.15 | 14.07 | 0.20 | 21.15 | 0.39 |
| เงินให้กู้ยืมระยะสั้นและดอกเบี้ยค้างรับ Short-term loan and interest receivable | 2,152.93 | 20.00 | 24.78 | 0.34 | 23.37 | 0.43 | 18.78 | 0.19 | - | - | - | - |
| เงินให้กู้ยืมระยะสั้นและดอกเบี้ยค้างรับจากกิจการที่เกี่ยวข้องกัน Short-term loan to and interest receivable from related parties | - | - | 38.43 | 0.53 | 55.16 | 1.00 | 4,016.39 | 40.13 | 1,190.17 | 16.54 | 203.88 | 3.73 |
| สินทรัพย์หมุนเวียนอื่น Other current assets | 227.41 | 2.11 | 142.30 | 1.96 | 133.13 | 2.42 | 109.58 | 1.09 | 115.22 | 1.59 | 123.57 | 2.25 |
| รวมสินทรัพย์หมุนเวียน Total current assets | 6,770.15 | 62.89 | 3,758.95 | 51.69 | 2,761.73 | 50.24 | 6,807.14 | 68.01 | 3,721.12 | 51.70 | 2,580.25 | 47.17 |
| สินทรัพย์ไม่หมุนเวียน Non-current assets | | | | | | | | | | | | |
| เงินฝากประจำที่มีภาระค้ำประกัน Pledged fixed deposit at financial institution | 0.33 | 0.01 | 0.32 | 0.01 | 0.31 | 0.01 | 0.33 | 0.01 | 0.32 | 0.01 | 0.31 | 0.01 |
| เงินจ่ายล่วงหน้าค่าหุ้น Share subscription payment in advance | - | - | - | - | - | - | - | - | - | - | 330.82 | 6.05 |
| เงินลงทุนในบริษัทย่อย Investment in subsidiary company | - | - | - | - | - | - | 1,200.12 | 11.99 | 1,071.21 | 14.88 | 110.70 | 2.02 |
| ลูกหนี้ตามสัญญาเช่าซื้อและขายผ่อนชำระที่ถึงกำหนดชำระเกินกว่าหนึ่งปี Hire purchase and installment salesreceivables - long-term Portion | 2,848.47 | 26.46 | 2,922.96 | 40.20 | 2,323.23 | 42.27 | 1,786.82 | 17.85 | 2,202.28 | 30.60 | 2,275.92 | 41.60 |
| ลูกหนี้สินเชื่อแก่ผู้บริโภคโดยมีสินทรัพย์ค้ำประกัน Long-term portion of asset-backed loan receivables | 28.06 | 0.26 | - | - | - | - | - | - | - | - | - | - |
| เงินให้กู้ยืมระยะยาว Long-term loans | 604.59 | 5.61 | - | - | - | - | - | - | - | - | - | - |

| | งบการเงินรวม | | | | | | งบการเงินเฉพาะกิจการ | | | | | |
|--|-----------------------------------|---------------|---------------------|---------------|---------------------|---------------|-------------------------------|---------------|---------------------|---------------|---------------------|---------------|
| | Consolidated financial statements | | | | | | Separate financial statements | | | | | |
| | ปี 2558 | | ปี 2557 | | ปี 2556 | | ปี 2558 | | ปี 2557 | | ปี 2556 | |
| | 2015 | | 2014 | | 2013 | | 2015 | | 2014 | | 2013 | |
| | จำนวนเงิน Amount | ร้อยละ % | จำนวนเงิน Amount | ร้อยละ % | จำนวนเงิน Amount | ร้อยละ % | จำนวนเงิน Amount | ร้อยละ % | จำนวนเงิน Amount | ร้อยละ % | จำนวนเงิน Amount | ร้อยละ % |
| ที่ดิน อาคารและอุปกรณ์ Property, plant and equipment | 115.98 | 1.08 | 100.64 | 1.38 | 70.88 | 1.29 | 73.82 | 0.74 | 62.42 | 0.87 | 61.02 | 1.12 |
| สินทรัพย์ไม่มีตัวตน Intangible assets | 101.07 | 0.94 | 95.92 | 1.32 | 105.07 | 1.91 | 15.50 | 0.15 | 6.45 | 0.09 | - | - |
| ค่าความนิยม Goodwill | 122.52 | 1.14 | 118.13 | 1.62 | 43.68 | 0.79 | - | - | - | - | - | - |
| สินทรัพย์ภาษีเงินได้รอตัดบัญชี Deferred tax assets | 62.87 | 0.58 | 112.65 | 1.55 | 60.98 | 1.11 | 51.32 | 0.51 | 70.81 | 0.98 | 60.98 | 1.11 |
| สินทรัพย์ไม่หมุนเวียนอื่น Other non-current assets | 111.08 | 1.03 | 162.35 | 2.23 | 130.63 | 2.38 | 74.10 | 0.74 | 63.00 | 0.87 | 50.47 | 0.92 |
| รวมสินทรัพย์ไม่หมุนเวียน Total non-current assets | 3,994.97 | 37.11 | 3,512.97 | 48.31 | 2,734.78 | 49.76 | 3,202.01 | 31.99 | 3,476.49 | 48.30 | 2,890.22 | 52.83 |
| รวมสินทรัพย์ Total assets | 10,765.12 | 100.00 | 7,271.92 | 100.00 | 5,496.51 | 100.00 | 10,009.15 | 100.00 | 7,197.61 | 100.00 | 5,470.47 | 100.00 |
| หนี้สินและส่วนของผู้ถือหุ้น Liabilities and shareholders' equity | | | | | | | | | | | | |
| หนี้สินหมุนเวียน Current liabilities | | | | | | | | | | | | |
| เงินกู้ยืมระยะสั้นจากสถาบันการเงิน Short-term loans from financial institutions | 349.05 | 3.24 | 250.00 | 3.44 | 13.55 | 0.25 | 349.05 | 3.49 | 250.00 | 3.47 | 13.55 | 0.25 |
| เจ้าหนี้การค้า Trade accounts payable | 46.45 | 0.43 | 9.08 | 0.12 | 4.32 | 0.08 | 5.10 | 0.05 | 6.35 | 0.09 | 3.22 | 0.06 |
| เงินกู้ยืมระยะสั้นและดอกเบี้ยค้างจ่ายแก่ กิจการที่เกี่ยวข้องกัน Short-term loans from and interest payable to related party | 4.11 | 0.04 | 19.80 | 0.27 | - | - | - | - | - | - | - | - |
| เงินกู้ยืมระยะยาวที่ถึงกำหนดชำระภายในหนึ่งปี Current portion of long-term loans | 1,557.85 | 14.47 | 2,547.81 | 35.04 | 1,808.59 | 32.90 | 1,522.18 | 15.21 | 2,547.81 | 35.40 | 1,808.59 | 33.06 |
| ภาษีเงินได้ค้างจ่าย Income tax payable | 53.32 | 0.50 | - | - | 49.44 | 0.90 | 29.48 | 0.29 | - | - | 45.48 | 0.83 |
| เจ้าหนี้ค่าเบี้ยประกัน Insurance premium payables | 11.21 | 0.10 | 11.72 | 0.16 | 10.10 | 0.18 | 7.01 | 0.07 | 9.68 | 0.13 | 9.21 | 0.17 |
| ค่าใช้จ่ายค้างจ่าย Accrued expenses | 77.73 | 0.72 | 56.53 | 0.78 | 28.91 | 0.53 | 74.24 | 0.74 | 26.30 | 0.36 | 22.56 | 0.41 |
| หนี้สินหมุนเวียนอื่น Other current liabilities | 76.08 | 0.71 | 54.36 | 0.75 | 24.47 | 0.44 | 49.39 | 0.49 | 29.60 | 0.41 | 21.78 | 0.40 |
| รวมหนี้สินหมุนเวียน Total current liabilities | 2,175.80 | 20.21 | 2,949.30 | 40.56 | 1,939.38 | 35.28 | 2,036.45 | 20.34 | 2,869.74 | 39.86 | 1,924.39 | 35.18 |
| หนี้สินไม่หมุนเวียน Non-current liabilities | | | | | | | | | | | | |
| เงินกู้ยืมระยะยาว - สุทธิจากส่วนที่ถึง กำหนดชำระภายในหนึ่งปี Long-term loans, net of current portion | 504.59 | 4.69 | 1,312.05 | 18.04 | 1,288.93 | 23.45 | 360.49 | 3.60 | 1,312.05 | 18.23 | 1,288.93 | 23.56 |

| | งบการเงินรวม | | | | | | งบการเงินเฉพาะกิจการ | | | | | |
|--|-----------------------------------|---------------|---------------------|---------------|---------------------|---------------|-------------------------------|---------------|---------------------|---------------|---------------------|---------------|
| | Consolidated financial statements | | | | | | Separate financial statements | | | | | |
| | ปี 2558 | | ปี 2557 | | ปี 2556 | | ปี 2558 | | ปี 2557 | | ปี 2556 | |
| | 2015 | | 2014 | | 2013 | | 2015 | | 2014 | | 2013 | |
| | จำนวนเงิน Amount | ร้อยละ % | จำนวนเงิน Amount | ร้อยละ % | จำนวนเงิน Amount | ร้อยละ % | จำนวนเงิน Amount | ร้อยละ % | จำนวนเงิน Amount | ร้อยละ % | จำนวนเงิน Amount | ร้อยละ % |
| หุ้นกู้ Debentures | 493.61 | 4.58 | 488.30 | 6.71 | - | - | 493.61 | 4.94 | 488.30 | 6.79 | - | - |
| ประมาณการหนี้สินระยะยาว สำรองผลประโยชน์ระยะยาวพนักงาน Provision for long-term liabilities Provision for long-term employee benefits | 7.48 | 0.07 | 6.38 | 0.09 | 4.16 | 0.08 | 7.48 | 0.07 | 6.38 | 0.09 | 4.16 | 0.08 |
| เงินประกันความเสียหายตามสัญญาเช่าซื้อ Cash guarantee for damage on hire purchase agreements | 2.18 | 0.02 | 2.32 | 0.03 | 2.30 | 0.04 | 2.06 | 0.02 | 2.20 | 0.03 | 2.30 | 0.04 |
| หนี้สินภาษีเงินได้รอตัดบัญชี Deferred tax liabilities | - | - | - | - | 0.66 | 0.01 | - | - | - | - | - | - |
| รวมหนี้สินไม่หมุนเวียน Total non-current liabilities | 1,007.86 | 9.36 | 1,809.05 | 24.87 | 1,296.05 | 23.58 | 863.64 | 8.63 | 1,808.93 | 25.14 | 1,295.39 | 23.68 |
| รวมหนี้สิน Total liabilities | 3,183.66 | 29.57 | 4,758.35 | 65.43 | 3,235.43 | 58.86 | 2,900.09 | 28.97 | 4,678.67 | 65.00 | 3,219.78 | 58.86 |
| ส่วนของผู้ถือหุ้น Shareholders' equity | | | | | | | | | | | | |
| ทุนที่ออกและชำระแล้ว มูลค่าหุ้นละ 0.50 บาท Issued and paid-up capital of Baht 0.50 each | 713.64 | 6.63 | 542.88 | 7.47 | 512.35 | 9.32 | 713.64 | 7.13 | 542.88 | 7.55 | 512.35 | 9.37 |
| ส่วนเกินมูลค่าหุ้นสามัญ Share premium | 4,254.63 | 39.52 | 1,084.25 | 14.91 | 933.68 | 16.99 | 4,254.63 | 42.51 | 1,084.25 | 15.06 | 933.68 | 17.07 |
| เงินรับล่วงหน้าค่าหุ้น Share subscription received in advance | 981.05 | 9.11 | - | - | 1.00 | 0.02 | 981.05 | 9.80 | - | - | 1.00 | 0.02 |
| ใบสำคัญแสดงสิทธิซื้อหุ้นสามัญ Warrants | - | - | - | - | 0.54 | 0.01 | - | - | - | - | 0.54 | 0.01 |
| ส่วนทุนจากการจ่ายโดยใช้หุ้นเป็นเกณฑ์ Capital reserve for share-based pay- ment transactions | - | - | 3.58 | 0.05 | 2.22 | 0.04 | - | - | 3.59 | 0.05 | 2.22 | 0.04 |
| กำไรสะสม Retained earnings | | | | | | | | | | | | |
| จัดสรรแล้วสำรองตามกฎหมาย Appropriated - statutory reserve | 76.96 | 0.72 | 72.09 | 0.99 | 72.09 | 1.31 | 76.96 | 0.77 | 72.09 | 1.00 | 72.09 | 1.32 |
| ยังไม่ได้จัดสรร Unappropriated | 1,283.83 | 11.93 | 774.52 | 10.65 | 715.40 | 13.02 | 1,082.78 | 10.82 | 816.13 | 11.34 | 728.81 | 13.31 |
| ผลต่างจากการแปลงค่าบการเงินที่เป็น เงินตราต่างประเทศ Exchange differences on translation of financial statements in foreign currency | 271.35 | 2.52 | 36.25 | 0.50 | 23.80 | 0.43 | - | - | - | - | - | - |
| รวมส่วนของผู้ถือหุ้น Total shareholders' equity | 7,581.46 | 70.43 | 2,513.57 | 34.57 | 2,261.08 | 41.14 | 7,109.06 | 71.03 | 2,518.94 | 35.00 | 2,250.69 | 41.14 |
| รวมหนี้สินและส่วนของผู้ถือหุ้น Total liabilities and shareholders' equity | 10,765.12 | 100.00 | 7,271.92 | 100.00 | 5,496.51 | 100.00 | 10,009.15 | 100.00 | 7,197.61 | 100.00 | 5,470.47 | 100.00 |

งบกำไรขาดทุนเบ็ดเสร็จของบริษัทรูปีสจำกัด (มหาชน) และบริษัทย่อย
Statement of comprehensive income of Group Lease Public
Company Limited and its subsidiaries

หน่วย : ล้านบาท /Unit: Million Baht

| | งบการเงินรวม | | | | | | งบการเงินเฉพาะกิจการ | | | | | |
|---|-----------------------------------|---------------|---------------------|---------------|---------------------|---------------|-------------------------------|---------------|---------------------|---------------|---------------------|---------------|
| | Consolidated financial statements | | | | | | Separate financial statements | | | | | |
| | ปี 2558 | | ปี 2557 | | ปี 2556 | | ปี 2557 | | ปี 2556 | | ปี 2555 | |
| | 2015 | | 2014 | | 2013 | | 2014 | | 2013 | | 2012 | |
| | จำนวนเงิน Amount | ร้อยละ % | จำนวนเงิน Amount | ร้อยละ % | จำนวนเงิน Amount | ร้อยละ % | จำนวนเงิน Amount | ร้อยละ % | จำนวนเงิน Amount | ร้อยละ % | จำนวนเงิน Amount | ร้อยละ % |
| รายได้ Revenues | | | | | | | | | | | | |
| รายได้ดอกผลเช่าซื้อ Hire purchase interest income | 1,898.44 | 76.28 | 1,676.42 | 90.02 | 1,258.28 | 85.51 | 1,332.84 | 74.46 | 1,389.65 | 86.51 | 1,251.39 | 86.80 |
| รายได้ดอกผลจากสินเชื่อแก่ผู้บริโภคร่วม มีสินทรัพย์ค้ำประกัน Asset - backed loan interest income | 25.48 | 1.03 | - | - | - | - | - | - | - | - | - | - |
| รายได้อื่น Other income | 564.78 | 22.69 | 185.93 | 9.98 | 213.26 | 14.49 | 457.17 | 25.54 | 216.72 | 13.49 | 190.26 | 13.20 |
| รวมรายได้ Total revenues | 2,488.70 | 100.00 | 1,862.35 | 100.00 | 1,471.54 | 100.00 | 1,790.01 | 100.00 | 1,606.37 | 100.00 | 1,441.65 | 100.00 |
| ค่าใช้จ่าย Expenses | | | | | | | | | | | | |
| ค่าใช้จ่ายในการให้บริการและบริหาร Services and administrative expenses | 784.37 | 31.52 | 547.64 | 29.41 | 362.84 | 24.66 | 476.32 | 26.61 | 353.96 | 22.03 | 318.48 | 22.09 |
| หนี้สูญและหนี้สงสัยจะสูญ Bad debts and doubtful accounts | 356.57 | 14.33 | 494.86 | 26.57 | 343.64 | 23.35 | 322.57 | 18.02 | 441.37 | 27.48 | 342.42 | 23.75 |
| ขาดทุนจากการจำหน่ายสินทรัพย์ รอกการขาย Loss on disposals of foreclosed assets | 355.03 | 14.27 | 431.82 | 23.19 | 314.39 | 21.36 | 309.20 | 17.27 | 377.81 | 23.52 | 314.39 | 21.81 |
| รวมค่าใช้จ่าย Total expenses | 1,495.97 | 60.12 | 1,474.32 | 79.16 | 1,020.87 | 69.37 | 1,108.09 | 61.90 | 1,173.14 | 73.03 | 975.29 | 67.65 |
| กำไรก่อนค่าใช้จ่ายทางการเงินและค่าใช้จ่ายภาษีเงินได้ Profit before finance cost and Income tax expenses | 992.73 | 39.89 | 388.03 | 20.84 | 450.67 | 30.63 | 681.92 | 38.10 | 433.23 | 26.97 | 466.36 | 32.35 |
| ค่าใช้จ่ายทางการเงิน Finance cost | (266.77) | (10.72) | (250.42) | (13.45) | (145.71) | (9.90) | (256.91) | (14.35) | (250.39) | (15.59) | (145.71) | (10.11) |
| ค่าใช้จ่ายภาษีเงินได้ Income tax expenses | (143.07) | (5.75) | (19.89) | (1.07) | (64.65) | (4.40) | (84.80) | (4.74) | (36.89) | (2.30) | (62.80) | (4.36) |
| กำไรสุทธิสำหรับปี Profit for the year | 582.89 | 23.42 | 117.72 | 6.32 | 240.31 | 16.33 | 340.21 | 19.01 | 145.95 | 9.08 | 257.85 | 17.88 |
| กำไรต่อหุ้นขั้นพื้นฐาน (บาท) Basis earnings per share (Baht) | 0.49 | | 0.11 | | 0.25 | | 0.29 | | 0.14 | | 0.27 | |

อัตราส่วนทางการเงินที่สำคัญ

Financial Ratio

| | งบการเงินรวม | | | งบการเงินเฉพาะกิจการ | | |
|---|-----------------------------------|---------|---------|-------------------------------|---------|---------|
| | Consolidated financial statements | | | Separate financial statements | | |
| | ปี 2558 | ปี 2557 | ปี 2556 | ปี 2558 | ปี 2557 | ปี 2556 |
| | 2015 | 2014 | 2013 | 2015 | 2014 | 2013 |
| อัตราส่วนแสดงความสามารถในการหากำไร Profitability Ratio | | | | | | |
| อัตราดอกเบี้ยรับ (%) Yield Rate | 31.32 | 31.55 | 32.84 | 31.68 | 31.04 | 33.14 |
| อัตราดอกเบี้ยจ่าย (%) Interest Rate | 7.09 | 6.48 | 5.97 | 7.02 | 6.50 | 5.97 |
| ส่วนต่างอัตราดอกเบี้ย (%) Net Yield Rate | 24.23 | 25.07 | 26.87 | 24.66 | 24.54 | 27.17 |
| อัตรากำไรสุทธิ (%) Net Profit Rate | 23.42 | 6.32 | 16.33 | 19.01 | 9.09 | 17.89 |
| อัตราผลตอบแทนผู้ถือหุ้น (%) Return on Equity | 11.55 | 4.93 | 12.49 | 7.07 | 6.12 | 13.45 |
| อัตราส่วนแสดงประสิทธิภาพในการดำเนินงาน Efficiency Ratio | | | | | | |
| อัตราผลตอบแทนจากสินทรัพย์ (%) Return on Total Assets | 6.46 | 1.84 | 5.36 | 3.95 | 2.30 | 5.77 |
| อัตราการหมุนของสินทรัพย์ (เท่า) Total Assets Turn Over Ratio (Times) | 0.28 | 0.29 | 0.33 | 0.21 | 0.25 | 0.32 |
| อัตราส่วนวิเคราะห์นโยบายการเงิน Financial Policy Ratio | | | | | | |
| อัตราส่วนหนี้สินต่อส่วนผู้ถือหุ้น (เท่า) Ratio of Liability to Equity (times) | 0.42 | 1.89 | 1.43 | 0.41 | 1.86 | 1.43 |
| อัตราส่วนเงินให้กู้ยืมต่อเงินกู้ (เท่า) Ratio of Total Receivable to Loan from (times) | 1.63 | 1.37 | 1.57 | 1.15 | 1.16 | 1.55 |
| อัตราการจ่ายเงินปันผล (%) Dividend Rate | n/a | 56.63 | 69.23 | n/a | 45.68 | 64.52 |
| อัตราส่วนคุณภาพสินทรัพย์ Asset Quality Ratio | | | | | | |
| อัตราส่วนค่าเผื่อหนี้สงสัยจะสูญต่อสินเชื่อรวม (%) Ratio of Allowance for Doubtful Debt to Total Receivable | 5.56 | 8.42 | 7.94 | 6.96 | 8.71 | 8.09 |
| อัตราส่วนหนี้สูญต่อสินเชื่อรวม (%) Bad Debt to Total Receivable | 8.44 | 6.86 | 2.59 | 11.13 | 8.02 | 2.65 |
| อัตราส่วนเงินให้สินเชื่อที่หยุดรับรู้รายได้ต่อสินเชื่อรวม (%) Ratio of Non performing loan to Total Receivable | 5.45 | 8.69 | 8.65 | 7.41 | 9.13 | 8.85 |

Management Discussion & Analysis

The company had acquired shares of its subsidiaries in different years leading the operating result of 2013-2015 to have an impact from this factors apart from its normal operation as follow:

- In the year 2012, the company acquired Group Lease Holdings Pte., Ltd. and has started the consolidation of the financial statement at the end of 2012.
- In the third quarter of 2013, the company has started to consolidate on statement of comprehensive income with GL Finance Plc. (the subsidiary in Cambodia)
- In the third quarter of 2014, the company acquired Thanaban Company Limited. and has started to consolidate financial statement at Q3/2014.
- The second quarter of 2015, was the first quarter of financial consolidation with GL Leasing (Lao) Company limited. (the subsidiary in Lao)

Overall Operating Result

The Company operates motorcycle hire-purchase financing business in Bangkok & Metropolitan and the vicinity provincial areas. Of which the main income arise from such business and the overall operating result of this business relate to the motorcycle's manufacturing and sales industry. In the year 2015, the number of new registered motorcycle in Bangkok & Metropolitan were 418,774 units which was 1.06% increase from the year 2014 of 414,389 units even though the economic is considered to be at its stable stage factors such as the declining in price of the commodities, tourism that was affected by the political factors. Also the export that has decreases as other countries were still in their declining stage especially in Europe and China. In 2016 the forecast of the economic should be in an improving stage as the government has emphasized on a many bigger projects and the tourism in which we can see if from 4/2015. Whereas, on the other hand in America the economic seem to be improving which could potentially benefit the world economic. However, there is still an instability as in countries like Europe, Japan and especially China the economic are still in the sluggish stage. As many are still concern that prediction cannot be certain.

In the year 2014, the number of new motorcycles registration in Bangkok & Metropolitan were 414,389 units which was 11.13% increase from the year 2013 of 466,264 units. In 2014 Motorcycle sales was considered as stable when comparing to 2014 due to the economic and political situation in the foreign countries.

Although the overall motorcycle sales market was rather slow, the company was able to maintain the business growth. As of 31 December 2015, the Company had hire-purchase account receivable – net of Baht 3,882.08 million or decrease of 4,532.78 million or 14.36%. For the year 2015, total income was Baht 1,790.01 million, increase 11.43% from Baht 1,606.37 million of the year 2014.

As of 31 December 2014, the Company had hire-purchase account receivable - net 4,532.78 million or increase 2.52% from 4,421.41 million at the end of 2013. For the year 2014, the total income was Baht 1,606.37 million, increase 11.43% from Baht 1,441.65 million of the year 2013.

Revenue

Separate financial statements

| Revenue | Separate financial statements | | | | | |
|-------------------------------|-------------------------------|--------------------|-----------------|--------------------|-----------------|--------------------|
| | 2015 | | 2014 | | 2013 | |
| | Million Baht | % of total revenue | Million Baht | % of total revenue | Million Baht | % of total revenue |
| Hire purchase interest income | 1,332.84 | 74.46 | 1,389.65 | 86.51 | 1,251.39 | 86.80 |
| Other Incomes | 457.17 | 25.54 | 216.72 | 13.49 | 190.26 | 13.20 |
| Total | 1,790.01 | 100.00 | 1,606.37 | 100.00 | 1,441.65 | 100.00 |

From the Company's revenue structure, about 74% comes from hire purchase interest incomes. In the year 2015, the hire purchase interest incomes were Baht 1,332.84 million (or 74.46% of total revenues) decreased 4.09% from the year 2014 which recorded Baht 1,389.65 million relate to the growth of the hire-purchase portfolio. The portion of hire purchase interest income decreased from 86.51% in the year 2014 to 74.46% in the year 2015.

In the year 2014, hire purchase interest incomes were Baht 1,389.65 million (or 86.51 of total revenues) increased from the year 2013 which recorded at Baht 1,251.39 million or an increase of 11.05% from the growth of the hire purchase portfolio.

The other incomes were mainly from the penalty income, bad debts recovery, registration fee and management fee income. In year 2015, other incomes were Baht 457.17 million, increased from the year 2014 which were recorded at Baht 216.72 million or an increase of 110.95%. Other incomes has been increased significantly since year 2013, mainly from an improvement of collection efficiency and strategy to follow up the debt which was write off.

In 2014, the Company's other incomes were Baht 216.72 million which increases from the year 2013 recorded at Baht 190.26 million or an increase of 13.91%.

Consolidated financial statements

| Revenue | Consolidated financial statements | | | | | |
|-------------------------------------|-----------------------------------|--------------------|-----------------|--------------------|-----------------|--------------------|
| | 2015 | | 2014 | | 2013 | |
| | Million Baht | % of total revenue | Million Baht | % of total revenue | Million Baht | % of total revenue |
| Hire purchase interest income | 1,898.44 | 76.28 | 1,676.42 | 90.02 | 1,258.28 | 85.51 |
| Asset - backed loan interest income | 25.48 | 1.03 | - | - | - | - |
| Other Incomes | 564.78 | 22.69 | 185.93 | 9.98 | 213.26 | 14.49 |
| Total | 2,488.70 | 100.00 | 1,862.35 | 100.00 | 1,471.54 | 100.00 |

The Company's revenue structure of consolidated financial statements were similar to the separate financial statements. In the year 2015, hire purchase interest incomes were Baht 1,898.44 million (or 76.28% of total revenues) which increased 13.24% from the year 2014 which recorded at Baht 1,676.42 million related to the growth of the hire-purchase portfolio especially in Cambodia as well as GL Leasing (Lao) Co.Ltd. which the company acquires in 2015. The portion of hire purchase interest incomes increased from 90.02% in the year 2014 to 76.26% in the year 2015. However, income for 2015 was consolidated between Group Lease Holdings Pte., Ltd. , GL Finance Plc., GL Leasing (Lao) Co.,Ltd. and Thanaban. Whereas in 2014 the

consolidation were of Group Lease Holdings Pte., Ltd. and GL Finance Plc. and Thanaban.

In the year 2014, hire purchase interest incomes were Baht 1,676.42 million (or 90.02% of total revenues) which increased 33.23% from the year 2013 which recorded at Baht 1,258.29 million relate to the growth of the hire-purchase portfolio. The portion of hire purchase interest incomes increased from 85.51% in 2013 to 90.02% in 2014. However, income of the year 2014 was consolidation between Group Lease Holdings Pte., Ltd., GL Finance Plc., and Thanaban, while the year 2013 was consolidation between Group Lease Holdings Pte., Ltd. and GL Finance Plc.

Expenses

Separate financial statements

| Expenses before finance cost and income tax expenses | Separate financial statement | | | | | |
|--|------------------------------|--------------------|-----------------|--------------------|---------------|--------------------|
| | 2015 | | 2014 | | 2013 | |
| | Million Baht | % of total revenue | Million Baht | % of total revenue | Million Baht | % of total revenue |
| Services and administrative expenses | 476.32 | 26.61 | 353.96 | 22.03 | 318.48 | 22.09 |
| Bad debts and doubtful accounts | 322.57 | 18.02 | 441.37 | 27.48 | 342.42 | 23.75 |
| Loss on disposals of foreclosed assets | 309.20 | 17.27 | 377.81 | 23.52 | 314.39 | 21.81 |
| Total | 1,108.09 | 61.90 | 1,173.14 | 73.03 | 975.29 | 67.65 |

Expenses before finance cost and corporate income tax comprises of 3 parts: service and administrative expenses, bad debts and doubtful accounts and loss on disposals of foreclosed assets.

For the year 2015, the Company's expenses before finance cost and corporate income tax were record at Baht 1,108.09 million which decreased from the year 2014 of Baht 1,173.14 million or a decrease of 65.05 million or 5.54%. The expenses before finance cost and corporate income tax for the year 2014 decreased in contrary of total revenue increasing, compare to the year 2014, was resulted from the following factors:

- Services and administrative expenses increased by 34.57% compared to the year 2014 for supporting of the growth portfolio. Total revenue increased by 11.43% so services and administrative expenses for the year 2015 increased in the same line of total revenue increasing, compare to the year 2014.

- Bad debts and doubtful accounts which comprised of bad debts and allowance for doubtful accounts was set aside higher comparing to the year 2014 or decreased by 26.92 % due to a strict procedure of the loan to be approve.

- Loss on disposals of foreclosed assets which calculated from the value of foreclosed assets deducted by the value of assets sold on auction decreased by 18.16% compared to the year 2014 from increasing of repossession units relate to the hire-purchase portfolio expansion and the market price of foreclosed asset dropped by the economic and political situation, increasing rate of Loss on disposals of foreclosed assets is higher than increasing rate of total revenue. When compared ratio between the loss on disposals of foreclosed assets and the hire purchase receivables for the year 2015, the ratio was 7.41% decrease from the year 2014 which was 7.61%. And for the ratio of foreclosed asset unit sold per repossession unit of each financial year continue increased from 2014-2015, detailed as follows:

The Ratio of the selling of foreclosed assets to foreclosed assets for sale

| Unit : Unit | 2015 | 2014 | 2013 |
|--|--------|--------|--------|
| Balance at the beginning of period | 606 | 989 | 835 |
| Unit increasing in the period | 18,890 | 18,639 | 16,152 |
| Foreclosed Asset for Sales | 19,496 | 19,628 | 16,987 |
| Units Sold | 18,850 | 19,022 | 15,998 |
| Balance at the end of period | 646 | 606 | 989 |
| The ratio of foreclosed asset to foreclosed asset for sell | 97% | 97% | 94% |

For the year 2014, the Company's expenses before finance cost and corporate income tax were recorded at Baht 1,173.14 million which increased from the year 2013 of Baht 197.85million increased by Baht 975.29 million or 20.29%. Increasing of expenses before finance cost and corporate income tax for the year 2014 was increased in the same line of total revenue increasing resulted from the following main reason:

- Services and administrative expenses increased by 11.14% compared to the year 2013 in order to support rapid and continuous business expansion while the total revenues of the year 2014 increased by 11.43% from the year 2013.

- Bad debts and doubtful accounts which comprised of bad debts and allowance for doubtful accounts was set aside higher compared to the year 2013 increases by 28.90% relate to an increasing number of customers.

- Loss on disposals of foreclosed assets increased by 20.18% comparing to the year 2013 occurred from an increasing of repossession units relate to the hire-purchase portfolio expansion and the market price of foreclosed asset dropped due to the economic and political situation, increasing rate of Loss on disposals of foreclosed assets is higher than increasing rate of total revenue from the expansion of the portfolio. When comparing the ratio between the loss on disposals of foreclosed assets and the hire purchase receivables for the year 2014, the ratio was 7.61% increase from the year 2013 which was 6.54%. And for the ratio of foreclosed asset unit sold per repossession unit of each financial year we can see quite constant ratio in the year of 2012-2014

Consolidated financial statements

| Expenses before finance cost and income tax expenses | Consolidated financial statements | | | | | |
|--|-----------------------------------|--------------------|-----------------|--------------------|-----------------|--------------------|
| | 2015 | | 2014 | | 2013 | |
| | Million Baht | % of total revenue | Million Baht | % of total revenue | Million Baht | % of total revenue |
| Services and administrative expenses | 784.37 | 31.52 | 547.64 | 29.41 | 362.84 | 24.66 |
| Bad debts and doubtful accounts | 356.57 | 14.33 | 494.86 | 26.57 | 343.64 | 23.35 |
| Loss on disposals of foreclosed assets | 355.03 | 14.27 | 431.82 | 23.19 | 314.39 | 21.36 |
| Total | 1,495.97 | 60.12 | 1,474.32 | 79.17 | 1,020.87 | 69.37 |

For the year 2015, the Company's expenses before finance cost and corporate income tax were recorded at Baht 1,495.97 million which increased from the year 2014 amount of Baht 1,474.32 million or an increase of 1.47%. The expenses before finance cost and corporate income tax for the year 2015 increased in the same line as increasing of the total revenue compare to the year 2014. Besides, the consolidated financial statements has an increased expense by separate financial statements. The consolidated financial statements had services and administrative expenses which were increased to support the regional business expansion, expense from GL Leasing (Lao) Company Limited which the company acquired during 2015 and the amortization on exclusivity right.

For the year 2014, the Company's expenses before finance cost and corporate income tax mainly increased as a result from the separate financial statements. The Company's expenses before finance cost and corporate income tax were recorded at Baht 1,474.32 million which increased from the year 2013 amount of Baht 1,020.87 million or an increase of 44.42%. The expenses before finance cost and corporate income tax for the year 2014 increased in the same direction as increasing of the total revenue compare to the year 2013. The consolidated financial statements has services and administrative expenses which increased to support regional business expansion. This is included the amortization on exclusivity right.

Finance cost

Consolidated financial statements

For the year 2015, the Company's finance cost were at Baht 266.77millionincreased from 2014 or 6.53%. Where most were from a new issue of convertible debentures in 2015 amount of Bath 981.00 million to support the expansion of the business in both domestic and international. As for long-term loan from financial institution has decreased to Bath 2,062.44 million in 2015 from Bath 3,860 million in 2014.The cost of borrowing from the financial institution has an average cost of 7.09 %, increased from the year 2014of an average cost at 6.48 %.

For the year 2014, the Company has an interest expense of Baht 250.42 million which increased from Baht 145.71 million in the year 2013 or an increase of 71.86 % which due to the long-term loan from financial institution which increased to Baht 3,860 million from Baht 3,098million in the year 2014, and from the debenture issuance of Baht 500 million to support the expansion of both domestic and international business. The cost of borrowing from the financial institution has an average cost 6.48%, increased from the year 2013 which has average cost 5.97%.

Separate financial statements

For the year 2015, the Company's finance cost were at Baht 256.91 million increased from 2014 2.60%. Where most were from a new issue of convertible debentures in 2015 amount of Baht 981.00 million to support the expansion of the business in both domestic and international. As for long-term loan from financial institution has decreased to Baht 1,883 million in 2015 from Baht 3,860 million in 2014. The cost of borrowing from the financial institution has an average cost of 7.02 %, increased from the year 2014 of an average cost at 6.50 %.

For the year 2014, the Company has an interest expense of Baht 250.39 million which increased from Baht 145.71 million in the year 2013 or an increase of 71.84 % which due to the long-term loan from financial institution which increased to Baht 3,860 million from Baht 3,098million in the year 2014, and from the convertible debenture issuance of Baht 500million to support the expansion of both domestic and international business. The cost of borrowing from the financial institution has an average cost 6.50%, increased from the year 2013 which has average cost 5.97%.

Net Profit

Separate financial statements

In 2015, the Company has a profit before financial cost and income tax of Baht 681.92 million increased from the year 2014 by 57.40% mainly from an increase of income of 11.43% and a decrease in total expenses of 5.55%. Total expenses including service and operation expense, bad debt or doubtful debt, and loss foreclose asset for sales. And after the deduction of finance cost, the company has a profit before tax of Baht 425.01 million, which increases 132.45% from Baht 182.84 million of the year 2014.

After corporate income tax, the company has a net profit of Baht 340.21 million in the year 2015 which increased by 133.10 % from 2014 of Baht 145.95 million.

In 2014, the Company's profit before financial cost and income tax Baht 433.23 million decreased from the year 2013 by 7.10% mainly due to an increasing of the Services and administrative expenses, bad debt and doubtful accounts and Loss on disposals of foreclosed assets. Total expenses increases 20.29% while total revenues increase 11.43% so increasing rate of expense higher than revenue. And after the deduction of finance cost, the company has profit before tax Baht 182.84 million, decrease 42.98% from Baht 320.65 million of the year 2013.

After corporate income tax, the company has a net profit of Baht 145.95 million the year 2014 which decreases by 43.40% from 2013 of Baht 257.85 million.

Consolidated financial statements

In 2015, the Company has a profit before financial cost and income tax at Baht 992.73 million increasing from 2014 by 155.84% mainly due to increasing of revenue of 33.63%, also an increase in total expense of 1.47%. And after the deduction of finance cost, the company has profit before tax Baht 725.96 million, increases 427.55% from Baht 137.61 million of the year 2014.

After corporate income tax, the company has a net profit of the year 2015 Baht 582.89 million decrease 395.15% from Baht 117.72 million of the year 2014.

In 2014, the Company has a profit before financial cost and income tax of Baht 388.03 million decreasing from the year 2013 by 13.90% mainly due to increasing of the Services and administrative expenses, bad debt and doubtful accounts and Loss on disposals of foreclosed assets. Total expense increases by 44.42% while total revenues increase 26.56% so increasing rate of expense higher than revenue. The company's profit after the deduction of financial were Baht 137.61 million, decrease 54.88% from Baht 304.96 million of the year 2013.

After corporate income tax, the company net profit of the year 2014 Baht 117.72 million decrease 51.01% from Baht 240.31 million of the year 2013.

Profitability Ratio

unit :%

| Effective Interest Rate | Consolidated financial statements | | | Separate financial | | |
|-------------------------|-----------------------------------|-------|-------|--------------------|-------|-------|
| | 2015 | 2014 | 2013 | 2015 | 2014 | 2013 |
| Yield Rate | 31.32 | 31.55 | 32.84 | 31.68 | 31.04 | 33.14 |
| Interest Rate | 7.09 | 6.48 | 5.97 | 7.02 | 6.50 | 5.97 |
| Net Yield Rate | 24.23 | 25.07 | 26.87 | 24.66 | 24.54 | 27.17 |
| Net Profit rate | 23.42 | 6.32 | 16.33 | 19.01 | 9.09 | 17.89 |

Earnings per share

Separate financial statements

As of 2015, the Company operated a net profit after tax of Baht 340.21 million divided to 1,427 million ordinary shares and fully paid up at 0.50 Baht par value each or earning per share of 0.29 Baht per share (the average ordinary share of 1,053 million shares) which was 107.14% decreasing compared to the year 2014.

In 2014, the Company operated a net profit after tax of Baht 145.95 million divided to 1,086 million ordinary shares and fully paid up at 0.50 Baht par value each or earning per share of 0.14 Baht per share (the average ordinary share of 1,053 million shares) which was 48.15% decreasing compared to the year 2013.

Consolidated financial statements

As of 2015, the Company operated a net profit after tax of Baht 582.89 million divided to 1,086 million ordinary shares and fully paid up at 0.50 Baht par value each or earning per share of 0.49 Baht per share (the average ordinary share of 1,191 million shares) which was 345.45 decreasing compared to the year 2014.

As at the end of 2014, the Company operated a net profit after tax of Baht 117.72 million divided to 1,086 million ordinary shares and fully paid up at 0.50 Baht par value each or earning per share of 0.11 Baht per share (the average ordinary share of 1,053 million shares) which was 56.00% decreasing compared to the year 2013.

Financial Position

Total assets

Separate financial statements

As at the end of 2015, the Company had total assets Baht 10,009.15million which increased Baht 2,811.54million or 39.06% from Baht 7,197.61 million at the end of 2014. Motorcycle hire purchase receivables which was the main assets, was recorded at Baht 3,882.08million (or 38.79% of total assets), decreased from Baht 4,532.78 million at the end of the year 2014 by Baht 650.70 million or 14.36%. The hire purchase was reduced due to the economic situations as well as the company's screening procedure for potential customers. Besides, the company's short-term loan and interest receivable were at Baht 4,016.39 million (or 40.13% of the total assets) increased from 2014 in which

there was a short-term loan and interest receivable of Baht 1,190.17 million at Baht 2,826.22 million or 237.46% to support the business operation of the subsidiary.

As at the end of 2014, the Company had total assets Baht 7,197.61million which increased Baht 1,727.14 million or 31.57% from Baht 5,470.47 million at the end of 2013. Motorcycle hire purchase receivables which was the main assets, was recorded at Baht 4,532.78 million (or 62.98% of total assets), increased Baht 1,111.37million or 2.52% from Baht 4,421.41 million at the end of the year 2013. In addition, there were assets increased from the acquisition of subsidiaries of Baht 629.70 million or 8.7% of total assets.

Consolidated financial statements

As at the end of 2015, the Company had a total assets of Baht 10,765.12 million which increased from the total assets of Baht 7,271.92 million at the end of 2014 or increase of Baht 3,493.20 million or 48.04%. Motorcycle hire purchase and installment sales receivables which was the main assets, was recorded at Baht 6,188.50 million (or 57.49% of total assets) which increased from Baht 6,095.35 million at the end of the year 2014 by Baht 93.15 million or 1.53%. From the expansion of the mother company at a lower expansion rate as the screening process were being done in a careful manner to select the good credit rating customers and the expansion of the subsidiary in foreign countries. Short-term loan and interest outstanding of Bath 2,152.93 million

increase from 2014 of Bath 24.78 million with an increase total of Bath 2,128.15 million or 8,588.18% to support the subsidiaries in the foreign countries.

As at the end of 2014, the Company had a total assets of Baht 7,271.92 million which increased from the total assets of Baht 5,496.51 million at the end of 2013 or increase of Baht 1,775.41 million or 32.30%. Motorcycle hire purchase and installment sales receivables which was the main assets, was recorded at Baht 6,095.35 million (or 83.82% of total assets) which increased from Baht 4,531.60 million at the end of the year 2013 by Baht 1,563.75 million or 34.51%. Intangible assets and goodwill amount Baht 214.05 million, compare to the year 2013 of Bath 148.75 million or 43.90% all increase occurred from an acquisition of Tanaban in the year 2014.

Debt quality and provision of allowances for doubtful debts

Separate financial statements

The Company had set provision for the allowance for hire purchase and installment sales receivable which is the main accounts receivable of the Company as of 2015, 2014, and 2013 as follow :

| Aging of Hire – Purchase Accounts Receivable | Accounts Receivable and Accrued Income after deducting hire purchase Interest income, VAT and Deposit for loss from customer (million Baht) | | | % | | | Allowance for doubtful debt (Million Baht) | | | % Allowance for doubtful debt | | |
|--|--|----------|----------|--------|--------|--------|--|--------|--------|----------------------------------|--------|--------|
| | 2015 | 2014 | 2013 | 2015 | 2014 | 2013 | 2015 | 2014 | 2013 | 2015 | 2014 | 2013 |
| Not yet due | 3,359.82 | 3,884.74 | 3,746.06 | 80.52 | 78.24 | 77.87 | 33.15 | 38.20 | 36.44 | 1.00 | 1.00 | 1.00 |
| Past due 1 month | 269.18 | 295.46 | 298.63 | 6.45 | 5.95 | 6.21 | 26.68 | 29.14 | 29.23 | 10.00 | 10.00 | 10.00 |
| Past due 2-3 months | 229.61 | 298.13 | 295.33 | 5.50 | 6.01 | 6.14 | 45.58 | 58.89 | 57.97 | 20.00 | 20.00 | 20.00 |
| Past due 4-6 months | 113.83 | 176.84 | 207.39 | 2.73 | 3.56 | 4.31 | 45.22 | 69.91 | 81.61 | 40.00 | 40.00 | 40.00 |
| Past due 7-9 months | 99.91 | 119.89 | 142.98 | 2.40 | 2.41 | 2.97 | 59.60 | 71.18 | 84.55 | 60.00 | 60.00 | 60.00 |
| Past due 10-12 months | 97.91 | 118.49 | 97.59 | 2.35 | 2.39 | 2.03 | 77.95 | 93.99 | 77.11 | 80.00 | 80.00 | 80.00 |
| Past due over 12 months | 2.46 | 71.67 | 22.71 | 0.05 | 1.44 | 0.47 | 2.45 | 71.13 | 22.38 | 100.00 | 100.00 | 100.00 |
| Total | 4,172.72 | 4,965.22 | 4,810.69 | 100.00 | 100.00 | 100.00 | 290.63 | 432.44 | 389.29 | 6.97 | 8.71 | 8.09 |

Aging of Hire – Purchase Accounts Receivable

Separate financial statements

For the aging of hire – purchase accounts receivable at the end of the years 2015 and 2014, detailed as follow, no overdue increased from 78.24% to 80.52%. Past due of 1 month increased from 5.95% to 6.45%, Past due of 2-3 months decreased from 6.01% to 5.50%, Past due of 4-6 months decreased from 3.56% to 2.73%, Past due of 7-9 months decreased from 2.41% to 2.40%, Past due of 10-12 months increased from 2.39% to 2.35%, and Past due over 12 months increased from 1.44% to 0.05%.

For the aging of hire – purchase accounts receivable at the end of the years 2014 and 2013, detailed as follow, no overdue increased from 77.87% to 78.24%. Past due of 1 month decreased from 6.21% to 5.95%, Past due of 2-3 months decreased from 6.14% to 6.01%, Past due of 4-6 months decreased from 4.31% to 3.56%, Past due of 7-9 months decreased from 2.97% to 2.41%, Past due of 10-12 months increased from 2.03% to 2.39%, and Past due over 12 months increased from 0.47% to 1.44%.

Consolidated financial statements

The Company had set provision for the allowance for hire purchase and installment sales receivable which is the main accounts receivable of the Company as at 2015, 2014, and 2013 as follow :

| Aging of Hire – Purchase Accounts Receivable | Accounts Receivable and Accrued Income after deducting hire purchase Interest income, VAT and Deposit for loss from customer (million Baht) | | | % | | | Allowance for doubtful debt (Million Baht) | | | % Allowance for doubtful debt | | |
|--|---|----------|----------|--------|--------|--------|--|--------|--------|-------------------------------|--------|--------|
| | 2015 | 2014 | 2013 | 2015 | 2014 | 2013 | 2015 | 2014 | 2013 | 2015 | 2014 | 2013 |
| Not yet due | 5,318.37 | 5,041.86 | 3,854.88 | 82.99 | 75.75 | 78.31 | 38.85 | 44.11 | 37.48 | 1.00 | 1.00 | 1.00 |
| Past due 1 month | 379.73 | 474.28 | 300.87 | 5.93 | 7.12 | 6.11 | 31.80 | 45.27 | 29.45 | 10.00 | 10.00 | 10.00 |
| Past due 2-3 months | 322.03 | 514.22 | 295.72 | 5.03 | 7.73 | 6.01 | 62.10 | 101.05 | 58.05 | 20.00 | 20.00 | 20.00 |
| Past due 4-6 months | 142.41 | 263.27 | 207.53 | 2.22 | 3.96 | 4.22 | 55.23 | 103.27 | 81.66 | 40.00 | 40.00 | 40.00 |
| Past due 7-9 months | 118.57 | 168.39 | 142.98 | 1.85 | 2.53 | 2.90 | 69.10 | 99.38 | 84.55 | 60.00 | 60.00 | 60.00 |
| Past due 10-12 months | 118.20 | 120.97 | 97.59 | 1.84 | 1.82 | 1.98 | 94.06 | 95.48 | 77.11 | 80.00 | 80.00 | 80.00 |
| Past due over 12 months | 8.89 | 72.68 | 22.71 | 0.14 | 1.09 | 0.47 | 8.88 | 71.75 | 22.38 | 100.00 | 100.00 | 100.00 |
| Total | 6,408.20 | 6,655.67 | 4,922.28 | 100.00 | 100.00 | 100.00 | 360.02 | 560.31 | 390.68 | 5.62 | 8.43 | 7.94 |

For the aging of hire – purchase accounts receivable at the end of the years 2014 and 2013, detailed as follow: no overdue has decreased from 78.31% to 75.75%, Past due of 1 month increased from 6.11% to 7.12%, Past due of 2-3 months increased from 6.01% to 7.73%, Past due of 4-6 months decreased from 4.22% to 3.96%, Past due of 7-9 months decreased from 2.90% to 2.53%, Past due of 10-12 months decreased from 1.98% to 1.82%, Past due over of 12 months increased from 0.47% to 1.09%.

Allowance for doubtful debt

Separate financial statements

As of 2015, allowance for doubtful debt has amount Baht 290.63 million, decreased from Baht 432.44 million or 32.79% which decreasing on all of overdue level especially on overdue 2-3 months with 20% reserve has allowance for doubtful debt Baht 45.58 million, decreased from Baht 58.89 million at the end of 2014 or at 22.60%. And Past due of 4-6 months with 40% reserve has allowance for doubtful debt of Baht 45.22 million, decreased from Baht 69.91 million at the end of 2014 or at 35.32%. And Past due of over 12 months with 100% reserve has allowance for doubtful debt of Baht 2.45 million, decreased from Baht 71.13 million at the end of 2014 or at 96.56%. All were decreases due to the economy as well as the company's new procedure of screening customers to improve on the ability to track outstanding loan and be able to collect them.

As of 2014, allowance for doubtful debt has amount Baht 432.44 million, increased from Baht 389.29 million or 11.08% which increasing on all of overdue level especially on overdue of 10-12 months with 80% reserve has allowance for doubtful debt Baht 93.99 million, increased from Baht 77.11 million in 2013 or 21.89%. Past due over 12 months with 100% reserve has allowance for doubtful debt Baht 71.13 million, increased from Baht 22.38 million at the end of 2013 or 217.83%. With a ratio of allowance for doubtful debt to hire purchase and installment sales receivables were 8.71%, increase from 8.09% at the end of 2013 mainly due to an increasing number of the overdue account receivable according to business cycle from expansion of hire-purchase portfolio continuously, and economic and political situation that is recovering but still leaving the effect still on the allowance for doubtful debt in 2014.

Consolidated financial statements

As of 2015, the allowance for doubtful debt has an amount of Baht 360.02 million, decreased from Baht 560.31 million or 35.75%. Which decreases on all of the overdue level especially on overdue 2-3 months with 20% reserve has allowance for doubtful debt Baht 62.10 million, decreased from Baht 101.05 million at the end of 2014 or 38.95%. Also overdue of 4-6 month with 40% reserve has allowance for doubtful debt Baht 55.23 million, decreased from Baht 103.27 million at the end of 2014 or 46.52%. And for the overdue that was over 12 month has a reserve of 100% having the allowance for doubtful debt amount of Bath 8.88 million decreases from Bath 71.75 million at the end of 2014 or 87.62%. Having the same factor as the separate financial statement.

As of 2014, allowance for doubtful debt was recorded at Baht 560.31 million, increased from Baht 390.69 million 43.42%. Which increased all overdue level especially on overdue 2-3 months with 20% reserve has allowance for doubtful debt Baht 101.05 million increased from Bath 58.05 million in 2013 or at 74.07%. And for the overdue that was over 12 month has a reserve of 100% having the allowance for doubtful debt amount of Bath 71.75 million increase from the year 2013 of Bath 22.38 or at 220.60%. With a ratio of allowance for doubtful debt to hire purchase and installment sales receivables were 8.43% increase from 7.94%. Due to an increasing number of the overdue account receivable in the parent company according to the business cycle and factors from economy and political. Even though the political situation is almost back to normal there is still a small amount that continue to effect the allowance for doubtful debt. Also an increasing number of the overdue account receivable from the acquisition of subsidiaries domestically in 2014.

Liabilities

Separate financial statements

As of 2015, the Company's total liabilities were Baht 2,900.09 million decreased from the previous year of Baht 4,678.67 million by Baht 1,778.58 million or 38.01%. Which, most of liabilities were loans from financial and debentures in order to support business expansion for regional business and other countries.

As 2014, the Company's total liabilities were Baht 4,678.67 million from the previous year of Baht 3,219.78 million by Baht 1,458.89 million or 45.31%. Which, most of liabilities were loans from financial institutions to support continuous business expansion for both regional and in other countries. As well as for the acquisition of Tanaban in 2014.

Consolidated financial statements

As of 2015, the Company's total liabilities were Baht 3,183.66 million which decreased from the previous year recording at Baht 4,758.36 million by Baht 1,574.70.93 million 33.09%. Majority of the liabilities were loans from financial institutions by the parent company for business operation.

As of 2014, the Company's total liabilities were Baht 4,758.36 million increased from the previous year of Baht 3,235.43 million by Baht 1,522.93 million or 47.07% which were mainly loan from financial institutions by the parent company for business operation.

Shareholders' Equity

Separate financial statements

As of 2015, the Company's shareholders' equity recorded at Baht 7,109.06 million which comprised of the issued and paid-up capital Baht 713.64 million, share premium Baht 4,254.63 million, the capital reserve for share-based payment transactions Baht 981.05 million and the retained earnings of Baht 1,159.74 million. The overall shareholders' equity increased Baht 4,590.11 million from the year 2014 or 182.22%, mainly from issued and paid up capital increased Baht 170.76 million, increasing of the share premium of Baht 3,170.38 million from exercising of warrants, cash advanced received from stock increased Baht 981.05 million. The retained earnings of Baht 271.51 million increased from net profit of Baht 338.18 million deducted by the amount of dividend paid of Baht 66.67 million.

As of 2014, the Company's shareholders' equity was recorded at Baht 2,518.94 million comprised of, the issued and paid-up capital of Baht 542.88 million, share premium Baht 1,084.25 million, and warrant to buy ordinary share Baht 3.59 million. The retained earnings of Baht 888.22 million which had increased from the previous year by Baht 268.25 million or 11.92%, due to exercising of warrant at the amount of Baht 181.08 million, resulting in the issued and paid-up account increased by Baht 30.53 million and the share premium account increased by Baht 150.55 million. In addition, the retained earnings increased by Baht 87.32 million calculating from the deduction of dividend payment of Baht 56.90 million from the other comprehensive income of Baht 144.22 million.

Consolidated financial statements

As of 2015, the Company's shareholders' equity recorded at Baht 7,581.46 million which comprised of, the issued and paid-up capital, the share premium and capital reserve for share-based payment transactions, as well as the exchange rate different on foreign currency transaction at Baht 36.25 million. Retained earnings recorded at Baht 846.59 million which increased Baht 59.10 million from 2014. Total shareholders' equity increased by Baht 5,067.89 million from 2014 or 201.62%

As of 2014 year end the Company's shareholders' equity was recorded at Baht 2,513.57 million which comprised of the issued and paid-up capital, the share subscription received in advance and capital reserve for share-based payment transactions, as well as the exchange rate differences on translation of financial statements in foreign currency Baht 36.25 million, and retained earnings of Baht 846.59 million. The shareholders' equity increased Baht 252.48 million from the year 2013 or 11.17%.

Liquidity

Separate financial statements

As of the year 2015, the Company's cash and cash equivalent increased by Baht 481.07 million showing the year end outstanding balance of Baht 552.22 million. The net cash flows received and used in each activity were as follows:

The Company's net cash flow used in the operating activities was at Baht 965.78 million, consisting of Baht 1,156.84 million from the net profit of the operating result before assets and liabilities changes. With the motorcycle hire purchase receivables of Baht 328.12 million and the assets foreclosed of Baht 307.70 million.

The Company's net cash flow used in the investment activities was Baht 2,846.00 million, consisting of short-term loan to related parties of Baht 4,102.72 million. Cash received from short-term loan of related parties 1,253.27 million and the interest received of Baht 36.94 million.

The Company's net cash flow from financing activities was Baht 2,361.29 million, which Baht 834.00 million were from the cash received from long-term loan, with the cash flow received from the warrant exercising of Baht 3,337.05 million, issuing of convertible debentures at Baht 981.00 and payment of dividend of Baht 66.67 million.

As of the year 2014, the Company's cash and cash equivalent increased by Baht 15.01

million resulting the cash and cash equivalent as of the year end outstanding balance of Baht 71.16 million. The net cash flows received and used in each activity were as follows:

The Company's net cash flow used in operating activities Baht 41.98 million, which Baht 1,186.88 million were from the net profit of the operating result before assets and liabilities changes. The motorcycle hire purchase receivables increased Baht 552.75 million and the assets foreclosed increased by Baht 360.08 million.

The Company's net cash flow for an investment activities was Baht 1,566.74 million, of which Baht 629.70 million were spent in the purchase of properties, cash paid for additional in share capital of subsidiary company Baht 10.91 million, short-term loan to related parties Baht 1,401.91 million and interest received Baht 36.59 million.

The Company's net cash flow from financing activities was Baht 1,593.71 million, of which Baht 2,794.00 million were from cash received from long-term loan, Baht 2,021.69 million was the repayment of long-term loan and the overdraft accounts. Also Baht 236.45 millions was from short-term loan and the warrant exercising was Baht 179.57 million. Lastly from the dividend payment of Baht 56.90 million.

Consolidated financial statements

As of the year 2015, the Company has the cash and cash equivalent increased by Baht 687.44 million showing an outstanding balance of the cash and cash equivalent of Baht 1,044.87 million. The net cash flows received and used in each activity were as follows:

The Company's net cash flow used in operating activities Baht 518.61 million, of which Baht 1,571.52 million was from the net profit of the operating result before assets and liabilities changes. Motorcycle hire purchase receivables increased Baht 450.47 million and the assets foreclosed increased Baht 356.81 million.

The Company's net cash flow for investment activities was Baht 2,586.31 million, of which Baht 607.37 million was for long-term loan, interest received of Baht 75.06 million. Intangible asset purchases of Baht 63.07 and cash received from short-term loan.

The Company's net cash flow from financing activities was Baht 2,515.91 million, which was the cash received from long-term loan of Baht 1,024.00 million, Baht 981.00 million received from the issuance of debentures, Baht 3,337.05 million received from exercise of warrants, repayment of long-term loan of Baht 2,836.03 million, and dividend payment of Baht 56.90 million.

As of the year 2014, the Company's cash and cash equivalent increased by Baht 36.90 million showing the outstanding balance of Baht 357.45 million. The net cash flows received and used in each activity were follows:

The Company's net cash flow for operating activities was Baht 39.78 million, which arising from the net profit from the operating result before assets and liabilities changes of Baht 1,469.19 million. The motorcycle hire purchase receivables increased Baht 796.47 million and the assets foreclosed increased Baht 412.21 million.

The Company's net cash flow for investment activities was Baht 678.83 million, which was an investment in the subsidiaries of Baht 601.94, fixed asset purchases of Baht 43.31 million, cash paid for short-term loan to related parties of Baht 3.29 million, settlement of liabilities to the existing shareholders of subsidiaries of Baht 46.96 million, repayment of short-term loans to related parties of Baht 22.66 million.

The Company's net cash flow from financing activities were Baht 746.44 million of which Baht 2,794.00 million was from the cash received from long-term loan, Baht 2,888.74 million from the repayment of long-term loan and Baht 236.45 million the overdraft accounts and short-term loan. Cash flow received from the warrant exercising was Baht 500.00 million. Nevertheless, there was a payment of dividend of Baht 56.90 million.

Capital Structure

Separate financial statements

For the capital structure at the end of the years 2015, 2014 and 2013, the Company's debt to equity ratio were 0.41, 1.86 and 1.43 times, respectively. The ratio was affected by the long-term credit line and issued debentures for using the business expansion, detailed as follow:

1.Decreasing of an outsource funding such as bank overdrafts, promissory notes, debentures and long-term loan from the banks which was paid back by installments at floating rate close to MLR 5.25-7.00% and partial with fixed interest rate of 6.00% per annum. The Company's total liabilities decreased from Baht 4,678.67 million in 2014 to Baht 2,900.09 million in 2015 or 38.01%. From the historical record, the company can repay the principal and interest by the due date and also in accordance with the loan covenant.

2.An increased of capital from an internal source in 2015 were an increasing of shareholders' equity of Baht 2,518.95 million in 2014 to Baht 7,109.06 million which was an increase of Baht 4,590.11 million or 182.22%. Which came from the increasing of issued and paid up capital Baht 170.76 million and the increasing in share premium of Baht 3,170.38 million and from warrant exercising share subscription received in advance increased Baht 981.05 million and an increasing of retained earnings of Baht 271.51million. Net profit of Baht 338.18million deducted by the amount of dividend paid and issuance of stock dividend total Baht 66.67million.

However in the future, the company may consider additional source of funding by issuing debenture, loan from oversea financial institutions and an increasing of credit line from financial institution. All these would be up to the market situation and necessity of fund needed to provide the flexibility and appropriate funding to support the business operation in Thailand and ASEAN.

Consolidated financial statements

For the capital structure at the end of the years 2015, 2014 and 2013, the Company's debt to equity ratio was 0.42, 1.89 and 1.43 times, respectively. These ratios have a trend to decrease in accordance with the separate financial statements.

Factors which may have influence to the Future Business operation

1. Political and Economic situation

The expansion of the hire purchase motorcycles business was directly affected by motorcycle manufacturing industry as the two are dependent of one another. In 2015, the political situation was fairly stable and was in a process of creating a Road Map for the new election that will be held in 2017. Of which we believe would not have an effect on the government's stability in the mean while. This is then an opportunity for the government to emphasizes the policy in order to boost up Thai economy. Especially the investment on mega projects to boost domestic consumption. This situation have a positive effect on the growth of the hire purchase motorcycles business.

2. Demand on usage of motorcycle

Demand on motorcycle could get in to its maturity stage in the future when considering the trend of new number registered in Bangkok and Vicinity area and some upcountry area. Many government policies may indirectly have an impact on the motorcycle industry as they support usage of substituted vehicle such as low cost automobile in Eco car project. However, with the lifestyle and traffic of the Thais we believe that motorcycle will continue to be an alternative means of transportation.

3. Business expansion in the regional country

The company's' target is to expand motorcycle hire purchase business to the regional country in Asean, to enlarge the market share, increasing profit and risk diversify. As motorcycle hire purchase business in many Asean countries are in a growth stage and has a potential to grow even bigger.

In 2015 the Company had expanded the market into Lao PDR by introducing GL Leasing (Lao) Co., Ltd. or GLL, through the shareholding of Group Lease Holding Pte, Ltd., as a hire-purchase for Honda motorcycle and Kubota agricultural machinery businesses. GLL is currently operating 39 POSs in Honda dealers' shop which covers all of Lao. Whereas for Kubota, GLL is operating at all 11 Kubota dealers location. As a result, GLL was able to reach its break even within the period of only 10 months of their operation.

In 2015, the subsidiary in Cambodia had added the Point of Sales (POS) of over 200 location all over Cambodia including 121 at Honda Leasing and 32 at Kubota agricultural machinery. As an exclusive right to Honda motorcycle dealer this has benefited us in our rapid business expansion and began to generate profits for the company. It also has the potential to grow in a short period of time.

Moreover, the company has prepared for business operation in Indonesia. This was incorporated between the subsidiaries GLH, J-Trust Asia Pte. Ltd. and PT Wijaya Infrastruktur Indonesia which is in the process of applying for a license to operate a motorcycle leasing business.

Moreover, the company conducted business survey in other countries for a potential opportunity to expand business in ASEAN, also sometimes business proposal come from many countries. Overall, the company has the potential to grow in the regional ASEAN in many countries which in the future can expect to generate higher profits with the risk reduction.

Responsibility of the Board of Directors on Financial Statements

The Board of Directors of Group Lease Public Company Limited is responsible for the Company's financial statement and financial information presented in the annual report. The financial statements have been prepared in accordance with generally accepted accounting standard of Thailand, which are based on appropriate accounting policies and carefully forecasting practically suitable for the real business operation. All material information has been sufficiently disclosed in the notes to financial statements which based on the regulation of the Securities Exchange Commission and the Stock Exchange of Thailand. The independent auditor has audited and expressed an unqualified audit opinion on those financial statements.

In order to ensure the correctness, completeness and sufficiency of the Company's financial & accounting information and to prevent possible risks from the operation, the Board of Directors has set up effective internal control system and appointed Audit Committee which comprised of Independent Directors to take care and be accountable for the quality of the Company's financial report as well as internal control systems. The opinion of the Audit Committee was stated in the Report of the Audit Committee appeared in this annual report.

The Board of Directors, therefore, views that financial statement of Group Lease Public Company Limited as at December 31st, 2015 can transparently reflect the Company's financial position which is useful for all shareholders and other stakeholders.

Board of Directors
Group Lease Public Company Limited
February 16th, 2016



Group Lease Public Company Limited and its subsidiaries

Report and consolidated financial statements

31 December 2015

- Independent Auditor's Report -

To the Shareholders of Group Lease
Public Company Limited

I have audited the accompanying consolidated financial statements of Group Lease Public Company Limited and its subsidiaries, which comprise the consolidated statement of financial position as at 31 December 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 Group Lease Public Company Limited for the same period.

Rungnapa Lertsuwankul

Certified Public Accountant (Thailand) No. 3516

EY Office Limited

Bangkok: 15 February 2016

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 Group Lease Public Company Limited and its subsidiaries and of Group Lease Public Company Limited as at 31 December 2015, and their financial performance and cash flows for the year then ended, in accordance with Thai Financial Reporting Standards.

Statement of financial position

As at 31 December 2015

| | | (Unit: Baht) | | | |
|--|--------|-----------------------|----------------------|-----------------------|----------------------|
| Assets | Note | Consolidated | | Separate | |
| | | financial statements | | financial statements | |
| | | 2015 | 2014 (Restated) | 2015 | 2014 |
| Current assets | | | | | |
| Cash and cash equivalents | 8 | 1,044,886,024 | 357,445,769 | 552,224,270 | 71,158,776 |
| Current portion of hire purchase and installment sales receivables | 9 | 3,198,880,188 | 3,172,393,481 | 2,095,264,423 | 2,330,499,874 |
| Current portion of asset-backed loan receivables | 10 | 113,093,494 | - | - | - |
| Assets foreclosed | 11 | 32,947,584 | 23,596,872 | 14,909,047 | 14,070,500 |
| Short-term loan and interest receivables | 12 | 2,152,933,578 | 24,776,473 | 18,780,000 | - |
| Short-term loan to and interest receivables from related parties | 22 | - | 38,424,749 | 4,016,390,195 | 1,190,165,904 |
| Other current assets | 13, 22 | 227,409,807 | 142,305,248 | 109,574,461 | 115,224,229 |
| Total current assets | | 6,770,150,675 | 3,758,942,592 | 6,807,142,396 | 3,721,119,283 |
| Non-current assets | | | | | |
| Pledged fixed deposit at financial institution | 14 | 329,357 | 324,368 | 329,357 | 324,368 |
| Investment in subsidiary companies | 15 | - | - | 1,200,116,812 | 1,071,209,294 |
| Long-term portion of hire purchase and installment sales receivables | 9 | 2,848,471,416 | 2,922,957,101 | 1,786,822,120 | 2,202,279,224 |
| Long-term portion of asset-backed loan receivables | 10 | 28,057,347 | - | - | - |
| Long-term loans | 16 | 604,588,151 | - | - | - |
| Property, plant and equipment | 17 | 115,982,350 | 100,641,844 | 73,823,521 | 62,422,194 |
| Intangible assets | 18 | 101,066,818 | 95,922,057 | 15,501,349 | 6,450,000 |
| Goodwill | 5 | 122,518,835 | 118,132,325 | - | - |
| Deferred tax assets | 19 | 62,868,061 | 112,649,921 | 51,323,356 | 70,807,645 |
| Other non-current assets | 20, 22 | 111,083,572 | 162,345,120 | 74,088,855 | 63,004,536 |
| Total non-current assets | | 3,994,965,907 | 3,512,972,736 | 3,202,005,370 | 3,476,497,261 |
| Total assets | | 10,765,116,582 | 7,271,915,328 | 10,009,147,766 | 7,197,616,544 |

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

| | | (Unit: Baht) | | | |
|---|------|----------------------|----------------------|----------------------|----------------------|
| Liabilities and shareholders' equity | Note | Consolidated | | Separate | |
| | | financial statements | | financial statements | |
| | | 2015 | 2014 (Restated) | 2015 | 2014 |
| Current liabilities | | | | | |
| Short-term loans from financial institutions | 21 | 349,049,821 | 250,000,000 | 349,049,821 | 250,000,000 |
| Trade accounts payable | | 46,446,506 | 9,075,132 | 5,097,900 | 6,350,905 |
| Short-term loans from and interest payable to related parties | 22 | 4,115,283 | 19,797,307 | - | - |
| Current portion of long-term loans | 23 | 1,557,853,528 | 2,547,808,506 | 1,522,177,013 | 2,547,808,506 |
| Income tax payable | | 53,316,344 | - | 29,475,140 | - |
| Insurance premium payables | | 11,211,418 | 11,725,774 | 7,011,366 | 9,682,314 |
| Accrued expenses | | 77,724,014 | 56,526,476 | 74,244,259 | 26,302,045 |
| Other current liabilities | | 76,076,543 | 54,359,411 | 49,387,435 | 29,598,922 |
| Total current liabilities | | 2,175,793,457 | 2,949,292,606 | 2,036,442,934 | 2,869,742,692 |
| Non-current liabilities | | | | | |
| Long-term portion of long-term loans | 23 | 504,593,084 | 1,312,047,016 | 360,490,003 | 1,312,047,016 |
| Debentures | 24 | 493,610,396 | 488,303,334 | 493,610,396 | 488,303,334 |
| Convertible debentures - liability component | | | | | |
| Provision for long-term liabilities | | | | | |
| Provision for long-term employee benefits | 26 | 7,480,315 | 6,379,382 | 7,480,315 | 6,379,382 |
| Cash guarantee for damage on hire purchase agreements | | 2,180,907 | 2,325,393 | 2,063,646 | 2,196,263 |
| Total non-current liabilities | | 1,007,864,702 | 1,809,055,125 | 863,644,360 | 1,808,925,995 |
| Total liabilities | | 3,183,658,159 | 4,758,347,731 | 2,900,087,294 | 4,678,668,687 |

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

| | | (Unit: Baht) | | | |
|---|------|-----------------------|----------------------|-----------------------|----------------------|
| Shareholders' equity | Note | Consolidated | | Separate | |
| | | financial statements | | financial statements | |
| | | 2015 | 2014 (Restated) | 2015 | 2014 |
| Share capital | 27 | | | | |
| Registered | | | | | |
| 1,539,174,618 ordinary shares of Baht 0.50 each | | | | | |
| (2014: 1,441,852,272 ordinary shares of Baht 0.50 each) | | 769,587,309 | 720,926,136 | 769,587,309 | 720,926,136 |
| Issued and paid-up | | | | | |
| 1,427,285,251 ordinary shares of Baht 0.50 each | | | | | |
| (2014: 1,085,769,632 ordinary shares of Baht 0.50 each) | | 713,642,626 | 542,884,816 | 713,642,626 | 542,884,816 |
| Share premium | 27 | 4,254,634,158 | 1,084,254,433 | 4,254,634,158 | 1,084,254,433 |
| Share subscription received in advance | 25 | 981,049,328 | - | 981,049,328 | - |
| Capital reserve for share-based payment transactions | 28 | - | 3,584,428 | - | 3,584,428 |
| Retained earnings | | | | | |
| Appropriated - statutory reserve | 30 | 76,958,731 | 72,092,614 | 76,958,731 | 72,092,614 |
| Unappropriated | | 1,283,825,109 | 774,501,693 | 1,082,775,629 | 816,131,566 |
| Exchange differences on translation of financial statements in foreign currency | | 271,348,471 | 36,249,613 | - | - |
| Total shareholders' equity | | 7,581,458,423 | 2,513,567,597 | 7,109,060,472 | 2,518,947,857 |
| Total liabilities and shareholders' equity | | 10,765,116,582 | 7,271,915,328 | 10,009,147,766 | 7,197,616,544 |
| | | 0 | 0 | 0 | 0 |

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

Director

Statement of Statement of comprehensive income

For the year ended 31 December 2015

| (Unit: Baht) | | | | | |
|---|------|----------------------|-----------------|----------------------|-----------------|
| Profit or loss | Note | Consolidated | | Separate | |
| | | financial statements | | financial statements | |
| | | 2015 | 2014 (Restated) | 2015 | 2014 (Restated) |
| Revenues | | | | | |
| Hire purchase interest income | | 1,898,441,467 | 1,676,419,961 | 1,332,835,932 | 1,389,653,953 |
| Asset - backed loan interest income | | 25,484,564 | - | - | - |
| Other income | | | | | |
| Interest income | | 175,567,505 | 4,937,895 | 147,215,074 | 66,448,823 |
| Consultation service fee income | | 72,679,900 | 35,906,650 | - | - |
| Others | | 316,529,767 | 145,086,111 | 309,956,550 | 150,268,584 |
| Total revenues | | 2,488,703,203 | 1,862,350,617 | 1,790,007,556 | 1,606,371,360 |
| Expenses | | | | | |
| Services and administrative expenses | | 784,371,371 | 547,642,716 | 476,319,784 | 353,957,557 |
| Bad debts and doubtful accounts | | 356,566,970 | 494,857,518 | 322,570,895 | 441,370,653 |
| Loss on disposals of foreclosed assets | | 355,030,334 | 431,819,548 | 309,197,903 | 377,812,551 |
| Total expenses | | 1,495,968,675 | 1,474,319,782 | 1,108,088,582 | 1,173,140,761 |
| Profit before finance cost and income tax expenses | | 992,734,528 | 388,030,835 | 681,918,974 | 433,230,599 |
| Finance cost | | (266,768,059) | (250,417,641) | (256,911,422) | (250,390,976) |
| Profit before income tax expenses | | 725,966,469 | 137,613,194 | 425,007,552 | 182,839,623 |
| Income tax expenses | 19 | (143,075,473) | (19,888,714) | (84,795,909) | (36,889,291) |
| Profit for the year | | 582,890,996 | 117,724,480 | 340,211,643 | 145,950,332 |
| Other comprehensive income | | | | | |
| Other comprehensive income to be reclassified to profit or loss in subsequent periods: | | | | | |
| Exchange differences on translation of financial statements in foreign currency | | 235,098,858 | 12,448,340 | - | - |
| Other comprehensive income not to be reclassified to profit or loss in subsequent periods | | | | | |
| Actuarial loss | 26 | (2,028,643) | (1,725,353) | (2,028,643) | (1,725,353) |
| Other comprehensive income for the year | | 233,070,215 | 10,722,987 | (2,028,643) | (1,725,353) |
| Total comprehensive income for the year | | 815,961,211 | 128,447,467 | 338,183,000 | 144,224,979 |
| Earnings per share | 32 | | | | |
| Basic earnings per share | | | | | |
| Profit for the year | | 0.489 | 0.112 | 0.286 | 0.139 |
| Weighted average number of ordinary shares (shares) | | 1,190,878,781 | 1,052,988,458 | 1,190,878,781 | 1,052,988,458 |
| Diluted earnings per share | | | | | |
| Profit for the year | | 0.464 | 0.109 | 0.271 | 0.135 |
| Weighted average number of ordinary shares (shares) | | 1,256,644,934 | 1,077,369,449 | 1,256,644,934 | 1,077,369,449 |

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

Statement of changes in shareholders' equity

For the year ended 31 December 2015

(Unit: Baht)

| | | Consolidated financial statements | | | | | | | | | | |
|---|---------|-----------------------------------|---------------|--|-----------|--|-------------------|----------------|---|---|--|----------------------------|
| | Note | Issued and paid-up share capital | Share premium | Share subscription received in advance | Warrants | Capital reserve for share-based payment transactions | Retained earnings | | Other comprehensive income | Convertible debentures - equity component | Total other components of shareholders' equity | Total shareholders' equity |
| | | | | | | | Appropriated | Unappropriated | Exchange differences on translation of financial statements in foreign currency | | | |
| Balance as at 31 December 2013 | | | | | | | | | | | | |
| | | 512,353,479 | 933,680,028 | 996,839 | 535,689 | 2,223,017 | 72,092,614 | 715,399,894 | 23,801,273 | - | 23,801,273 | 2,261,082,833 |
| Profit for the year (restated) | | | | | | | | | | | | |
| | | - | - | - | - | - | - | 117,724,480 | - | - | - | 117,724,480 |
| Other comprehensive income for the year (restated) | | | | | | | | | | | | |
| | | - | - | - | - | - | - | (1,725,353) | 12,448,340 | - | 12,448,340 | 10,722,987 |
| Total comprehensive income for the year (restated) | | | | | | | | | | | | |
| | | - | - | - | - | - | - | 115,999,127 | 12,448,340 | - | 12,448,340 | 128,447,467 |
| Issuance of ordinary shares during year | | | | | | | | | | | | |
| from the exercise of warrants | | | | | | | | | | | | |
| | | 30,531,337 | 150,551,783 | (996,839) | (513,067) | - | - | - | - | - | - | 179,573,214 |
| Transferred of the expired warrants to | | | | | | | | | | | | |
| share premium | | | | | | | | | | | | |
| | | - | 22,622 | - | (22,622) | - | - | - | - | - | - | - |
| Capital reserve for share-based payment | | | | | | | | | | | | |
| | | - | - | - | - | 1,361,411 | - | - | - | - | - | 1,361,411 |
| Dividend paid | | | | | | | | | | | | |
| | 29 | - | - | - | - | - | - | (56,897,328) | - | - | - | (56,897,328) |
| Balance as at 31 December 2014 - as restated | | | | | | | | | | | | |
| | | 542,884,816 | 1,084,254,433 | - | - | 3,584,428 | 72,092,614 | 774,501,693 | 36,249,613 | - | 36,249,613 | 2,513,567,597 |
| Balance as at 31 December 2014 - as previously reported | | | | | | | | | | | | |
| | | 542,884,816 | 1,084,254,433 | - | - | 3,584,428 | 72,092,614 | 773,206,490 | 36,249,613 | - | 36,249,613 | 2,512,272,394 |
| Cumulative effect of the business purchase price allocation | | | | | | | | | | | | |
| | 5 | - | - | - | - | - | - | 1,295,203 | - | - | - | 1,295,203 |
| Balance as at 31 December 2014 - as restated | | | | | | | | | | | | |
| | | 542,884,816 | 1,084,254,433 | - | - | 3,584,428 | 72,092,614 | 774,501,693 | 36,249,613 | - | 36,249,613 | 2,513,567,597 |
| Profit for the year | | | | | | | | | | | | |
| | | - | - | - | - | - | - | 582,890,996 | - | - | - | 582,890,996 |
| Other comprehensive income for the year | | | | | | | | | | | | |
| | | - | - | - | - | - | - | (2,028,643) | 235,098,858 | - | 235,098,858 | 233,070,215 |
| Total comprehensive income for the year | | | | | | | | | | | | |
| | | - | - | - | - | - | - | 580,862,353 | 235,098,858 | - | 235,098,858 | 815,961,211 |
| Issuance of ordinary shares during year | | | | | | | | | | | | |
| from the exercise of warrants | | | | | | | | | | | | |
| | 27,3,28 | 170,757,810 | 3,170,379,725 | - | - | (4,084,234) | - | - | - | - | - | 3,337,053,301 |
| Capital reserve for share-based payment | | | | | | | | | | | | |
| transactions | | | | | | | | | | | | |
| | 28 | - | - | - | - | 499,806 | - | - | - | - | - | 499,806 |
| Issue convertible debentures - equity component | | | | | | | | | | | | |
| | 25 | - | - | - | - | - | - | - | - | 268,410 | 268,410 | 268,410 |
| Transferred of convertible debentures to share | | | | | | | | | | | | |
| subscription received in advance | | | | | | | | | | | | |
| | 25 | - | - | 981,049,328 | - | - | - | - | - | (268,410) | (268,410) | 980,780,918 |
| Dividend paid | | | | | | | | | | | | |
| | 29 | - | - | - | - | - | - | (66,672,820) | - | - | - | (66,672,820) |
| Appropriated to statutory reserved | | | | | | | | | | | | |
| | 30 | - | - | - | - | - | 4,866,117 | (4,866,117) | - | - | - | - |
| Balance as at 31 December 2015 | | | | | | | | | | | | |
| | | 713,642,626 | 4,254,634,158 | 981,049,328 | - | - | 76,958,731 | 1,283,825,109 | 271,348,471 | - | 271,348,471 | 7,581,458,423 |
| | | - | - | - | - | - | - | - | - | - | - | - |
| | | - | - | - | - | - | - | - | - | - | - | - |

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

Statement of changes in shareholders' equity

For the year ended 31 December 2015

(Unit: Baht)

| Note | Separate financial statements | | | | | | | | Total shareholders' equity |
|---|----------------------------------|---------------|--|-------------|--|-------------------|----------------|---|----------------------------|
| | Issued and paid-up share capital | Share premium | Share subscription received in advance | Warrants | Capital reserve for share-based payment transactions | Retained earnings | | Other components of shareholders' equity Convertible debentures - equity component | |
| | | | | | | Appropriated | Unappropriated | | |
| Balance as at 1 January 2014 | 512,353,479 | 933,680,028 | 996,839 | 535,689 | 2,223,017 | 72,092,614 | 728,803,915 | - | 2,250,685,581 |
| Profit for the year (restated) | - | - | - | - | - | - | 145,950,332 | - | 145,950,332 |
| Other comprehensive income for the year (restated) | - | - | - | - | - | - | (1,725,353) | - | (1,725,353) |
| Total comprehensive income for the year (restated) | - | - | - | - | - | - | 144,224,979 | - | 144,224,979 |
| Issuance of ordinary shares during year | | | | | | | | | |
| from the exercise of warrants | 30,531,337 | 150,551,783 | (996,839) | (513,067) | - | - | - | - | 179,573,214 |
| Transferred of the expired warrants to share premium | - | 22,622 | - | (22,622) | - | - | - | - | - |
| Capital reserve for share-based payment transactions | - | - | - | - | 1,361,411 | - | - | - | 1,361,411 |
| Dividend paid | 29 | - | - | - | - | - | (56,897,328) | - | (56,897,328) |
| Balance as at 31 December 2014 | 542,884,816 | 1,084,254,433 | - | - | 3,584,428 | 72,092,614 | 816,131,566 | - | 2,518,947,857 |
| Balance as at 1 January 2015 | 542,884,816 | 1,084,254,433 | - | - | 3,584,428 | 72,092,614 | 816,131,566 | - | 2,518,947,857 |
| Profit for the year | - | - | - | - | - | - | 340,211,643 | - | 340,211,643 |
| Other comprehensive income for the year | - | - | - | - | - | - | (2,028,643) | - | (2,028,643) |
| Total comprehensive income for the year | - | - | - | - | - | - | 338,183,000 | - | 338,183,000 |
| Issuance of ordinary shares during year | | | | | | | | | |
| from the exercise of warrants | 27.3, 28 | 170,757,810 | 3,170,379,725 | - | (4,084,234) | - | - | - | 3,337,053,301 |
| Capital reserve for share-based payment transactions | 28 | - | - | - | 499,806 | - | - | - | 499,806 |
| Issue convertible debentures - equity component | 25 | - | - | - | - | - | - | 268,410 | 268,410 |
| Transferred of convertible debentures to share subscription received in advance | 25 | - | - | 981,049,328 | - | - | - | (268,410) | 980,780,918 |
| Dividend paid | 29 | - | - | - | - | - | (66,672,820) | - | (66,672,820) |
| Appropriated to statutory reserved | 30 | - | - | - | - | 4,866,117 | (4,866,117) | - | - |
| Balance as at 31 December 2015 | 713,642,626 | 4,254,634,158 | 981,049,328 | - | - | 76,958,731 | 1,082,775,629 | - | 7,109,060,472 |
| | - | - | - | - | - | - | - | - | - |
| | - | - | - | - | - | - | - | - | - |

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

Statement of Statement of cash flows

For the year ended 31 December 2015

| | Consolidated | | Separate | |
|--|----------------------|---------------------|----------------------|---------------------|
| | financial statements | | financial statements | |
| | 2015 | 2014 (Restated) | 2015 | 2014 (Restated) |
| Cash flows from operating activities | | | | |
| Profit before tax | 725,966,469 | 137,613,194 | 425,007,552 | 182,839,623 |
| Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities: | | | | |
| Depreciation | 28,422,704 | 17,168,127 | 10,873,145 | 9,444,964 |
| Amortisation | 19,354,827 | 19,636,931 | 596,950 | - |
| Bad debts and doubtful accounts | 357,322,921 | 626,315,816 | 322,570,895 | 441,370,653 |
| Loss (gain) on disposal/write-off of equipment | 186,970 | (364,213) | 50,464 | (384,247) |
| Loss on write-off of intangible assets | - | 47,222 | - | - |
| Loss on disposals of assets foreclosed | 355,030,334 | 431,819,548 | 309,197,902 | 377,812,551 |
| Reversal of loss on diminution in value of assets foreclosed | (7,575,560) | (13,198,121) | (2,334,698) | (10,654,575) |
| Exchange loss from transfer loan to subsidiary to investment in subsidiaries | - | - | 1,074,541 | - |
| Unrealised exchange loss (gain) | 662,547 | 1,802,758 | (20,814,961) | (3,305) |
| Provision for long-term employee benefits | 425,130 | 812,684 | 425,130 | 812,684 |
| Capital reserve for share-based payment transactions | 499,806 | 1,361,411 | 499,806 | 1,361,411 |
| Interest income | (175,543,203) | (4,242,337) | (147,215,074) | (66,111,095) |
| Interest expenses | 248,140,221 | 234,359,688 | 238,702,840 | 234,333,023 |
| Amortised front end fees of loans | 11,547,089 | 10,773,839 | 11,547,089 | 10,773,839 |
| Amortised transaction cost of debentures | <u>7,080,748</u> | <u>5,284,114</u> | <u>6,661,494</u> | <u>5,284,114</u> |
| Profit from operating activities before changes in operating assets and liabilities | 1,571,521,003 | 1,469,190,661 | 1,156,843,075 | 1,186,879,640 |
| Operating assets (increase) decrease | | | | |
| Hire purchase and installment sales receivables | (309,323,943) | (796,473,206) | 328,121,659 | (552,748,666) |
| Asset - backed loan receivables | (141,150,841) | - | - | - |
| Assets foreclosed | (356,805,486) | (412,210,322) | (307,701,751) | (360,076,700) |
| Other current assets | (64,639,174) | 50,199,533 | 7,871,888 | 9,538,526 |
| Other non-current assets | 50,742,376 | (30,671,686) | (6,034,448) | (12,572,496) |
| Operating liabilities increase (decrease) | | | | |
| Trade accounts payable | 37,371,374 | 4,758,106 | (1,253,005) | 3,131,855 |
| Insurance premium payables | (514,357) | 1,626,639 | (2,670,948) | 468,246 |
| Accrued expenses | 20,713,122 | 19,768,973 | 47,649,863 | (4,096,388) |
| Provision for long-term employee benefits | (1,860,000) | (746,910) | (1,860,000) | (746,910) |
| Other current liabilities | 10,802,355 | (23,060,962) | 19,552,864 | 7,818,176 |
| Guarantee for damage from hire purchase agreements | <u>(144,486)</u> | <u>23,523</u> | <u>(132,617)</u> | <u>(105,608)</u> |
| Cash flows from operating activities | 816,711,943 | 282,404,349 | 1,240,386,580 | 277,489,675 |
| Cash paid for interest expenses | (247,613,418) | (226,513,810) | (239,309,622) | (226,506,652) |
| Cash paid for corporate income tax | <u>(50,488,927)</u> | <u>(95,672,347)</u> | <u>(35,300,512)</u> | <u>(92,959,304)</u> |
| Net cash flows from (used in) operating activities | 518,609,598 | (39,781,808) | 965,776,446 | (41,976,281) |

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

Statement of Statement of cash flows

For the year ended 31 December 2015

| | Consolidated financial statements | | Separate financial statements | |
|---|--------------------------------------|----------------------|----------------------------------|------------------------|
| | 2015 | 2014 (Restated) | 2015 | 2014 (Restated) |
| Cash flows from investing activities | | | | |
| Increase in pledged fixed deposits at financial institution | (4,989) | (6,313) | (4,989) | (6,313) |
| Cash paid for acquisition of investment in subsidiary (Note 5) | - | (601,936,567) | - | (629,696,415) |
| Repayment to former shareholder of subsidiary | - | (46,956,326) | - | - |
| Decrease (increase) in accounts receivable and loans to employees | (69,629) | 40,058 | (69,629) | 40,058 |
| Proceeds from sales of equipment | - | 444,579 | - | 444,579 |
| Cash paid for acquisitions of equipment | (35,467,280) | (43,307,953) | (14,375,985) | (10,910,274) |
| Cash paid for acquisitions of intangible asset | (27,601,682) | (6,646,429) | (22,562,250) | (6,450,000) |
| Cash paid for short-term loan to related parties | - | (3,287,093) | (4,102,717,335) | (1,401,909,495) |
| Cash receipt from short-term loan to related parties | 31,680,508 | 22,661,084 | 1,253,270,795 | 445,159,495 |
| Cash paid for short-term loan | (2,192,927,692) | - | (20,700,000) | - |
| Cash receipt from short-term loan | 170,394,737 | - | 1,920,000 | - |
| Cash paid for long-term loans | (607,372,320) | - | - | - |
| Interest received | 75,061,762 | 162,317 | 59,239,707 | 36,592,269 |
| Net cash flows used in investing activities | (2,586,306,585) | (678,832,643) | (2,845,999,686) | (1,566,736,096) |
| Cash flows from financing activities | | | | |
| Increase in short-term loans from financial institutions | 100,000,000 | 236,450,122 | 100,000,000 | 236,450,122 |
| Cash received from short-term loans from related parties | 151,469,042 | 19,777,800 | - | - |
| Repayment of short-term loan from related parties | (167,991,332) | - | - | - |
| Cash received from long-term loans | 1,024,330,200 | 2,794,000,000 | 834,000,000 | 2,794,000,000 |
| Repayment of long-term loans | (2,836,034,788) | (2,021,690,000) | (2,817,850,000) | (2,021,690,000) |
| Repayment of short-term loan from financial institution as at acquisition date of subsidiary | - | (867,047,373) | - | - |
| Cash received from issuance of debentures | - | 500,000,000 | - | 500,000,000 |
| Cash paid for transaction costs of debentures | - | (16,980,780) | - | (16,980,780) |
| Cash receipt from issuance of convertible debentures | 981,000,000 | - | 981,000,000 | - |
| Cash paid for transaction costs of convertible debentures | (6,241,747) | - | (6,241,747) | - |
| Cash paid for front end fees of short-term loan | (1,001,087) | (20,748,320) | - | (20,748,320) |
| Cash received from exercise of warrants | 3,337,053,300 | 179,573,214 | 3,337,053,300 | 179,573,214 |
| Dividend paid | (66,672,819) | (56,897,328) | (66,672,819) | (56,897,328) |
| Net cash flows from financing activities | 2,515,910,769 | 746,437,335 | 2,361,288,734 | 1,593,706,908 |
| Increase in translation adjustment | 239,226,473 | 9,077,458 | - | - |
| Net increase (decrease) in cash and cash equivalents | 687,440,255 | 36,900,342 | 481,065,494 | (15,005,469) |
| Cash and cash equivalents at beginning of year | 357,445,769 | 320,545,427 | 71,158,776 | 86,164,245 |
| Cash and cash equivalents at the end of year (Note 8) | 1,044,886,024 | 357,445,769 | 552,224,270 | 71,158,776 |

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

Statement of Statement of cash flows

For the year ended 31 December 2015

| | Consolidated financial statements | | Separate financial statements | |
|---|--------------------------------------|--------------------|----------------------------------|--------------------|
| | 2015 | 2014 (Restated) | 2015 | 2014 (Restated) |
| (Unit: Baht) | | | | |
| Supplement cash flows information | | | | |
| Non-cash items | | | | |
| Transferred of share subscription received in advance | | | | |
| to ordinary shares and share premium | - | 239,405,360 | - | 996,839 |
| Transferred the exercise of warrants to share | | | | |
| subscription received in advance | - | 513,068 | - | 513,068 |
| Transferred share subscription payment in advance to | | | | |
| investment in subsidiary | 128,695,411 | - | 128,695,411 | 330,815,218 |
| Transfer capital reserve for share-based payment | | | | |
| transactions to share premium | 4,084,234 | - | 4,084,234 | - |
| Transfer convertible debentures to share subscription | | | | |
| received in advance | 981,049,328 | - | 981,049,328 | - |

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

Notes to consolidated financial statements

For the year ended 31 December 2015

1. General information

Group Lease Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. The Company and its subsidiaries are principally engaged in the hire purchase and asset-backed loan. Another, overseas subsidiary is principally a business management, consulting including financing services to the corporates and other investment holding company.

The Company’s registered address is 63 Soi 1, Thetsabannimitai Road, Ladyao, Chatuchak, Bangkok.

The major shareholders of the Company are Engine Holdings Asia Pte. Ltd. (incorporated in Singapore), which is a subsidiary company of Wedge Holdings Company Limited (incorporated in Japan) and A.P.F. Holding Company Limited (incorporated in Thailand).

2. Basis of preparation

2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Profession Act B.E. 2547. The presentation of the financial statements 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 | Country of incorporation | Percentage owned by the Company | | Nature of business |
|--|--------------------------|---------------------------------|------|---|
| | | 2015 | 2014 | |
| Group Lease Holdings Pte. Ltd. (“GLH”) | Singapore | 100 | 100 | Business management and consulting services, financing to corporates and investment holding |
| GL Finance Plc. (shares held by Group Lease Holding Pte. Ltd.) (“GLF”) | Cambodia | 100 | 100 | Hire purchase services (motorcycles, agricultural machinery and equipment) |
| Thanaban Company Limited (“TNB”) | Thailand | 100 | 100 | Hire purchase services & Asset-backed Loans to Consumers |
| GL Leasing (Lao) Ltd. (shares held by Group Lease Holding Pte. Ltd.) (“GLL”) | Laos | 100 | 100 | Hire purchase services (motorcycles, agricultural machinery and equipment) |

b) The Company is deemed to have control over an investee or subsidiaries 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.

c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.

d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.

e) The assets and liabilities in the financial statements of 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.

f) Material balances and transactions between the Company and its subsidiary companies have been eliminated from the consolidated financial statements.

g) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

2.3 The separate financial statements present investments in subsidiaries under the cost method.

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 year

The Company and its subsidiaries adopted the revised (revised 2014) and new financial reporting standards issued by the Federation of Accounting Professions which become effective for fiscal years beginning on or after 1 January 2015. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of standards. The adoption of these financial reporting standards does not have any significant impact on the Company and its subsidiaries' financial statements. However, some of these standards involve changes to key principles, which are summarised below:

TAS 19 (revised 2014) Employee Benefits

This revised accounting standard requires that the entity recognise actuarial gains and losses immediately in other comprehensive income while the former accounting standard allowed the entity to recognise such gains and losses immediately in either profit or loss or other comprehensive income, or to recognise them gradually in profit or loss.

The Company and its subsidiaries have changed the recognition of actuarial gains and losses in the current period from an immediate recognition in profit or loss to an immediate recognition in other comprehensive income and adjusted the current period's transactions and restated the prior period's financial statements, presented as comparative information, as if the Company had always applied this accounting policy. The cumulative effect of changes in accounting policies is presented in Note 4.

TFRS 10 Consolidated Financial Statements

TFRS 10 prescribes requirements for the preparation of consolidated financial statements and replaces the content of TAS 27 *Consolidated and Separate Financial Statements* dealing with consolidated financial statements. This financial reporting standard changes the principles used in considering whether control exists. Under this standard, an investor is deemed to have control over an investee if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns, even if it holds less than half of the shares or voting rights. This important change requires the management to exercise a lot of judgement when reviewing whether the Company and its subsidiaries have control over investees and determining which entities have to be included in preparation of the consolidated financial statements.

This financial reporting standard does not have any impact on the Company's and its subsidiaries' financial statements.

TFRS 12 Disclosure of Interests in Other Entities

This financial reporting standard stipulates disclosures relating to an entity's interests in subsidiaries, joint arrangements and associates, including structured entities. This standard therefore has no financial impact on the financial statements of the Company and its subsidiaries.

TFRS 13 Fair Value Measurement

This financial reporting standard provides guidance on how to measure fair value and stipulates disclosures related to fair value measurement. Entities are to apply the guidance under this standard if they are required by other financial reporting standards to measure their assets or liabilities at fair value. The effects of the adoption of this standard are to be recognised prospectively.

This financial reporting standard does not have any significant impact on the Company's and its subsidiaries' financial statements.

(b) Financial reporting standard that will become effective in the future

During the current year, the Federation of Accounting Professions issued a number of the revised (revised 2015) and new financial reporting standards and accounting treatment guidance which is effective for fiscal years beginning on or after 1 January 2016. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards. The Company's management believes that the revised and new financial reporting standards and accounting treatment guidance will not have any significant impact on the financial statements when it is initially applied.

4. Cumulative effect of changes in accounting policies due to the adoption of new financial reporting standard

As described in Note 3, during the current year, the Company and its subsidiaries have changed some of their accounting policies, as a result of the adoption of new and revised financial reporting standards. The cumulative effect of the change has been separately presented in the statements of changes in shareholders' equity.

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

| <u>Statements of comprehensive income</u> | (Unit: Thousand Baht) | |
|---|-------------------------------------|-------------------------------|
| | For the year ended 31 December 2014 | |
| | Consolidated financial statements | Separate financial statements |
| Profit or loss: | | |
| Decrease in administrative expense | (2,156) | (2,156) |
| Increase in corporate income tax | 431 | 431 |
| Other comprehensive income: | | |
| Increase in actuarial losses | (1,725) | (1,725) |
| Earnings per share (Baht): | | |
| Increase in basic earnings per share | 0.002 | 0.002 |
| Increase in diluted earnings per share | 0.001 | 0.001 |

5. Cumulative effect of the business purchase price allocation

In the third quarter of 2014, the Company acquired a 100% interest in TNB. The Company paid approximately Baht 629.7 million for the business acquisition.

During 2015, the Company assessed the fair value of the assets acquired and liabilities assumed at the acquisition date, in order to allocate costs of the business acquisition to the identifiable items. The process was completed in the second quarter of 2015, within the period of twelve months from the acquisition date allowed by Financial Reporting Standard No. 3 (revised 2012), Business Combinations. The Company has therefore retrospectively adjusted the assets acquired and liabilities assumed at the acquisition date (2 July 2014), and the adjustments caused intangible assets to decrease by approximately Baht 33.4 million, goodwill to increase by approximately

Baht 26.7 million and deferred tax assets to increase by approximately Baht 6.7 million.

The financial statements of TNB have been included in the consolidated financial statements of the Company since the Company gained control, on 2 July 2014. The details of the acquisition are as follows:

| (Unit: Thousand Baht) | |
|---|----------------|
| Cash paid for acquisition of the subsidiary company | 629,741 |
| Less: Net assets from acquisition of subsidiary company | (557,869) |
| Goodwill | 71,872 |
| Cash paid for acquisition of the subsidiary company | 629,741 |
| Less: Cash and cash equivalents of subsidiary | (27,804) |
| Cash paid for acquisition of the subsidiary company - net of cash and cash equivalent received | 601,937 |

Details of the fair value of identifiable net assets of TNB, and their net book value, as of the acquisition date (2 July 2015) are as follows:

(Unit: Thousand Baht)

| | Fair value | Net book value |
|--|----------------|----------------|
| <u>Assets</u> | | |
| Cash and cash equivalents | 27,804 | 27,804 |
| Hire purchase and installment sales receivables | 1,384,638 | 1,384,638 |
| Assets foreclosed | 8,856 | 9,066 |
| Property, plant and equipment | 6,247 | 6,247 |
| Intangible assets (Note 18) | 783 | 783 |
| Deferred tax assets | 30,250 | 30,208 |
| Other assets | 119,138 | 119,138 |
| Total assets | 1,577,716 | 1,577,884 |
| <u>Liabilities</u> | | |
| Long-term loans and accrued interest | 867,047 | 867,047 |
| Other liabilities | 152,800 | 152,800 |
| Total liabilities | 1,019,847 | 1,019,847 |
| Net assets value | <u>557,869</u> | <u>558,037</u> |
| Equity of the Company (%) | 100 | |
| Net asset value attributable to the company's investment | 557,869 | |
| Positive goodwill | 71,872 | |
| Purchase price | 629,741 | |
| Less: Cash and cash equivalents of subsidiary | (27,804) | |
| Cash paid for acquisition in subsidiary - the Group | <u>601,937</u> | |

The cumulative effect of the business purchase price allocation has been separately presented in the consolidated statements of changes in shareholders' equity. The amounts of adjustments

affecting the consolidated statements of financial position and the consolidated statements of comprehensive income are summarised below.

(Unit: Thousand Baht)

| Consolidated financial statements | | |
|--|----------|----------|
| | 2015 | 2014 |
| Statements of financial position | | |
| Decrease in intangible assets - net | (31,771) | (31,771) |
| Increase in goodwill | 26,712 | 26,712 |
| Increase in deferred tax assets | 6,354 | 6,354 |
| Increase in unappropriated retained earnings | (1,295) | (1,295) |

(Unit: Thousand Baht)

| Consolidated financial statements | |
|---|---------|
| | 2014 |
| Statements of comprehensive income | |
| Profit or loss: | |
| Decrease in service and administrative expenses | (1,619) |
| Increase in income tax expenses | 324 |
| Increase in profit for the year | 1,295 |
| Earnings per share (Baht) | |
| Increase in basic earnings per share | 0.0012 |
| Increase in diluted earnings per share | 0.0012 |

Such adjustments had not any impact on the consolidated statements of financial position as at 1 January 2014 because the Company gained controlling authority in TNB on 2 July 2014.

6. Significant accounting policies

6.1 Revenue recognition

a) Hire purchase interest income

Hire purchase interest income is recognised as income over the period of payment, using the effective rate method, with income recognised when the installments fall due irrespective of when actual collection is made. However, recognition of interest income is ceased for receivables which have defaulted on more than 4 scheduled installment payments.

b) Asset - backed loans interest income

Asset - backed loans interest income is recognised as income over the period of payment, using the effective rate method, with income recognised when the installments fall due irrespective of when actual collection is made. However, recognition of interest income is ceased for receivables which have defaulted on more than 4 scheduled installment payments.

c) Penalty income

Penalty income is recognised when received.

d) Consultation service fee income

Consultation service fee income is recognised when services have been rendered taking into account the stage of completion.

e) Other fee income

Fee for other services is recognised as income on an accrual basis.

f) Interest income

Interest income is recognised on an accrual basis based on effective interest rate.

g) Dividends

Dividends are recognised when the right to receive the dividends is established.

6.2 Expense recognition

a) Interest expenses

Interest expenses are charged to expenses on an accrual basis. Interest included in face value of note payable is amortised to expenses evenly throughout the term of the notes.

b) Commissions and direct expenses of the hire purchase business

The Company and its subsidiaries recorded the initial commissions and direct expenses arising in respect of hire purchase contracts, by the effective interest method, and deducting them from unearned income over the installment period to reflect the effective rate of return of hire purchase agreements.

Unearned interest income is stated net of commissions and direct expenses incurred at the initiation of the hire purchase contract.

6.3 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.

6.4 Receivables and allowance for doubtful accounts

Hire purchase and installment sales receivables are stated net of unearned hire purchase interest income and allowance for doubtful accounts.

The Company and its subsidiaries provide allowance for doubtful accounts for hire purchase receivables based on the estimated collection losses that may be incurred in collection of receivables, by considering of the current status of receivables, their ability to make payment, past experience and historical data on actual losses on collection.

6.5 Assets foreclosed

These represent assets repossessed from hire purchase and installment sales receivables and are stated at the lower of cost (which mostly comprises the net outstanding balance) and estimated net realisable value. Allowance is made for the decline in value of the repossessed assets.

6.6 Investment in subsidiaries

Investments in subsidiaries are accounted for, in the separate financial statements, using the cost method. Loss on impairment (if any) of investments in subsidiaries are included in the comprehensive income statements.

6.7 Property, plant and equipment/Depreciation

Land is stated at cost. Buildings and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any). The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to working condition for its intended use. Expenditures for additions, improvements and renewals are capitalised, while expenditures for maintenance and repairs are charged to profit or loss.

Depreciation of buildings and equipment is calculated by reference to their costs on a straight-line basis over the following estimated useful lives:

| | |
|--------------------------------|-------------|
| Buildings | 20 years |
| Building improvement | 5, 10 years |
| Furniture and office equipment | 5, 10 years |

Building improvement and lease area are charged to profit or loss over the lease period.

Depreciation for computers, equipment and motor vehicles is calculated by the reference to their costs, using the sum of the years' digits method over useful lives of 3 - 5 years.

Depreciation is included in determining income.

No depreciation is provided for land.

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 (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

6.8 Intangible assets

Intangible assets are initially recognised at their fair value. Following the initial recognition, the intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on a systematic basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible asset are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

A summary of the intangible assets with finite useful lives is as follows.

| | <u>Useful lives</u> |
|---------------------------|---------------------|
| Exclusive right agreement | 5 years 10 months |
| Computer software | 3, 10 years |

6.9 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 Company's cash generating units (or group of cash-generating units) that are expected to benefit from the synergies of the combination. The Company and its subsidiaries estimate the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.

6.10 Related party transactions

Related parties comprise enterprises and individuals that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company.

They also include associated companies and individuals which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel, directors and officers with authority in the planning and direction of the Company's operations.

6.11 Impairment of assets

The Company and its subsidiaries assess at each reporting date whether there is an indication that property, plant and equipment and other intangible assets may be impaired. If any indication exists, the Company and its subsidiaries estimate the assets recoverable amount. An assets recoverable amount is the higher of an asset's fair value less costs to sell and its value in use. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and written down to its recoverable 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 the comprehensive income statement.

6.12 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 employees have jointly established a provident fund. The fund is monthly contributed by employee and by the Company. The fund's assets are held in a separate trust fund and the Company's contributions are recognised as expenses when incurred.

Defined benefit plans

The Company has obligations in respect of the severance payments it must make to employees upon retirement under labor law. The Company treats these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by management 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.

The defined benefits liability comprises the present value of the defined benefit obligation less unrecognised past service cost and unrecognised actuarial gains or losses.

6.13 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.

6.14 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 reviews and reduces 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.

6.15 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.

Gains and losses on exchange are included in determining income.

6.16 Borrowing costs

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.

6.17 Interest rate swap contracts

The net amount of interest to be received from or paid to the counterparty under an interest rate swap contract is recognised as income or expenses on an accrual basis.

6.18 Provisions

Provisions are recognised when the Company and its subsidiary 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.

6.19 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Company and its subsidiaries apply a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Company and its subsidiaries measure fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs

related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

- Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities
- Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly
- Level 3- Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Company and its subsidiaries determine whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

7. Significant accounting judgements and estimates

The preparation of financial statements in conformity with generally accepted accounting principles at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures and actual results could differ. The significant accounting judgements and estimates are as follows:

7.1 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 has been transferred, taking into consideration terms and conditions of the arrangement.

7.2 Allowance for doubtful accounts

In determining an allowance for doubtful accounts, the management has estimated the percentage of the allowance for doubtful accounts for each age of receivable on the basis of historical statistical data, assessment of the risk associated with the receivable, the nature of the collateral provided, and actual losses arising from such debtors in the past, while emphasising the principal of conservatism.

7.3 Diminution in value of assets foreclose

In determining diminution in value of assets foreclose, management apply judgment in estimating the anticipated losses on such assets, based on analysis of various factors, including net realisable value, historical sales data, the age of the assets and the prevailing economic condition.

7.4 Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences to the extent that it is probable that taxable profit will be available against which the temporary differences can be utilised. Significant management judgment 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.

7.5 Property, plant and equipment/Depreciation

In determining depreciation of plant and equipment, the management is required to make estimates of the useful lives and salvage values of the Company's plant and equipment and to review estimate useful lives and salvage values when there are any changes.

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 cost. This requires judgments regarding forecast of future revenues and expenses relating to the assets subject to the review.

7.6 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.

7.7 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.

8. Cash and cash equivalents

(Unit: Thousand Baht)

| | Consolidated | | Separate | |
|---------------|--------------|------------|-----------|------------|
| | financial | statements | financial | statements |
| | 2015 | 2014 | 2015 | 2014 |
| Cash | 1,415 | 854 | 190 | 177 |
| Bank deposits | 1,043,471 | 356,592 | 552,034 | 70,982 |
| Total | 1,044,886 | 357,446 | 552,224 | 71,159 |

As at 31 December 2015 and 2014, bank deposits in saving accounts of the Company and its subsidiaries carried interest 0.05% - 0.70% per annum and 0.30% - 0.85% per annum, respectively (the Company only: 0.05% - 0.37% per annum and 0.50% per annum, respectively).

9. Hire purchase and installment sales receivables

9.1 As at 31 December 2015 and 2014, the balances of hire purchase and installment sales receivables are as follows:

(Unit: Thousand Baht)

| | Consolidated financial statements | | | | | |
|--|--|------------------|--|------------------|------------------|------------------|
| | Current portion of hire purchase and installment sales receivables | | Long-term portion of hire purchase and installment sales receivables | | Total | |
| | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 |
| Normal receivables | | | | | | |
| Hire purchase and installment sales receivables | 4,511,899 | 4,558,881 | 3,716,413 | 3,689,276 | 8,228,312 | 8,248,157 |
| Accrued hire purchase and installment sales income | 177,116 | 182,973 | - | - | 177,116 | 182,973 |
| Less: Unearned hire purchase and installment sales income, net | (1,517,253) | (1,604,012) | (872,735) | (804,051) | (2,389,988) | (2,408,063) |
| Total normal receivable | 3,171,762 | 3,137,842 | 2,843,678 | 2,885,225 | 6,015,440 | 6,023,067 |

(Unit: Thousand Baht)

Consolidated financial statements

| | Current portion of hire purchase and installment sales receivables | | Long-term portion of hire purchase and installment sales receivables | | Total | |
|--|--|------------------|--|------------------|------------------|------------------|
| | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 |
| Terminated agreements receivables | | | | | | |
| Hire purchase and installment sales receivables | 317,815 | 476,576 | 189,981 | 365,203 | 507,796 | 841,779 |
| Accrued hire purchase and installment sales income | 36,425 | 54,280 | - | - | 36,425 | 54,280 |
| Less: Unearned hire purchase and installment sales income, net | (103,989) | (173,335) | (47,491) | (90,126) | (151,480) | (263,461) |
| Total terminated agreements receivables | 250,251 | 357,521 | 142,490 | 275,077 | 392,741 | 632,598 |
| Total receivables | 3,422,013 | 3,495,363 | 2,986,168 | 3,160,302 | 6,408,181 | 6,655,665 |
| Less: Allowance for doubtful accounts | (223,133) | (322,969) | (137,697) | (237,345) | (360,830) | (560,314) |
| Hire purchase and installment sales receivables, net | 3,198,880 | 3,172,394 | 2,848,471 | 2,922,957 | 6,047,351 | 6,095,351 |

(Unit: Thousand Baht)

Separate financial statements

| | Current portion of hire purchase and installment sales receivables | | Long-term portion of hire purchase and installment sales receivables | | Total | |
|--|--|------------------|--|------------------|------------------|------------------|
| | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 |
| Normal receivables | | | | | | |
| Hire purchase and installment sales receivables | 2,976,575 | 3,391,811 | 2,255,932 | 2,804,616 | 5,232,507 | 6,196,427 |
| Accrued hire purchase and installment sales income | 112,322 | 134,927 | - | - | 112,322 | 134,927 |
| Less: Unearned hire purchase and installment sales income, net | (1,026,751) | (1,233,609) | (486,474) | (633,937) | (1,513,225) | (1,867,546) |
| Total normal receivable | 2,062,146 | 2,293,129 | 1,769,458 | 2,170,679 | 3,831,604 | 4,463,808 |
| Terminated agreements receivables | | | | | | |
| Hire purchase and installment sales receivables | 267,337 | 381,251 | 181,155 | 284,834 | 448,492 | 666,085 |
| Accrued hire purchase and installment sales income | 31,915 | 47,983 | - | - | 31,915 | 47,983 |
| Less: Unearned hire purchase and installment sales income, net | (93,148) | (138,708) | (46,148) | (73,942) | (139,296) | (212,650) |
| Total terminated agreements receivables | 206,104 | 290,526 | 135,007 | 210,892 | 341,111 | 501,418 |
| Total receivables | 2,268,250 | 2,583,655 | 1,904,465 | 2,381,571 | 4,172,715 | 4,965,226 |
| Less: Allowance for doubtful accounts | (172,986) | (253,155) | (117,643) | (179,292) | (290,629) | (432,447) |
| Hire purchase and installment sales receivables, net | 2,095,264 | 2,330,500 | 1,786,822 | 2,202,279 | 3,882,086 | 4,532,779 |

9.2 As at 31 December 2015 and 2014, the balances of hire purchase and installment sales receivables (net of unearned hire purchase income) and allowance for doubtful accounts aged on the basis of due dates, are summarised below.

(Unit: Thousand Baht)

| Consolidated financial statements | | | | | | |
|--|---|------------------|---------------------------------|----------------|--|------------------|
| Aging | Hire purchase and installment sales receivables | | Allowance for doubtful accounts | | Hire purchase and installment sales receivables, net | |
| | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 |
| Hire purchase and installment sales receivables | | | | | | |
| Not yet due | 5,318,370 | 5,041,858 | 38,847 | 44,109 | 5,279,523 | 4,997,749 |
| Past due: | | | | | | |
| 1 month | 379,728 | 474,283 | 31,801 | 45,277 | 347,927 | 429,006 |
| 2 - 3 months | 322,027 | 514,216 | 62,104 | 101,049 | 259,923 | 413,167 |
| 4 - 6 months | 142,406 | 263,272 | 55,231 | 103,271 | 87,175 | 160,001 |
| 7 - 9 months | 118,566 | 168,393 | 69,909 | 99,379 | 48,657 | 69,014 |
| 10 - 12 months | 118,198 | 120,967 | 94,057 | 95,478 | 24,141 | 25,489 |
| Over 12 months | 8,886 | 72,676 | 8,881 | 71,751 | 5 | 925 |
| Total | 6,408,181 | 6,655,665 | 360,830 | 560,314 | 6,047,351 | 6,095,351 |

(Unit: Thousand Baht)

| Separate financial statements | | | | | | |
|--|---|------------------|--------------------------------|----------------|--|------------------|
| Aging | Hire purchase and installment sales receivables | | Allowance or doubtful accounts | | Hire purchase and installment sales receivables, net | |
| | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 |
| Hire purchase and installment sales receivables | | | | | | |
| Not yet due | 3,359,815 | 3,884,740 | 33,147 | 38,197 | 3,326,668 | 3,846,543 |
| Past due: | | | | | | |
| 1 month | 269,183 | 295,458 | 26,684 | 29,145 | 242,499 | 266,313 |
| 2 - 3 months | 229,607 | 298,133 | 45,580 | 58,895 | 184,027 | 239,238 |
| 4 - 6 months | 113,826 | 176,842 | 45,216 | 69,911 | 68,610 | 106,931 |
| 7 - 9 months | 99,914 | 119,887 | 59,596 | 71,178 | 40,318 | 48,709 |
| 10 - 12 months | 97,912 | 118,492 | 77,953 | 93,992 | 19,959 | 24,500 |
| Over 12 months | 2,458 | 71,674 | 2,453 | 71,129 | 5 | 545 |
| Total | 4,172,715 | 4,965,226 | 290,629 | 432,447 | 3,882,086 | 4,532,779 |

9.3 As at 31 December 2015 and 2014, the future minimum lease payments receivable under hire purchase agreements together with the present value of the net minimum lease payments receivable are as follows:

(Unit: Thousand Baht)

| Consolidated financial statements | | | | |
|---|-----------------------------|--------------------------------------|-----------------------------|--------------------------------------|
| | 2015 | | 2014 | |
| | Minimum payments receivable | Present value of payments receivable | Minimum payments receivable | Present value of payments receivable |
| Within one year | 5,043,255 | 3,422,013 | 5,272,710 | 3,495,363 |
| After one year but not more than five years | 3,906,394 | 2,986,168 | 4,054,479 | 3,160,302 |
| Total | 8,949,649 | 6,408,181 | 9,327,819 | 6,655,665 |
| Less: Amounts representing | | | | |
| finance charges | (2,541,468) | | (2,671,524) | |
| Present value of minimum lease payments | 6,408,181 | | 6,655,665 | |

(Unit: Thousand Baht)

| Separate financial statements | | | | |
|---|-----------------------------|--------------------------------------|-----------------------------|--------------------------------------|
| | 2015 | | 2014 | |
| | Minimum payments receivable | Present value of payments receivable | Minimum payments receivable | Present value of payments receivable |
| Within one year | 3,388,149 | 2,268,250 | 3,955,972 | 2,583,655 |
| After one year but not more than five years | 2,437,087 | 1,904,465 | 3,089,450 | 2,381,571 |
| Total | 5,825,236 | 4,172,715 | 7,045,422 | 4,965,226 |
| Less: Amounts representing | | | | |
| finance charges | (1,652,521) | | (2,080,196) | |
| Present value of minimum lease payments | 4,172,715 | | 4,965,226 | |

9.4 On 30 April 2004, the Institute of Certified Accountants and Auditors of Thailand, with the approval of the Office of the Securities and Exchange Commission, stipulated an accounting guideline for the consumer finance business, whereby recognition of revenue is to cease for accounts receivable which are overdue by more than 3 installments. However, this accounting guideline provides an alternative whereby, in cases where a company believes that the guideline would not be appropriate, it is to disclose the method it uses. The Company has a policy to cease recognising revenue from hire purchase receivables which are overdue by more than 4 installments. As at 31 December 2015 and 2014, there are outstanding hire purchase receivable amounting to approximately Baht 395.2 million and Baht 635.3 million, respectively (the Company only: Baht 349.4 million and Baht 512.7 million, respectively), for which installment payments are more than 3 installments overdue but for which revenue is still being

recognised.

In addition, if the Company had followed this accounting guideline, the amount of revenue recognised for the year ended 31 December 2015 and 2014 would be reduced by Baht 14.0 million and Baht 24.1 million, respectively (the Company only: Baht 13.1 million and Baht 21.8 million, respectively).

9.5 The Company's hire purchase agreements have terms of 1 - 4 years and require settlement in equal installments.

9.6 As at 31 December 2015 and 2014, the Company had transferred rights of claim under hire purchase agreements with outstanding balances (before net of unearned hire purchase interest income) of Baht 3,615 million and Baht 5,895 million, respectively (the Company only: Baht 3,373 million and Baht 5,048 million, respectively), in order to secure credit facilities granted by commercial banks as discussed in Notes 21 and 23.

10. Asset - backed loan receivables

10.1 As at 31 December 2015 and 2014, the balances of asset - backed loan receivables are as follows:

(Unit: Thousand Baht)

| Consolidated financial statements | | | | | | |
|--|--|----------|--|----------|----------------|----------|
| | Current portion of asset - backed loan receivables | | Long-term portion of asset - backed loan receivables | | Total | |
| | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 |
| Normal receivables | | | | | | |
| Asset - backed loan receivables | 158,325 | - | 35,280 | - | 193,605 | - |
| Interest receivables | 5,136 | - | - | - | 5,136 | - |
| Less: Unearned interest income, net | (47,878) | - | (6,669) | - | (54,547) | - |
| Total normal receivables | 115,583 | - | 28,611 | - | 144,194 | - |
| Terminated agreements receivables | | | | | | |
| Asset - backed on receivables | 782 | - | 194 | - | 976 | - |
| Interest receivables | 114 | - | - | - | 114 | - |
| Less: Unearned interest income, net | (253) | - | (44) | - | (297) | - |
| Total terminated agreements receivables | 643 | - | 150 | - | 793 | - |
| Total receivables | 116,226 | - | 28,761 | - | 144,987 | - |
| Less: Allowance for doubtful accounts | (3,133) | - | (704) | - | (3,837) | - |
| Asset - backed on receivables, net | 113,093 | - | 28,057 | - | 141,150 | - |

10.2 As at 31 December 2015 and 2014, the balances of asset - backed loan receivables (net of unearned interest income) and allowance for doubtful accounts aged on the basis of due dates, are summarised below.

(Unit: Thousand Baht)

| Consolidated financial statements | | | | | | |
|-----------------------------------|---------------------------------|------|---------------------------------|------|--------------------------------------|------|
| Aging | Asset - backed loan receivables | | Allowance for doubtful accounts | | Asset - backed loan receivables, net | |
| | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 |
| Loan receivables | | | | | | |
| Not yet due | 127,330 | - | 1,273 | - | 126,057 | - |
| Past due: | | | | | | |
| 1 month | 11,419 | - | 1,142 | - | 10,277 | - |
| 2 - 3 months | 5,445 | - | 1,089 | - | 4,356 | - |
| 4 - 6 months | 714 | - | 285 | - | 429 | - |
| 7 - 9 months | 79 | - | 48 | - | 31 | - |
| 10 - 12 months | - | - | - | - | - | - |
| Over 12 months | - | - | - | - | - | - |
| Total | 144,987 | - | 3,837 | - | 141,150 | - |

10.3 As at 31 December 2015 and 2014, the future minimum loan payment receivable under loan agreements together with the present value of the net minimum loan payments receivable are as follows:

(Unit: Thousand Baht)

| Consolidated financial statements | | | | |
|---|-----------------------------|--------------------------------------|-----------------------------|--------------------------------------|
| | 2015 | | 2014 | |
| | Minimum payments receivable | Present value of payments receivable | Minimum payments receivable | Present value of payments receivable |
| Within one year | 164,357 | 116,226 | - | - |
| After one year but not more than five years | 35,474 | 28,761 | - | - |
| Total | 199,831 | 144,987 | - | - |
| Less: Amounts representing finance charges | (54,844) | | - | |
| Present value of minimum loan payments | 144,987 | | - | |

10.4 The subsidiary's loan agreements have terms of 1 - 3 years and require settlement in equal installment.

11. Assets foreclosed

As at 31 December 2015 and 2014, assets foreclosed are presented as follows:

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|--|-----------------------------------|----------|-------------------------------|----------|
| | 2015 | 2014 | 2015 | 2014 |
| Repossessed assets | 43,080 | 41,305 | 23,758 | 25,254 |
| Less: Allowance for diminution in value of assets foreclosed | (10,132) | (17,708) | (8,849) | (11,183) |
| Assets foreclosed, net | 32,948 | 23,597 | 14,909 | 14,071 |

12. Short-term loans and interest receivable

During the year 2015, the Company's Singapore subsidiary (GLH) entered into Master dealership, financing services and other services agreement. This agreement grants GLH sole and exclusive rights to provide sales, financing, marketing, consultancy, SME finance, project finance, inventory finance, refinance, factoring and other relevant services to strategic partners and its affiliates. This description corresponds to what is to be defined as SME.

During the year 2015 and 2014, GLH provided financing to SME and other companies, which are

partially under above agreement.

Short-term loans and interest receivable have terms during 3-12 months and the interest rate charges are between 10%-17% per annum. These loans are secured by individual, hire purchase receivables, guarantee agreement, the ordinary share of a local company and assets of the borrowers.

As at 31 December 2015, the outstanding balance of short-term loans and interest receivables amounted to Baht 363.61 million and USD 48.81 million. (2014: JPY 11.3 million and USD 0.7 million) (The Company only: Baht 18.78 million (2014: Nil).

13. Other current assets

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|---|--------------------------------------|---------|----------------------------------|---------|
| | 2015 | 2014 | 2015 | 2014 |
| Accrued income | 7,567 | 8,291 | 2,793 | 10,950 |
| Prepaid expenses | 135,765 | 92,083 | 67,348 | 85,715 |
| Other receivable - sales of assets foreclosed | 12,569 | 15,014 | 11,308 | 12,419 |
| Other receivables - related party | - | - | 13,314 | - |
| Other receivables - financial advisory | 7,218 | 5,015 | - | - |
| Other receivables | 43,705 | 20,178 | 5,216 | 4,150 |
| Undue input tax | 1,106 | 1,295 | 1,036 | 1,295 |
| Others | 22,006 | 2,955 | 11,085 | 3,221 |
| Total | 229,936 | 144,831 | 112,100 | 117,750 |
| Less: Allowance for doubtful accounts | (2,526) | (2,526) | (2,526) | (2,526) |
| Other current assets, net | 227,410 | 142,305 | 109,574 | 115,224 |

14. Pledged fixed deposit at financial institution

This represents fixed deposit pledged with bank for the issuance of letter of bank guarantees for the Company, as discussed in Note 35.4.

15. Investment in subsidiaries

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

| Company's name | Paid-up capital | | Shareholdings percentage | | Cost | | Dividend received during the year | |
|----------------------------------|---------------------------|--------------------------|--------------------------|------|-----------------|-----------------|-----------------------------------|-----------------|
| | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 |
| | | | (%) | (%) | (Thousand Baht) | (Thousand Baht) | (Thousand Baht) | (Thousand Baht) |
| Thanaban Company Limited | 565,000 Thousand Baht | 565,000 Thousand Baht | 100 | 100 | 629,696 | 629,696 | - | - |
| Group Lease Holdings Pte. Ltd. | 22,912 Thousand SGD | 17,694 Thousand SGD | 100 | 100 | 570,208 | 441,513 | - | - |
| GL Leasing (Lao) Company Limited | 1,040,000 Thousand LAK | - | 5 | - | 213 | - | - | - |
| | | | | | 1,200,117 | 1,071,209 | - | - |

On 12 December 2014, a meeting of the Board of Directors of the Company approved an additional investments in GLH totaling 5.22 million ordinary shares (or 100% of the shares of the subsidiary in issue) at a price equal to the par value of SGD 1 per share, or a total of SGD 5.22 million (equivalent to Baht 128.70 million). The Company approved the conversion of the loan and interest payable, amounting to Baht 129.74 million, to equity in GLH as stipulated in the loan capitalisation agreement. On 10 April 2015, GLH registered the increase in its paid up share capital with the Accounting and Corporate Regulatory Authority in Singapore.

On 5 February 2014, Board of Directors meeting of the Company's subsidiary passed a resolution to establish GLL, which is to be incorporated and

domiciled in Laos with registered share capital of LAK 1,040 million, or approximately Baht 4.2 million. This company was incorporated with the Ministry of Industry and Commerce in Laos on 21 April 2014.

The Company and GLH invested in 5% and 95%, respectively, of the registered capital of GLL. Since the Company holds investment in GLL through GLH, the Company recorded the investment in GLL as investment in subsidiary in the separate financial statements.

In May 2015, GLL was granted permission to operate a leasing business in Laos and launched its business operations during the second quarter of 2015.

Details of investments in subsidiaries which are held by the Company's subsidiary are as follows:

(Unit: Thousand Baht)

| Company's name | Paid-up capital | | Shareholdings percentage | | Cost | | Dividend received during the year | |
|---|------------------------------|--------------------------|--------------------------|------|-----------------|-----------------|-----------------------------------|-----------------|
| | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 |
| | | | (%) | (%) | (Thousand Baht) | (Thousand Baht) | (Thousand Baht) | (Thousand Baht) |
| Held by Group Lease Holdings Pte. Ltd. | | | | | | | | |
| GL Finance Plc. | 10,300 Thousand USD | 3,300 Thousand USD | 100 | 100 | 359,470 | 102,717 | - | - |
| GL Leasing (Lao) Company Limited | 1,040,000 Thousand LAK | - | 95 | - | 4,030 | - | - | - |
| | | | | | 363,500 | 102,717 | - | - |

During May 2014, GLH entered into an agreement to lend GLF USD 2.1 million, interest-free and due at call. On 19 September 2014, a meeting of the Board of Directors of GLH approved an additional investment in GLF, totaling USD 3.1 million (equivalent to Baht 96.49 million), and approved the conversion of the loan to equity in GLF, together with cash payment of the outstanding balance. On 5 January 2015, GLF registered the increase in its paid up share capital with the Ministry of Commerce in Cambodia.

On 2 January 2015, a meeting of the Board of Directors of GLH approved and additional investments in GLF totaling USD 4.0 million (equivalent to Baht 131.25 million). The subsidiary approved the conversion of the loan and interest payable to equity in GLF. On 28 September 2015, GLF registered the increase in its paid up share capital with the Ministry of Commerce in Cambodia.

On 7 September 2015, a meeting of the Board of Directors of GLH passed a resolution to establish a subsidiary domiciled in Indonesia with a registered share capital of IDR 100 billion. The deed of establishment was signed on 23 December 2015. GLH is investing together with J Trust Asia Pte. Ltd. and PT Wijaya Infrastruktur Indonesia, with GLH

holding 65% of the shares. The establishment of the subsidiary is currently in the process of being registered.

16. Long-term loans

During the year 2015, the Company's Singapore subsidiary (GLH) entered into Master dealership, financing services and other services agreement. This agreement grants GLH sole and exclusive rights to provide sales, financing, marketing, consultancy, SME finance, project finance, inventory finance, refinance, factoring and other relevant services to strategic partners and its affiliates. This description corresponds to what is to be defined as SME.

During the year 2015 and 2014, GLH provided financing to SME and other companies, which are partially under above agreement.

Long-term loans have terms during 2-3 years and the interest rate charges are between 6%-25% per annum. These loans are secured by individual, the ordinary share of a local company and assets of the borrowers.

As at 31 December 2015, the outstanding balance of long-term loans and amounted to USD 16.75 million.

17. Property, plant and equipment

(Unit: Thousand Baht)

| Consolidated financial statements | | | | | | | | |
|---|--------|-----------|-------------------------------------|--------------------------------|-------------------------|----------------|-----------------|--------------|
| | Land | Buildings | Building improvement and lease area | Furniture and office equipment | Computers and equipment | Motor vehicles | Work in process | Total |
| Cost | | | | | | | | |
| 1 January 2014 | 35,983 | 45,553 | 13,154 | 25,203 | 18,569 | 25,729 | - | 164,191 |
| Additions | - | - | 1,510 | 4,010 | 11,745 | 5,703 | 20,340 | 43,308 |
| Disposals/Write-off | - | - | (7) | (2,045) | (1,211) | (484) | - | (3,747) |
| Transfer in (out) | - | - | 10,219 | 2,364 | 5,068 | 44 | (20,544) | (2,849) |
| Increase from acquisition of TNB | - | - | - | 10,865 | 3,971 | - | - | 14,836 |
| Exchange differences on translation of Financial statements in foreign currency | = | = | <u>22</u> | <u>47</u> | <u>129</u> | <u>100</u> | <u>204</u> | <u>502</u> |
| 31 December 2014 | 35,983 | 45,553 | 24,898 | 40,444 | 38,271 | 31,092 | - | 216,241 |
| Additions | - | - | - | - | - | - | - | - |
| Disposals/Write-off | - | - | 892 | 6,399 | 14,951 | 5,386 | 7,839 | 35,467 |
| Transfer in (out) | - | - | (15) | (5,772) | (2,268) | (455) | - | (8,510) |
| Increase from acquisition of TNB | - | - | 4,945 | 189 | 8,186 | - | (8,143) | 5,177 |
| Exchange differences on translation of Financial statements in foreign currency | = | = | <u>1,090</u> | <u>678</u> | <u>1,702</u> | <u>1,044</u> | <u>413</u> | <u>4,927</u> |
| 31 December 2015 | 35,983 | 45,553 | 31,810 | 41,938 | 60,842 | 37,067 | 109 | 253,302 |

(Unit: Thousand Baht)

| Consolidated financial statements | | | | | | | | |
|---|---------------|--------------|-------------------------------------|--------------------------------|-------------------------|----------------|-----------------|----------------|
| | Land | Buildings | Building improvement and lease area | Furniture and office equipment | Computers and equipment | Motor vehicles | Work in process | Total |
| Accumulated depreciation | | | | | | | | |
| 1 January 2014 | - | 39,770 | 5,406 | 19,128 | 13,561 | 15,451 | - | 93,316 |
| Depreciation for the year | - | 354 | 1,438 | 3,034 | 6,640 | 5,702 | - | 17,168 |
| Depreciation on disposals/Write-off | - | - | (7) | (2,023) | (1,192) | (444) | - | (3,666) |
| Increase from acquisition of TNB | - | - | - | 6,476 | 2,112 | - | - | 8,588 |
| Exchange differences on translation of Financial statements in foreign currency | = | = | <u>1</u> | <u>12</u> | <u>132</u> | <u>48</u> | = | <u>193</u> |
| 31 December 2014 | - | 40,124 | 6,838 | 26,627 | 21,253 | 20,757 | - | 115,599 |
| Depreciation for the year | - | - | - | - | - | - | - | - |
| Depreciation on disposals/Write-off | - | 354 | 3,975 | 5,094 | 13,737 | 5,263 | - | 28,423 |
| Increase from acquisition of TNB | - | - | (12) | (5,590) | (2,266) | (454) | - | (8,322) |
| Exchange differences on translation of Financial statements in foreign currency | = | = | <u>153</u> | <u>159</u> | <u>741</u> | <u>567</u> | = | <u>1,620</u> |
| 31 December 2015 | - | 40,478 | 10,954 | 26,290 | 33,465 | 26,133 | - | 137,320 |
| Net book value | | | | | | | | |
| 31 December 2014 | <u>35,983</u> | <u>5,429</u> | <u>18,060</u> | <u>13,817</u> | <u>17,018</u> | <u>10,335</u> | = | <u>100,642</u> |
| 31 December 2015 | <u>35,983</u> | <u>5,075</u> | <u>20,856</u> | <u>15,648</u> | <u>27,377</u> | <u>10,934</u> | <u>109</u> | <u>115,982</u> |
| Depreciation for the year | | | | | | | | |
| 2014 | - | - | - | - | - | - | - | <u>17,168</u> |
| 2015 | - | - | - | - | - | - | - | <u>28,423</u> |

(Unit: Thousand Baht)

| Separate financial statements | | | | | | | |
|-------------------------------|--------|-----------|-------------------------------------|--------------------------------|-------------------------|----------------|---------|
| | Land | Buildings | Building improvement and lease area | Furniture and office equipment | Computers and equipment | Motor vehicles | Total |
| Cost | | | | | | | |
| 1 January 2014 | 35,983 | 45,553 | 13,003 | 23,364 | 15,249 | 18,139 | 151,291 |
| Additions | - | - | 1,385 | 1,413 | 5,608 | 2,503 | 10,909 |
| Disposals | - | - | (7) | (1,159) | (1,135) | (484) | (2,785) |
| 31 December 2014 | 35,983 | 45,553 | 14,381 | 23,618 | 19,722 | 20,158 | 159,415 |
| Additions | - | - | 409 | 2,543 | 7,772 | 3,652 | 14,376 |
| Write-off | - | - | (14) | (4,872) | (2,244) | (455) | (7,585) |
| Transfer in/out | - | - | - | - | 7,949 | - | 7,949 |
| 31 December 2015 | 35,983 | 45,553 | 14,776 | 21,289 | 33,199 | 23,355 | 174,155 |

(Unit: Thousand Baht)

| Separate financial statements | | | | | | | |
|--------------------------------------|--------|-----------|-------------------------------------|--------------------------------|-------------------------|----------------|---------|
| | Land | Buildings | Building improvement and lease area | Furniture and office equipment | Computers and equipment | Motor vehicles | Total |
| Accumulated depreciation | | | | | | | |
| 1 January 2014 | - | 39,770 | 5,396 | 18,843 | 12,373 | 13,892 | 90,274 |
| Depreciation for the year | - | 354 | 1,273 | 1,367 | 3,464 | 2,987 | 9,445 |
| Depreciation on disposals/ write-off | - | - | (7) | (1,140) | (1,134) | (445) | (2,726) |
| 31 December 2014 | - | 40,124 | 6,662 | 19,070 | 14,703 | 16,434 | 96,993 |
| Depreciation for the year | - | 354 | 1,461 | 1,552 | 5,061 | 2,445 | 10,873 |
| Depreciation on disposals/ write-off | - | - | (12) | (4,827) | (2,242) | (454) | (7,535) |
| 31 December 2015 | - | 40,478 | 8,111 | 15,795 | 17,522 | 18,425 | 100,331 |
| Net book value | | | | | | | |
| 31 December 2014 | 35,983 | 5,429 | 7,719 | 4,548 | 5,019 | 3,724 | 62,422 |
| 31 December 2015 | 35,983 | 5,075 | 6,665 | 5,494 | 15,677 | 4,930 | 73,824 |
| Depreciation for the year | | | | | | | |
| 2014 | | | | | | | 9,445 |
| 2015 | | | | | | | 10,873 |

As at 31 December 2015 and 2014, certain equipment items of the Company has been fully depreciated but are still in use. The gross carrying amount (before deducting accumulated depreciation) of those assets amounted to approximately Baht 76.4 million and Baht 71.9 million, respectively (the Company only: Baht 72.2 million and Baht 70.7 million, respectively).

The Company has mortgaged land and construction thereon with a total net book value as at 31 December 2015 of Baht 21.4 million (2014: Baht 21.4 million) as collateral for bank overdraft and short-term loans from financial institutions and long-term credit facilities as discussed in Notes 21 and 23.

18. Intangible assets

(Unit: Thousand Baht)

| Consolidated financial statements | | | | | |
|---|---------------------------|-------------------|-----------|----------------------------|----------------|
| | Exclusive right agreement | Computer software | Leasehold | Software under development | Total |
| Cost | | | | | |
| 1 January 2014 | 115,202 | 1,515 | - | 1,338 | 118,055 |
| Acquisitions during the year - at cost | - | 91 | - | 6,555 | 6,646 |
| Increase from acquisition of TNB (restated) | - | 1,007 | 150 | - | 1,157 |
| Write off | - | - | (150) | - | (150) |
| Transfer in | - | 4,182 | - | (1,332) | 2,850 |
| Exchange differences on translation of financial statements in foreign currency | <u>524</u> | <u>90</u> | = | <u>(6)</u> | <u>608</u> |
| 31 December 2014 (restated) | 115,726 | 6,885 | - | 6,555 | 129,166 |
| Acquisitions during the year - at cost | - | 10,793 | 19 | 16,790 | 27,602 |
| Transfer in (out) | - | 3,918 | - | (14,060) | (10,142) |
| Exchange differences on translation of financial statements in foreign currency | <u>10,973</u> | <u>181</u> | = | <u>32</u> | <u>11,186</u> |
| 31 December 2015 | 126,699 | 21,777 | 19 | 9,317 | 157,812 |
| Amortisation | | | | | |
| 1 January 2014 | 12,800 | 185 | - | - | 12,985 |
| Amortisation for the year | 19,005 | 619 | 13 | - | 19,637 |
| Increase from acquisition of TNB (restated) | - | 284 | 90 | - | 374 |
| Write off | - | - | (103) | - | (103) |
| Exchange differences on translation of financial statements in foreign currency | <u>341</u> | <u>10</u> | = | = | <u>351</u> |
| 31 December 2014 (restated) | 32,146 | 1,098 | - | - | 33,244 |
| Amortisation for the year | 17,756 | 1,597 | 2 | - | 19,355 |
| Exchange differences on translation of financial statements in foreign currency | <u>4,054</u> | <u>92</u> | = | = | <u>4,146</u> |
| 31 December 2015 | <u>53,956</u> | <u>2,787</u> | <u>2</u> | = | <u>56,745</u> |
| Net book value | | | | | |
| 31 December 2014 | <u>83,580</u> | <u>5,787</u> | = | <u>6,555</u> | <u>95,922</u> |
| 31 December 2015 | 72,743 | 18,990 | 17 | 9,317 | 101,067 |

Separate financial statement

| | Computer software | Software under development | Total |
|--|-------------------|----------------------------|-----------------|
| Cost | | | |
| 1 January 2014 | - | - | - |
| Acquisition during the year - at cost | - | <u>6,450</u> | <u>6,450</u> |
| 31 December 2014 | - | 6,450 | 6,450 |
| Acquisitions during the year - at cost | 10,000 | 12,562 | 22,562 |
| Transferred in/out | <u>1,146</u> | <u>(14,060)</u> | <u>(12,914)</u> |
| 31 December 2015 | 11,146 | 4,952 | 16,098 |
| Amortisation | | | |
| 1 January 2014 | - | - | - |
| Amortisation for the year | - | - | - |
| 31 December 2014 | - | - | - |
| Amortisation for the year | <u>597</u> | - | <u>597</u> |
| 31 December 2015 | <u>597</u> | - | <u>597</u> |
| Net book value | | | |
| 31 December 2014 | - | <u>6,450</u> | <u>6,450</u> |
| 31 December 2015 | 10,549 | 4,952 | 15,501 |

Exclusive right agreement

A related party entered into a 5-year Exclusive Right Agreement (automatically renew for a further two years unless the parties mutually agree in writing not to renew the agreement within six months before the termination date) with a company which is the distributor of Honda motorcycles in Cambodia. The agreement grants the related party exclusive rights to act as finance agent arranging hire purchase finance for motorcycles branded "Honda". On 2 May 2012, the related party granted the exclusive rights to GLF for a fee of USD 100,000 and entered into a USD 2.9 million deposit agreement under which the related party is the representative agent to contact with such company. Conditions of the deposit agreement specify that if GLF fails to meet the minimum annual sales target set, the deposit will be forfeited in proportion to the period of six years as from 2013 to 2018.

In 2015, GLF has met its sales target and has thus recorded a refund of the deposit equal to the proportion amount set in the agreement. The fair value of the exclusive right in consolidated financial statements was adjusted accordingly.

As at 31 December 2015, the fair value of exclusive right in consolidated financial statement amounted to USD 2.02 million (2014: USD 2.54 million).

19. Income tax expenses/deferred tax

Income tax expenses for the years ended 31 December 2015 and 2014 are made up as follows:

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|---|--------------------------------------|---------------|----------------------------------|---------------|
| | 2015 | 2014 | 2015 | 2014 |
| | | (Restated) | | (Restated) |
| Current income tax: | | | | |
| Current income tax charge | 92,786 | 41,533 | 64,805 | 46,288 |
| Deferred tax: | | | | |
| Relating to origination and reversal of temporary differences | 50,289 | (45,216) | 19,991 | (9,830) |
| Temporary differences from purchase of TNB | - | <u>23,572</u> | - | - |
| Income tax expense reported in the statement of comprehensive income | 143,075 | 19,889 | 84,796 | 36,458 |

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2015 and 2014 are as follows:

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|--------------------------------|--------------------------------------|------------|----------------------------------|------------|
| | 2015 | 2014 | 2015 | 2014 |
| | | (Restated) | | (Restated) |
| Deferred tax on actuarial loss | 507 | 431 | 507 | 431 |
| Total | 507 | 431 | 507 | 431 |

Reconciliation between income tax expenses and the product of accounting profit multiplied by the applicable tax rates for the years ended 31 December 2015 and 2014 is as follows.

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|--|--------------------------------------|----------------|----------------------------------|---------------|
| | 2015 | 2014 | 2015 | 2014 |
| | | (Restated) | | (Restated) |
| Accounting profit before tax | 725,966 | 137,613 | 425,008 | 180,683 |
| Applicable tax rate | 20%, 17% | 20%, 17% | 20%, 17% | 20% |
| Accounting profit before tax multiplied by applicable tax rate | 166,871 | 25,540 | 85,002 | 36,137 |
| Effects of non-taxable income and expenses | (33,542) | 200 | (206) | 321 |
| Effects of temporary difference from appraisal fair value of exclusive right agreement | - | (788) | - | - |
| Others | <u>9,746</u> | <u>(5,063)</u> | - | - |
| Total income tax expenses reported in the statement of comprehensive income | 143,075 | 19,889 | 84,796 | 36,458 |

As of 31 December 2015 and 2014, the components of deferred tax assets and deferred tax liabilities are as follows:

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|---|-----------------------------------|----------------|-------------------------------|---------------|
| | 2015 | 2014 | 2015 | 2014 |
| | | (Restated) | | |
| Deferred tax assets | | | | |
| Allowance for doubtful accounts | 71,562 | 115,621 | 60,351 | 88,714 |
| Allowance for diminution of value foreclosed assets | 2,027 | 3,542 | 1,770 | 2,237 |
| Reserve for employee benefits | 1,496 | 1,276 | 1,496 | 1,276 |
| Loss brought forward | - | 12,213 | - | - |
| Others | 77 | 2,734 | - | - |
| Prepaid commission expenses | (10,353) | (17,085) | (10,353) | (17,085) |
| Accumulated depreciation and amortisation | - | (1,317) | - | - |
| Amortised transaction cost of debentures | (1,278) | (2,339) | (1,278) | (2,339) |
| Amortised front end fees of short-term loan | (663) | (1,995) | (663) | (1,995) |
| Total | 62,868 | 112,650 | 51,323 | 70,808 |

20. Other non-current assets

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|---|-----------------------------------|----------------|-------------------------------|---------------|
| | 2015 | 2014 | 2015 | 2014 |
| Income tax and value added tax refundable | 70,220 | 67,266 | 66,482 | 60,485 |
| Deposits | 34,689 | 93,740 | 1,519 | 1,445 |
| Others | 6,175 | 1,339 | 6,088 | 1,075 |
| Total other non-current assets | 111,084 | 162,345 | 74,089 | 63,005 |

21. Short-term loans from financial institutions

| | Consolidated/Separate financial statements | | | |
|------------------|--|---------------|-----------------|-----------------|
| | Interest rate | | | |
| | 2015 | 2014 | 2015 | 2014 |
| | (% per annum) | (% per annum) | (Thousand Bath) | (Thousand Bath) |
| Short-term loans | 5.25 - 7.00 | 5.00 - 8.00 | 349,050 | 250,000 |
| Total | | | 349,050 | 250,000 |

As at 31 December 2015 and 2014, short-term loans of the Company from financial institutions were secured by the transfer of rights of claim under hire purchase agreements, motorcycle registrations as notified by the lender of the Company and its subsidiary, and the pledge of all shares of the subsidiary.

22. Related party transactions

During the years, the Company and its subsidiaries had significant business transactions with related parties, which have been concluded on commercial terms and bases agreed upon in the ordinary course of business between the Company, its subsidiaries and those related companies. Below is a summary of those transactions.

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | | Pricing policy |
|--|-----------------------------------|-------|-------------------------------|--------|-------------------|
| | 2015 | 2014 | 2015 | 2014 | |
| Transactions with subsidiary company: (Eliminated from consolidated financial statements) | | | | | |
| Hire purchase interest and installment | | | | | |
| sales income | - | - | 93 | 126 | Contract rate |
| Interest income | - | - | 145,953 | 66,111 | 7% per annum |
| Other income | - | - | 91,684 | 37,703 | Contract rate |
| Transactions with related parties: | | | | | |
| Interest income | 247 | 2,544 | - | - | 6% - 9% per annum |
| Other income - financial support | 13,130 | - | - | - | Contract rate |
| Interest expense | 550 | 19 | - | - | 6% per annum |

The relationship between the Company and the related parties are summarised below.

| Name of related parties | Relationship with the Company |
|---|--|
| Group Lease Holdings Pte Ltd. | Subsidiary |
| GL Finance Plc. | Subsidiary (held by a subsidiary) |
| GL Leasing (Lao) Company Limited | Subsidiary (held by a subsidiary) |
| Thanaban Company Limited | Subsidiary |
| Asia Partnership Fund Pte., Ltd. | Company's director is major shareholders of that company / Common director |
| A.P.F. Group Co., Ltd. | Company's director is major shareholders of that company / Common director |
| Devenco Management and Consulting Co., Ltd. | Common director with GLF (the director resigned from GLF during the year) |
| Engine Holdings Asia Pte.Ltd. | Company's director is major shareholders of that company / Common director |
| Cambodian People Micro Insurance PLC. | Common director with the Company and GLF |
| Tennis Federation of Cambodia | GLF's director is general secretary of the Federation (the director resigned from GLF during the year) |

As at 31 December 2015 and 2014, the Company and its subsidiaries had outstanding balances of significant assets and liabilities with the related parties as follows:

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|---|--------------------------------------|---------------|----------------------------------|------------------|
| | 2015 | 2014 | 2015 | 2014 |
| Hire purchase and installment sales receivables | | | | |
| Subsidiary company | | | | |
| GL Finance Plc. | - | - | <u>1,031</u> | <u>1,159</u> |
| Total | - | - | 1,031 | 1,159 |
| Short-term loans to and interest receivable from related parties | | | | |
| Subsidiary companies | | | | |
| Group Lease Holdings Pte. Ltd. | - | - | 4,016,390 | 764,515 |
| Thanaban Co.,Ltd. | - | - | - | 422,254 |
| GL Finance Plc. | - | - | - | 3,397 |
| Related parties | | | | |
| Director of subsidiary | - | 2,293 | - | - |
| Devenco Management and Consulting Co., Ltd. | - | 31,083 | - | - |
| Tennis Federation of Cambodia | - | <u>5,049</u> | - | - |
| Total | - | 38,425 | 4,016,390 | 1,190,166 |
| Other current assets | | | | |
| Subsidiary companies | | | | |
| Group Lease Holdings Pte. Ltd. | - | - | 4,096 | 297 |
| GL Finance Plc. | - | - | 359 | - |
| Thanaban Co.,Ltd. | - | - | 8,859 | 7,569 |
| Related parties | | | | |
| Director of the Company and subsidiary | 11,275 | - | - | - |
| A.P.F. Group Co., Ltd. | 4,872 | - | - | - |
| Engine Holdings Asia Pte. Ltd | <u>2,813</u> | - | - | - |
| Total | 18,960 | - | 13,314 | 7,866 |

| | Consolidated financial statements | | Separate financial statements | |
|--|--------------------------------------|---------------|----------------------------------|-------|
| | 2015 | 2014 | 2015 | 2014 |
| Deposit - related party (presented as part of other non-current assets) | | | | |
| Related party | | | | |
| A.P.F. Group Co., Ltd. | = | <u>70,217</u> | = | = |
| Total | - | 70,217 | - | - |
| Short-term loans from and interest payable to related parties | | | | |
| Related parties | | | | |
| Director of the Company and subsidiary | 250 | - | - | - |
| A.P.F. Group Co., Ltd. | - | 19,797 | - | - |
| Cambodian People Micro Insurance PLC | <u>3,865</u> | = | = | = |
| Total | 4,115 | 19,797 | - | - |
| Accrued expenses | | | | |
| Subsidiary companies | | | | |
| Group Lease Holdings Pte. Ltd. | - | - | 49,826 | - |
| GL Finance Plc. | - | - | 334 | 1,057 |
| GL Leasing (Lao) Company Limited | = | = | <u>77</u> | = |
| Total | - | - | 50,237 | 1,057 |
| Other current assets | | | | |
| Subsidiary company | | | | |
| Group Lease Holdings Pte. Ltd. | - | - | 236 | - |
| Thanaban Co.,Ltd. | - | - | 1,571 | - |
| Related party | | | | |
| Director of the Company and subsidiary | <u>92</u> | = | = | = |
| Total | 92 | - | 1,807 | - |

As at 31 December 2014, deposits as presented under the caption of non-current assets in the consolidated financial statements, totaling Baht 70.2 million, represented a deposit of GLH that has been pledged as collateral with a related party who assisted with procurement of debentures from a financial institution. In the first quarter of 2015, GLH cancelled the debentures arrangement and, as a result, the related party returned the deposit to GLH in February 2015.

During the current year, short-term loans to and interest receivable from related parties have movement as below:

(Unit: Thousand Baht)

| | Consolidated financial statements | | | |
|--|------------------------------------|-----------------|----------------|--------------------------------------|
| | Balance as at 1 January 2015 | During the year | | Balance as at 31 December 2015 |
| | | Increase | Decrease | |
| Short-term loans to and interest receivable from related parties | | | | |
| Director of subsidiary | 2,293 | 2,728 | (5,021) | - |
| Devenco Management and Consulting Co., Ltd. | 31,083 | 158 | (31,241) | - |
| Tennis Federation of Cambodia | <u>5,049</u> | <u>89</u> | <u>(5,138)</u> | = |
| Total | 38,425 | 2,975 | (41,400) | - |

GLH entered into the agreements with related parties to obtain unsecured loan facility with interest rate charged at the cost of funds rates of lender plus 6.75% - 7.50% per annum (2014: 6.75% - 7.50% per annum).

(Unit: Thousand Baht)

| | Separate financial statements | | | | |
|--|---------------------------------|-----------------|----------------|-----------------------------------|-----------------------------------|
| | Balance as at 1 January 2015 | During the year | | Gain (loss) from exchange rate | Balance as at 31 December 2015 |
| | | Increase | Decrease | | |
| Short-term loans to and interest receivable from related parties | | | | | |
| Group Lease Holdings Pte. Ltd. | 764,515 | 4,240,572 | (1,009,524) | 20,827 | 4,016,390 |
| Thanaban Co.,Ltd. | 422,254 | 7,957 | (430,211) | - | - |
| GL Finance Plc. | <u>3,397</u> | <u>141</u> | <u>(3,536)</u> | <u>(2)</u> | = |
| Total | 1,190,166 | 4,248,670 | (1,443,271) | 20,825 | 4,016,390 |

These loans to subsidiaries are unsecured loans with interest rate charged at the rates of 5.50% - 7.00% per annum (2014: 7.00% - 11.00% per annum).

During the current year, short-term loans from and interest payable to related party have movement as below:

(Unit: Thousand Baht)

| | Consolidated financial statements | | | | |
|---|------------------------------------|-----------------|----------------|--------------------------------------|--------------------------------------|
| | Balance as at 1 January 2015 | During the year | | Gain (loss) from exchange rate | Balance as at 31 December 2015 |
| | | Increase | Decrease | | |
| Short-term loans from and interest payable to related party | | | | | |
| Director of the Company and subsidiary | - | 130,481 | (130,220) | (11) | 250 |
| A.P.F. Group Co., Ltd. | 19,797 | 9,996 | (29,793) | - | - |
| Cambodian People | | | | | |
| Micro Insurance PLC | - | 3,545 | - | 320 | 3,865 |
| Engine Holdings Asia | | | | | |
| Pte. Ltd | = | <u>7,998</u> | <u>(7,998)</u> | = | = |
| Total | 19,797 | 152,020 | (168,011) | 309 | 4,115 |

These loans from related party are unsecured loans with interest rate charged at the rates of 6.00% - 10.00% per annum (2014: 6.00% per annum).

Directors and management's benefits

During the years ended 31 December 2015 and 2014, the Company and its subsidiaries had employee benefit expenses payable to their directors and management as below.

| | Consolidated financial statements | | | |
|------------------------------|-----------------------------------|--------------|---------------|--------------|
| | 2015 | | 2014 | |
| | Thousand Baht | Thousand USD | Thousand Baht | Thousand USD |
| Short-term employee benefits | 54,613 | 342 | 37,490 | 347 |
| Post-employment benefits | 1,800 | - | 932 | - |
| Total | 56,413 | 342 | 38,422 | 347 |

(Unit: Thousand Baht)

| | Separate financial statements | |
|------------------------------|-------------------------------|---------------|
| | 2015 | 2014 |
| Short-term employee benefits | 52,573 | 37,490 |
| Post-employment benefits | 1,800 | 932 |
| Total | 54,373 | 38,422 |

Warrants for directors and management

On 15 May 2012, the Company issued 255,500 warrants (GL-WD) to subscribe to the Company's ordinary shares, to be allotted to 16 directors and management. This represents 25.55% of the Company's warrants.

On 2 December 2013, the Company issued 731,151 warrants (GL-W3) to subscribe to the Company's ordinary shares, to be allotted to 9 directors and management. This represents 0.22% of the Company's warrants.

23. Long-term loans

The long-term loans, which the Company obtained from local financial institutions, are as detailed below.

(Unit: Thousand Baht)

| | Consolidated financial statements | | | |
|--|-----------------------------------|-----------|---|---|
| | Balance | | Interest rate per annum | Repayment condition |
| | 2015 | 2014 | | |
| Loan agreement dated 26 May 2011 | | | | |
| Credit facility No. 1 | 1,449,160 | 2,384,890 | At the rate of MLR - 1.0% per annum | Thirty equal installments, with first installment due on the first interest payment date after drawing down loans under credit facility |
| Loan agreement dates 21 June 2013 | | | | |
| Credit facility No. 1 | 33,150 | 233,110 | At the rate of THBFIX1M + 1.50% per annum | Thirty equal installment, with first installment due on the first interest payment date after drawing down loans under credit facility. |
| Loan agreement dates 17 September 2013 | | | | |
| Credit facility No. 1 | 79,670 | 279,830 | At the rate of THBFIX1M + 1.50% per annum | Thirty equal installment, with first installment due on the first interest payment date after drawing down loans under credit facility. |
| Loan agreement dates 26 December 2014 | | | | |
| Credit facility No. 1 | 324,000 | 972,000 | At the rate of MLR - 2.25% per annum | Eighteen equal installment, with first installment due on the second interest payment date after drawing down loans under credit facility. |
| Loan agreement dates 20 December 2014 | | | | |
| Credit facility No. 1 | 30,074 | - | At the rate of 10.00% per annum | Six equal installment, with first installment due on six months after drawing down loans under credit facility and repayment every six months |

(Unit: Thousand Baht)

| | Consolidated financial statements | | | |
|--|-----------------------------------|-------------|---------------------------------------|--|
| | Balance | | Interest rate per annum | Repayment condition |
| | 2015 | 2014 | | |
| Loan agreement dates 25 March 2015 | | | | |
| Credit facility No. 1 | 60,148 | - | At the rate of 10.00% per annum | Six equal installment, with first installment due on six months after drawing down loans under credit facility and repayment every six months |
| Promissory note dates 23 October 2015 | | | | |
| Promissory note No. 1 | 36,088 | - | At the rate of 8.72% per annum | Repayment all principle after 2 years from agreement date |
| Promissory note No. 2 | 54,133 | - | At the rate of 8.72% per annum | Repayment all principle after 2 years from agreement date |
| Less: Deferred front end fees | (3,976) | (9,974) | | |
| Total | 2,062,447 | 3,859,856 | | |
| Less: Current portion | (1,557,854) | (2,547,809) | | |
| Long-term loans, net of current portion | 504,593 | 1,312,047 | | |

(Unit: Thousand Baht)

| Separate financial statements | | | |
|-------------------------------|------|----------------------------|---------------------|
| Balance | | Interest rate per annum | Repayment condition |
| 2015 | 2014 | | |

Loan agreement dated 26 May 2011

| | | | | |
|-----------------------|-----------|-----------|-------------------------------------|---|
| Credit facility No. 1 | 1,449,160 | 2,384,890 | At the rate of MLR - 1.0% per annum | Thirty equal installments, with first installment due on the first interest payment date after drawing down loans under credit facility |
|-----------------------|-----------|-----------|-------------------------------------|---|

Loan agreement dates 21 June 2013

| | | | | |
|-----------------------|--------|---------|---|---|
| Credit facility No. 1 | 33,150 | 233,110 | At the rate of THBFIX1M + 1.50% per annum | Thirty equal installment, with first installment due on the first interest payment date after drawing down loans under credit facility. |
|-----------------------|--------|---------|---|---|

Loan agreement dates 17 September 2013

| | | | | |
|-----------------------|--------|---------|---|---|
| Credit facility No. 1 | 79,670 | 279,830 | At the rate of THBFIX1M + 1.50% per annum | Thirty equal installment, with first installment due on the first interest payment date after drawing down loans under credit facility. |
|-----------------------|--------|---------|---|---|

Loan agreement dates 26 December 2014

| | | | | |
|---|-------------|-------------|--------------------------------------|--|
| Credit facility No. 1 | 324,000 | 972,000 | At the rate of MLR - 2.25% per annum | Eighteen equal installment, with first installment due on the second interest payment date after drawing down loans under credit facility. |
| Less: Deferred front end fees | (3,313) | (9,974) | | |
| Total | 1,882,667 | 3,859,856 | | |
| Less: Current portion | (1,522,177) | (2,547,809) | | |
| Long-term loans, net of current portion | 360,490 | 1,312,047 | | |

Movements in the long-term loans account during the year ended 31 December 2015 are summarised below.

(Unit: Thousand Baht)

| | Consolidated financial statements | Separate financial statements |
|--|--------------------------------------|----------------------------------|
| Balance as at 1 January 2015 | 3,859,856 | 3,859,856 |
| Add: Addition borrowings | 1,024,330 | 834,000 |
| Amortisation of deferred front end fees | 7,081 | 6,661 |
| Less: Repayment | (2,836,035) | (2,817,850) |
| Deferred front end fees | (1,001) | - |
| Exchange differences on translation of financial statements in foreign currency | 8,216 | - |
| Balance as at 31 December 2015 | 2,062,447 | 1,882,667 |

On 26 May 2011, the Company entered into a loan agreement with another commercial bank to obtain long-term loan facilities of Baht 500 million. The purposes of such loan are to repay the existing short-term loan and for use in the expansion of business.

During the year 2012 upto the first quarter of 2013, the Company increase the long-term credit facilities with commercial banks of loan agreement on 26 May 2011 to Baht 2,500 million. The purposes of such loan are to repay the existing short-term loan and for use in the expansion of business.

During the year 2013, the Company entered into a loan agreement with another commercial bank to obtain long-term loan facilities total to Baht 1,000 million. The purpose of such loans are to repay the existing short-term loan and for use in the expansion of business. In order to reduce the fluctuation of interest rate risk, the Company has entered into an interest rate swap agreement covering this loan amount, whereby a floating interest rate is to be swapped for a fixed interest rate at 6.00% per annum.

On 26 December 2014, the Company entered into a loan agreement with another commercial bank to obtain long-term loan facilities of Baht 972 million, the purpose of such loans are to repay the existing short-term loan and to settle loan of Thanaban Co., Ltd. as at the acquisition date.

During the year 2015 and 2014, the subsidiary entered into loan agreements with overseas financial institutions to obtain long-term loan facilities total to USD 5.5 million, the purpose of such loan is for use in its operating.

The loan agreements contains covenants regarding, among other things, the maintenance of the proportion of shareholding of the major shareholders, dividend payment, and maintenance of a certain debt to equity ratio, ratio of hire purchase receivables more than three months' past due to total hire purchase receivables, ratio of total hire purchase receivables to loans, prohibition of disposal of assets or rights of claim under hire purchase agreements, other practice comply with loan agreements and prohibition of entering into new loan agreements.

The loans are secured by the transfer of rights of claim under hire purchase agreements, the mortgage of land and construction thereon and/or to be constructed thereon in the future, and motorcycle registrations as requested by the commercial banks, corporate guarantee by GLH and total assets of GLF. As at 31 December 2015, GLF had total assets to mortgage such loans amounting to USD 2.51 million.

As at 31 December 2015, the long-term credit facilities of the Company and its subsidiaries which have not yet drawn down amount to Baht 1,050.8 million (2014: Baht 115.1 million).

24. Debentures

The Company has issued partially secured, unsubordinated, registered debentures, as detailed below.

(Unit: Thousand Baht)

| Debentures | Interest rate | Terms | Due date | Consolidated / Separate financial statements | |
|--|-----------------------------|---------|---------------------|--|----------|
| | | | | 2015 | 2014 |
| Debentures 1/2014 | As detail in table below | 3 years | 27 February 2017 | 500,000 | 500,000 |
| Less: Unamortised portion of deferred transaction costs | | | | (6,390) | (11,697) |
| Debentures - net | | | | 493,610 | 488,303 |

Details of the Company's debentures are as follows:

The Unsubordinated and partially secured Debentures of Group Lease Public Company Limited.
No. 1/2014, due 2017.

| | |
|----------------------------------|---|
| Name of debentures | "The Unsubordinated and partial secured Debentures of Group Lease Plc. No. 1/2014, due 2017" |
| Amount | Baht 500 million |
| Term | 3 years, starting from date of issuance |
| Issued date | 27 February 2014 |
| Interest rate | From 27 August 2014 to 29 September 2014, interest rate at 4.17% p.a. from 30 September 2014 to the redemption date, interest rate at 4.55% p.a. |
| Interest payment schedule | Twice a year on 27 February and 27 August, starting from 27 August 2014 |
| Principal repayment | On the redemption date of 27 February 2017 |
| Covenants | Maintenance of debt to equity ratio, hire purchase receivable ratio and restriction on dividend payment and disposal and transfer of assets |
| Guarantee | Partial guaranteed by a financial institution as disclosed in Note 34.4 |

25. Convertible debentures / Share subscription received in advance

On 27 April 2015, the Annual General Meeting of Shareholders of the Company approved the issue and offering of convertible debentures in an amount not exceeding USD 30 million or totaling Baht 981 million (32.7 Baht per 1 USD), or the equivalent in other currencies. The Meeting also approved an increase in the Company's registered capital to support the conversion of the convertible debentures, as described in Note 27. On 22 May 2015, the Company issued convertible debentures to a specific foreign investor (a private placement), J Trust Asia Pte. Ltd. Key terms and conditions of the convertible debentures are as follow:

| | |
|------------------------------------|--|
| Amount of unit | 300 units |
| Type of debenture | Unsubordinated, unsecured convertible debenture without debenture holders' representative |
| Face value | USD 100,000 per 1 convertible debenture |
| Issue date | 22 May 2015 |
| Term | 3 years since the date of issuance (22 May 2015 to 22 May 2018) |
| Interest rate | 5.0% per annum |
| Interest payment | 2 times a year on every 22 May and 22 November throughout the term of debentures 95 specified in the terms and conditions If these fall on a holiday, the next business day |
| Redemption at maturity date | Holders have 2 options: a) Redeem in full in cash b) Convert into common stock |
| Conversion to common stock | 1 convertible debenture (face value of USD 100,000 or equal to 3,270,000 Baht) can be redeemed by converting it to 327,000 shares of common stock |
| Conversion price | Baht 10 per share |
| Date of conversion | Last business day of each quarter |

The convertible debentures agreement contains requirements and restrictions with which the Company must comply, as specified in the debentures' offering circular.

On 30 December 2015, a holder of convertible bonds (J Trust Asia Pte. Ltd.) notified the Company of its intention to exercise its right to convert all 300 units of the convertible bonds, at an exercise price of Baht 10 per share, to 98,100,000 shares of the Company with a par value of Baht 0.50 each. The Company registered the resulting Baht 49.05 million increase in its paid-up capital, from Baht 713.64 million to Baht 762.69 million, with the Ministry of Commerce on 6 January 2016. The exercise of rights to convert the bonds is in accordance with a resolution of the Extraordinary General Meeting of the Company's shareholders held on 27 April 2015.

Because the registration of the increase in capital with Ministry of Commerce is an event after the reporting period, as at 31 December 2015, the Company transferred both the liability and equity components of the convertible debentures, amounting to Baht 981.05 million, to share subscription received in advance.

Movements of the convertible bond account during the year ended 31 December 2015 are summarised below.

(Unit: Thousand Baht)

| | |
|--|----------------|
| Nominal value of issue of convertible debentures | 981,000 |
| Transaction costs | (6,242) |
| Net proceeds | 974,758 |
| Interest upto 30 December 2015 | 51 |
| Amortisation of transaction cost | 6,240 |
| Transferred convertible bond to share subscription received in advance | (981,049) |
| Balance as at 31 December 2015 | - |

26. Provision for long-term employee benefits

Provision for long-term employee benefits, which is compensations on employees' retirement, was as follows:

(Unit: Thousand Baht)

| Consolidated / Separate financial statements | | |
|---|--------------|--------------|
| | 2015 | 2014 |
| | | (Restated) |
| Provision for long-term employee benefits at beginning of year | 6,379 | 4,157 |
| Included in profit or loss: | | |
| Current service cost | 197 | 630 |
| Interest cost | 228 | 182 |
| Included in other comprehensive income: | | |
| Actuarial (gain) loss arising from Demographic assumptions changes | (421) | - |
| Financial assumptions changes | 129 | 236 |
| Experience adjustments | 2,828 | 1,921 |
| Benefits paid during the year | (1,860) | (747) |
| Provisions for long-term employee benefits at end of year | 7,480 | 6,379 |

Line items in profit or loss under which long-term employee benefit expenses are recognised are as follows:

(Unit: Thousand Baht)

| Consolidated / Separate financial statements | | |
|--|------|------|
| | 2015 | 2014 |
| Administrative expenses | 425 | 812 |

The Company expects to be liable to the amount of Baht 1.83 million of long-term employee benefits during the next year (2014: Baht 1.89 million).

As at 31 December 2015, the weighted average duration of the liabilities for long-term employee benefit is 22.25 years (2014: 22.44 years).

Significant actuarial assumptions are summarised below:

(Unit: percent per annum)

| Consolidated/Separate financial statements | | |
|--|-------|-------|
| | 2015 | 2014 |
| Discount rate | 3.3 | 3.6 |
| Salary increase rate | 7.0 | 7.0 |
| Turnover rate | 16.63 | 15.88 |

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2015 are summarised below:

(Unit: million Baht)

| | Consolidated /Separate financial statements | |
|----------------------|---|---------------|
| | Increase 0.5% | Decrease 0.5% |
| Discount rate | (0.18) | 0.19 |
| Salary increase rate | 0.19 | (0.18) |
| Turnover rate | (0.19) | 0.20 |

27. Share capital

27.1 Resolutions of the Annual General Meeting of the shareholders

On 27 April 2015, the Annual General Meeting of the Company's shareholders passed the following significant resolutions:

1) Approved the payment of dividend from the operating results of the year 2014 totaling Baht 66.7 million, or Baht 0.0625 per share to the Company's shareholders. Dividend was paid to the shareholders on 26 May 2015.

2) Approved the issuance and offering of convertible debentures to a specific foreign investor (Private Placement) (J Trust Asia Pte. Ltd.) in the amount not exceeding USD 30 million or an equivalent amount in other currencies.

3) To decrease the registered capital of the Company from Baht 720.93 million to Baht 719.59 million by cancelling the registered ordinary shares to the unpaid registered ordinary shares totaling to 2.68 million shares. The Company registered the decrease in its registered share capital with the Ministry of Commerce on 28 April 2015.

4) To increase the registered capital from the previous registered capital of Baht 719.59 million to be the new registered capital of Baht 769.59 million by issuing and additional 100 million ordinary shares at the par value of Baht 0.50 each to be reserved for the exercise of conversion rights by holder of convertible debentures. The Company registered the increase in its registered share capital with the Ministry of Commerce on 29 April 2015.

5) Approved the allocation of newly issued ordinary shares of the Company in the amount up to 100 million shares with the par value of Baht 0.50, in order to reserve for the exercise of conversion rights by holder of convertible debentures with the conversion price of Baht 10 per share.

27.2 Additional share subscription received from the exercise of warrants

During the current year, the Company received additional share subscription totaling Baht 180.6 million from the exercise of warrants, as detailed below.

| | Warrant | Ordinary share | Exercise price | Amount |
|-------|-------------|----------------|----------------|----------------|
| | (units) | (shares) | (Baht/share) | (Million Baht) |
| GL-WD | 791,000 | 9,362,228 | 1.65766 | 15.52 |
| GL-W3 | 332,153,391 | 332,153,391 | 10.00 | 3,321.53 |

As at 31 December 2015, the Company had share premium amounting to Baht 4,254.63 million as a result of the capital increases (2014: Baht 1,084.25 million).

27.3 Reconciliation of number of ordinary shares

Movements in the number of ordinary shares, the paid-up share capital and premium on ordinary shares are as follows:

| | Number of ordinary shares | Registered capital |
|--|------------------------------|--------------------|
| | (Thousand shares) | (Thousand Baht) |
| Registered share capital | | |
| At the beginning of the year | 1,441,852 | 720,926 |
| Increase in capital from exercising of the rights of the warrants | 100,000 | 50,000 |
| Decrease | <u>(2,677)</u> | <u>(1,339)</u> |
| At the end of the year | 1,539,175 | 769,587 |

| | Number of ordinary shares | Paid-up capital | Share premium |
|--|------------------------------|-------------------|-------------------|
| | (Thousand shares) | (Thousand shares) | (Thousand shares) |
| Issued and paid-up share capital | | | |
| At the beginning of the year | 1,085,770 | 542,885 | 1,084,254 |
| Increase in capital from exercising of the rights of the warrants | <u>341,515</u> | <u>170,758</u> | <u>3,170,380</u> |
| At the end of the year | 1,427,285 | 713,643 | 4,254,634 |

28. Warrants/Capital reserve for share-based payment transactions

As at 31 December 2015, details of the warrants of the Company are as follows:

| Type of warrant | Issue to | Issuance date of warrant | Number of warrants original issued | Warrant offer price | Period of warrant | Exercise price per share | Exercise ratio per 1 warrant |
|--------------------|------------------------------|-----------------------------|---------------------------------------|------------------------|----------------------|-----------------------------|---------------------------------|
| GL-W3 | Existing shareholders | 2 December 2013 | 332,783,154 unit | - | 2 years | Baht 10 | 1 ordinary share |
| GL-WD | Directors and em- ployees | 15 May 2012 | 1,000,000 unit | - | 3 years | Baht 1.65766 | 11.8360 ordinary share |

During the current year, the movements of warrants of the Company are as follows:

| Type of warrant | Number of warrants outstanding as at 1 January 2015 | Number of warrants exercised during the year | Number of warrant expired/cancelled during the year | Number of warrants outstanding as at 31 December 2015 |
|--------------------|---|--|---|---|
| GL-W3 | 332,783,154 | (332,153,391) | (629,763) | - |
| GL-WD | 808,300 | (791,000) | (17,300) | - |

Up to 31 December 2015, the Company cancelled a total of 218,000 warrants (GL-WD) to purchase ordinary shares of the Company that had been allocated to the directors and management of the Company, because the directors and management who held those warrants had resigned, thus breaching the conditions under which the warrants were received.

On 15 May 2012, the Company issued 1,000,000 warrants (GL-WD) to subscribe to the Company's ordinary shares, to be allotted to directors and employees of the Company free of charge. The warrants are to have an adjust exercise ratio of 1 warrant per 11.8360 ordinary shares, an adjust exercise price of Baht 1.65766 per share, and a term of 3 years from the first issue date. The estimated fair value of each share option granted is Baht 4.08. This was calculated by applying the

Black-Scholes-Merton formula. The model inputs were the share price at price determination date of Baht 24.9, exercise price of Baht 19.62, expected volatility of 32.85%, expected dividend yield of 8.62%, contractual life of 3 years, and a risk-free interest rate of 3.44%.

The distribution of the stock dividend and the change in the par value of the shares in the year 2013 did not modify the terms and conditions of the plan, and did not change the fair value of the capital reserve for share-based payment transactions. As a result, there is no change in the fair value of the share options.

During the year ended 31 December 2015, the Company recorded expenses of the GL-WD plan amounting to Baht 0.5 million as personnel expenses (2014: Baht 1.4 million).

29. Dividends

Dividends and stock dividends declared in the year 2015 consist of the following:

| Dividends | Approved by | Total dividend | Dividend per share |
|-------------------------------------|---|-----------------|--------------------|
| | | (Thousand Baht) | (Baht) |
| Final dividends for 2014 operations | Annual General Meeting of the shareholders on 27 April 2015 | 66,673 | 0.0625 |
| | | 66,673 | 0.0625 |

Dividends declared during the year 2014 consist of the following:

| Dividends | Approved by | Total dividend | Dividend per share |
|-------------------------------------|---|-----------------|--------------------|
| | | (Thousand Baht) | (Baht) |
| Final dividends for 2013 operations | Annual General Meeting of the shareholders on 30 April 2014 | 56,897 | 0.0568 |
| | | 56,897 | 0.0568 |

30. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside 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.

31. Expenses by nature

Significant expenses by nature are as follow:

| (Unit: Thousand Baht) | | | | |
|--|--------------------------------------|------------|----------------------------------|------------|
| | Consolidated financial statements | | Separate financial statements | |
| | 2015 | 2014 | 2015 | 2014 |
| | | (Restated) | | (Restated) |
| Salary and wages and other employee benefits | 455,767 | 294,968 | 309,895 | 214,795 |
| Service agreement expenses | 33,965 | 38,851 | 31,600 | 37,531 |
| Debt following expenses | 24,238 | 24,426 | 20,453 | 22,854 |
| Depreciation | 28,423 | 17,168 | 10,873 | 9,445 |
| Amortisation | 19,355 | 21,256 | 597 | - |
| Registration fee | 12,689 | 5,526 | 5,950 | 2,652 |
| Professional fee | 22,661 | 7,216 | 8,675 | 2,998 |

32. Earnings per share

Basic earnings per share is calculated by dividing the 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, after adjusting the number of ordinary shares in proportion to the change in the number of shares as a result of the exercise of the right to convert debentures to 98.1 million shares on 30 December 2015 as if the issue of the shares to support the conversion of the debentures had occurred since the date the debentureholder announced its intention to convert all of its debentures.

Diluted earnings per share is calculated by dividing the 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, as discussed in the above paragraph, 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 the conversion took place either at the beginning of the year or on the date the potential ordinary shares were issued.

The following table sets forth the computation of basic earnings per share and diluted earnings per share.

| Consolidated financial statements | | | | | | |
|-----------------------------------|---------------------|----------------------------|--|-------------------|--------------------|-------------------|
| | Profit for the year | | Weighted average number of ordinary shares | | Earnings per share | |
| | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 |
| | (Thousand Baht) | (Thousand Baht) (Restated) | (Thousand shares) | (Thousand shares) | (Baht) | (Baht) (Restated) |

Basic earnings per share

| | | | | | | |
|---------------------|---------|---------|-----------|-----------|-------|-------|
| Profit for the year | 582,891 | 117,724 | 1,190,879 | 1,052,988 | 0.489 | 0.109 |
|---------------------|---------|---------|-----------|-----------|-------|-------|

Effect of dilutive potential ordinary shares

| | | | | | | |
|-------|---|---|--------------|--------------|--|--|
| GL-W2 | - | - | - | 17,059 | | |
| GL-W3 | - | - | 62,725 | - | | |
| GL-WD | = | = | <u>3,041</u> | <u>7,322</u> | | |

Diluted earnings per share

| | | | | | | |
|---|---------|---------|-----------|-----------|-------|-------|
| Profit of ordinary shareholders assuming the conversion of dilutive potential ordinary shares | 582,891 | 117,724 | 1,256,645 | 1,077,369 | 0.464 | 0.106 |
|---|---------|---------|-----------|-----------|-------|-------|

| Separate financial statements | | | | | | |
|-------------------------------|---------------------|-----------------|--|-------------------|--------------------|--------|
| | Profit for the year | | Weighted average number of ordinary shares | | Earnings per share | |
| | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 |
| | (Thousand Baht) | (Thousand Baht) | (Thousand shares) | (Thousand shares) | (Baht) | (Baht) |

Basic earnings per share

| | | | | | | |
|---------------------|---------|---------|-----------|-----------|-------|-------|
| Profit for the year | 340,212 | 145,950 | 1,190,879 | 1,052,988 | 0.286 | 0.137 |
|---------------------|---------|---------|-----------|-----------|-------|-------|

Effect of dilutive potential ordinary shares

| | | | | | | |
|-------|---|---|--------------|--------------|--|--|
| GL-W2 | - | - | - | 17,059 | | |
| GL-W3 | - | - | 62,725 | - | | |
| GL-WD | = | = | <u>3,041</u> | <u>7,322</u> | | |

Diluted earnings per share

| | | | | | | |
|---|---------|---------|-----------|-----------|-------|-------|
| Profit of ordinary shareholders assuming the conversion of dilutive potential ordinary shares | 340,212 | 145,950 | 1,256,645 | 1,077,369 | 0.271 | 0.134 |
|---|---------|---------|-----------|-----------|-------|-------|

33. Provident fund

The Company and employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees and the Company contributed to the fund monthly at the rate of 3% of basic salary. The fund, which is managed by Ayudhya Fund Management Company Limited, will be paid to employees upon termination in accordance with the fund rules. During the years 2015 and 2014, the Company contributed Baht 7.5 million and Baht 5.3 million, respectively to the fund.

34. Commitments

34.1 Capital commitments

As at 31 December 2015, the Company had capital commitments of approximately Baht 0.44 million, relating to the purchase of software license (2014: Baht 14.26 million).

34.2 Operating lease commitments

The Company and its subsidiaries have entered into several lease agreements in respect of the lease of land and office building space. The terms of the agreements are generally between 1 and 5 years.

Future minimum lease payments required under these non-cancellable operating leases contracts were as follows.

| Consolidated financial statement | | | | | |
|----------------------------------|---------------|--------------|--------------|---------------|--------------|
| | 2015 | | | 2014 | |
| | Thousand Baht | Thousand LAK | Thousand USD | Thousand Baht | Thousand USD |
| Payable: | | | | | |
| In up to 1 year | 12,131 | 237,757 | 173 | 10,342 | 14 |
| In over 1 and up to 5 years | 9 | - | 102 | 9,291 | - |

| Separate financial statement | | | | |
|------------------------------|---------------|--------------|---------------|--------------|
| | 2015 | | 2014 | |
| | Thousand Baht | Thousand USD | Thousand Baht | Thousand USD |
| Payable: | | | | |
| In up to 1 year | 7,000 | - | 7,644 | 14 |
| In over 1 and up to 5 years | 3,409 | - | 6,769 | - |

34.3 Service commitments

As at 31 December 2015, the Company and its subsidiaries is required to pay fees of USD 0.03 million, JPY 1.50 million and THB 0.70 million per month (the Company only: USD 0.03 million, JPY 0.50 million and Baht 0.70 million) to individuals who are employees of related party, for consultancy relating to overseas investment (2014: USD 0.10 million, JPY 0.50 million and THB 0.70 million per month).

34.4 Guarantees

As at 31 December 2015 and 2014, there was outstanding bank guarantee of approximately Baht 300 million issued by the bank on behalf of the Company in respect of debentures guarantee and amounting to Baht 0.29 million in respect of electricity and use of post services guarantees.

35. Financial information by segment

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 Board of Directors.

For management purposes, the Company and its subsidiary are organised into business units based on its services and have two reportable segments as follows:

- Hire purchase services for motorcycles segment
- Financial advisory and other investment holding company segment

No operating segments have been aggregated to form the above reportable operating segments.

The chief operating decision maker monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and total assets and on a basis consistent with that used to operating profit or loss and total assets in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

The following tables present revenue and profit and total assets information regarding the Company and its subsidiaries' operating segments for the year ended 31 December 2015 and 2014, respectively.

(Unit: Thousand Baht)

For the year ended 31 December 2015

| | Hire Purchase service | Business management and consulting services, financing to corporates and investment holding | Total reportable segments | Adjustments and eliminations | Consolidated |
|--|--------------------------|---|---------------------------------|------------------------------------|----------------|
| Hire purchase interest income | 1,898,441 | - | 1,898,441 | - | 1,898,441 |
| Loan interest income | 25,485 | - | 25,485 | - | 25,485 |
| Interest income | 2,103 | 173,465 | 175,568 | - | 175,568 |
| Consultation service fee income | - | 72,680 | 72,680 | - | 72,680 |
| Others | 323,702 | (7,173) | 316,529 | - | 316,529 |
| Inter-segment revenue | 215,579 | 241,777 | 457,356 | (457,356) | - |
| Total revenue | 2,465,310 | 480,749 | 2,946,059 | (457,356) | 2,488,703 |
| Financial cost | (356,011) | (137,659) | (493,670) | 226,902 | (266,768) |
| Bad debts and doubtful accounts | (356,567) | - | (356,567) | - | (356,567) |
| Loss on disposals of foreclosed assets | (355,030) | - | (355,030) | - | (355,030) |
| Services and administrative expenses | (833,959) | (64,693) | (898,652) | 114,280 | (784,372) |
| Income tax expense or income | (130,533) | (12,542) | (143,075) | - | (143,075) |
| Segment profit | 433,210 | 265,855 | 699,065 | (116,174) | 582,891 |
| Segment total assets | | | | | |
| Additions to non-current assets other than financial instruments and deferred tax assets | 38,458 | (56,350) | (17,892) | (16,287) | (34,179) |
| Segment total liabilities | 1,101 | - | 1,101 | - | 1,101 |

(Unit: Thousand Baht)

For the year ended 31 December 2014

| | Hire Purchase service | Business management and consulting services, financing to corporates and investment holding | Total reportable segments | Adjustments and eliminations | Consolidated (Restated) |
|--|--------------------------|---|---------------------------------|------------------------------------|----------------------------|
| Hire purchase interest income | 1,676,420 | - | 1,676,420 | - | 1,676,420 |
| Interest income | 676 | 4,262 | 4,938 | - | 4,938 |
| Consultation service fee income | - | 35,907 | 35,907 | - | 35,907 |
| Others | 145,080 | 6 | 145,086 | - | 145,086 |
| Inter-segment revenue | 105,030 | 51,063 | 156,093 | (156,093) | - |
| Total revenue | 1,927,206 | 91,238 | 2,018,444 | (156,093) | 1,862,351 |
| Financial cost | (316,620) | (29,333) | (345,953) | 95,535 | (250,418) |
| Bad debts and doubtful accounts | (494,857) | - | (494,857) | - | (494,857) |
| Loss on disposals of foreclosed assets | (431,820) | - | (431,820) | - | (431,820) |
| Services and administrative expenses | (533,631) | (48,998) | (582,629) | 34,986 | (547,643) |
| Income tax expense or income | (24,804) | 3,803 | (21,001) | 1,112 | (19,889) |
| Segment profit | 125,474 | 16,710 | 142,184 | (24,460) | 117,724 |
| Segment total assets | | | | | |
| Additions to non-current assets other than financial instruments and deferred tax assets | 46,806 | 5,339 | 52,145 | 60,857 | 113,002 |
| Segment total liabilities | 2,222 | - | 2,222 | - | 2,222 |

Geographic information

Revenue from external customers is based on locations of the customers.

(Unit: Thousand Baht)

| | 2015 | 2014 |
|---------------------------------|-----------|------------|
| | | (Restated) |
| Revenue from external customers | | |
| Thailand | 1,825,920 | 1,704,426 |
| Cambodia | 398,554 | 117,750 |
| Singapore | 238,972 | 40,175 |
| Laos | 25,257 | - |
| Total | 2,488,703 | 1,862,351 |

(Unit: Thousand Baht)

| | 2015 | 2014 |
|---|---------|------------|
| | | (Restated) |
| Non-current assets (other than financial instruments and deferred tax assets) | | |
| Thailand | 170,940 | 149,292 |
| Cambodia | 181,959 | 184,618 |
| Singapore | 18,176 | 74,526 |
| Laos | 3,182 | - |
| Total | 374,257 | 408,436 |

For the year 2015 and 2014, the Company and its subsidiaries have no major customer with revenue of 10 percent or more of an entity's revenues.

36. Fair value hierarchy

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

(Unit: Million Baht)

| Consolidated and separate financial statements | | | | |
|---|---------|---------|---------|-------|
| | Level 1 | Level 2 | Level 3 | Total |
| Financial liabilities measured at fair value | | | | |
| Derivatives | | | | |
| Interest rate swap contracts | - | (1) | - | (1) |
| Liabilities for which fair value are disclosed | | | | |
| Debentures | - | 521 | - | 521 |

37. Financial instruments

37.1 Financial risk management

The Company and its subsidiaries' financial instruments, as defined under Thai Accounting Standard No.107 "Financial Instruments: Disclosure and Presentations", principally comprise cash and cash equivalents, hire purchase and installment sales receivables, asset-backed loan receivables, short-term loan to, pledged fixed deposit at financial institution, accounts receivable and loans to employees, bank overdraft and short-term loans from financial institutions and long-term borrowings. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Company is exposed to credit risk primarily with respect to hire purchase and installment sales receivables. The Company manages the risk by adopting appropriate credit control policies and procedures. In addition, the Company does not have high concentration of credit risk since it has a large customer base. Therefore, the Company

does not expect to incur material financial losses in excess of the allowance for doubtful accounts it has already provided.

Interest rate risk

The Company's exposure to interest rate risk relates primarily to its deposits with financial institutions, hire purchase and installment sales receivables, pledged fixed deposit at financial institution, accounts receivable and loans to employees, bank overdraft and short-term loans from financial institutions and long-term borrowings. 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 December 2015 and 2014 classified by type of interest rates 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 repricing date if this occurs before the maturity date.

(Unit: Million Baht)

| Consolidated financial statements as at 31 December 2015 | | | | | |
|--|----------------------|-------------|------------------------|----------------------|---------------|
| | Fixed interest rates | | Floating interest rate | Non-interest bearing | Total |
| | Within 1 year | 1 - 5 years | | | |
| Financial assets | | | | | |
| Cash and cash equivalent | - | - | 557.65 | 487.23 | 1,044.88 |
| Hire purchase and installment sales receivables, net | 3,198.88 | 2,848.47 | - | - | 6,047.35 |
| Asset - backed loan receivables - net | 113.09 | 28.06 | - | - | 141.15 |
| Short-term loans and interest receivable | 2,152.93 | - | - | - | 2,152.93 |
| Deposits at bank with restrictions | 0.33 | - | - | - | 0.33 |
| Receivables and loans to employees | - | - | - | 0.27 | 0.27 |
| Long-term loans | <u>604.59</u> | - | - | - | <u>604.59</u> |
| | 6,069.82 | 2,876.53 | 557.65 | 487.50 | 9,991.50 |

(Unit: Million Baht)

Consolidated financial statements as at 31 December 2015

| | Fixed interest rates | | Floating interest rate | Non-interest bearing | Total |
|--|----------------------|---------------|------------------------|----------------------|---------------|
| | Within 1 year | 1 - 5 years | | | |
| Financial liabilities | | | | | |
| Bank overdrafts and short-term loans from financial institutions | 349.05 | - | - | - | 349.05 |
| Trade and other payables | - | - | - | 46.45 | 46.45 |
| Short-term loans from and interest payable to related party | 4.12 | - | - | - | 4.12 |
| Long-term loans | 148.91 | 144.35 | 1,769.18 | - | 2,062.44 |
| Debentures | - | <u>493.61</u> | - | - | <u>493.61</u> |
| | 502.08 | 637.96 | 1,769.18 | 46.45 | 2,955.67 |

(Unit: Million Baht)

Consolidated financial statements as at 31 December 2014

| | Fixed interest rates | | Floating interest rate | Non-interest bearing | Total |
|--|----------------------|-------------|------------------------|----------------------|----------|
| | Within 1 year | 1 - 5 years | | | |
| Financial assets | | | | | |
| Cash and cash equivalent | - | - | 51.28 | 306.17 | 357.45 |
| Hire purchase and installment | | | | | |
| sales receivables, net | 3,163.95 | 2,922.44 | - | - | 6,086.39 |
| Short-term loans and interest receivable | 24.78 | - | - | - | 24.78 |
| Short-term loans and interest receivable from related parties | 38.42 | - | - | - | 38.42 |
| Deposits at bank with restrictions | 0.32 | - | - | - | 0.32 |
| Receivables and loans to employees | ⌚ | ⌚ | ⌚ | 0.45 | 0.45 |
| | 3,227.47 | 2,922.44 | 51.28 | 306.62 | 6,507.81 |
| Financial liabilities | | | | | |
| Bank overdrafts and short-term loans from financial institutions | - | - | 250.00 | - | 250.00 |
| Trade and other payables | - | - | - | 9.08 | 9.08 |
| Short-term loans from and interest payable to related party | 19.80 | - | - | - | 19.80 |
| Long-term loans | 395.80 | 115.00 | 3,349.06 | - | 3,859.86 |
| Debentures | ⌚ | 488.30 | ⌚ | ⌚ | 488.30 |
| | 415.60 | 603.30 | 3,599.06 | 9.08 | 4,627.04 |

(Unit: Million Baht)

Separate financial statements as at 31 December 2015

| | Fixed interest rates | | Floating interest rate | Non- interest bearing | Total |
|---|----------------------|----------------|---------------------------|-----------------------------|----------|
| | Within 1 year | 1 - 5 years | | | |
| Financial assets | | | | | |
| Cash and cash equivalent | - | - | 1.84 | 550.39 | 552.23 |
| Hire purchase and installment | | | | | |
| sales receivables, net | 2,095.26 | 1,786.82 | - | - | 3,882.08 |
| Short-term loans to and interest receivable from related parties | 3,977.66 | - | - | - | 3,977.66 |
| Deposits at bank with restrictions | 0.33 | - | - | - | 0.33 |
| Receivables and loans to employees | - | - | - | 0.27 | 0.27 |
| | 6,073.25 | 1,786.82 | 1.84 | 550.66 | 8,412.57 |
| Financial liabilities | | | | | |
| Bank overdrafts and short-term loans from financial institutions | - | - | 349.05 | - | 349.05 |
| Trade and other payables | - | - | - | 5.10 | 5.10 |
| Long-term loans | 112.82 | - | 1,769.85 | - | 1,882.67 |
| Debentures | - | 493.61 | - | - | 493.61 |
| | 112.82 | 493.61 | 2,118.90 | 5.10 | 2,730.43 |

(Unit: Million Baht)

Separate financial statements as at 31 December 2014

| | Fixed interest rates | | Floating interest rate | Non- interest bearing | Total |
|---|----------------------|----------------|---------------------------|-----------------------------|----------|
| | Within 1 year | 1 - 5 years | | | |
| Financial assets | | | | | |
| Cash and cash equivalent | - | - | 0.31 | 70.85 | 71.16 |
| Hire purchase and installment | | | | | |
| sales receivables, net | 2,330.50 | 2,202.28 | - | - | 4,532.78 |
| Short-term loans to and interest receivable from related parties | 1,190.17 | - | - | - | 1,190.17 |
| Deposits at bank with restrictions | 0.32 | - | - | - | 0.32 |
| Receivables and loans to employees | - | - | - | 0.20 | 0.20 |
| | 3,520.99 | 2,202.28 | 0.31 | 71.05 | 5,794.63 |
| Financial liabilities | | | | | |
| Bank overdrafts and short-term loans from financial institutions | - | - | 250.00 | - | 250.00 |
| Trade and other payables | - | - | - | 6.35 | 6.35 |
| Long-term loans | 395.80 | 115.00 | 3,349.06 | - | 3,859.86 |
| Debentures | - | 488.30 | - | - | 488.30 |
| | 395.80 | 603.30 | 3,599.06 | 6.35 | 4,604.51 |

Foreign currency risk

The Company and its subsidiaries' exposure to foreign currency risk arises mainly from trading transactions and borrowings that are denominated in foreign currencies.

The balances of financial assets and liabilities denominated in foreign currencies of the Company and its subsidiaries are summarised below.

| Foreign currency | Consolidated financial statements | | | | Separate financial statements | | | | Average exchange rate as at 31 December | |
|------------------|------------------------------------|-----------|---|-----------|------------------------------------|-----------|---|-----------|---|---------|
| | Financial assets as at 31 December | | Financial liabilities as at 31 December | | Financial assets as at 31 December | | Financial liabilities as at 31 December | | | |
| | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 |
| | (Million) | (Million) | (Million) | (Million) | (Million) | (Million) | (Million) | (Million) | (Baht per 1 foreign currency unit) | |
| US Dollar | 2.04 | - | - | - | 28.65 | 0.22 | 0.01 | - | 36.0886 | 32.9630 |
| JPY | 10.00 | 21.33 | - | - | - | - | - | - | 0.2996 | 0.2738 |
| SGD | 0.40 | 0.04 | 0.02 | 0.01 | - | - | - | - | 25.5195 | 24.6613 |
| HKD | 0.01 | 0.01 | - | - | - | - | - | - | 4.6579 | 4.2516 |
| EUR | 0.04 | - | - | - | - | - | - | - | 39.4388 | 40.0503 |

37.2 Fair values of financial instruments

Since the majority of the Company and its subsidiaries' financial instruments are short-term in nature or bear interest rates which are close to the market rates, their fair values are not expected to be materially different from the amounts presented in statement of financial position.

The carrying value and fair value of long-term financial liabilities and the fair value of derivative instruments as at 31 December 2015 and 2014 are presented below.

(Unit: Million Baht)

| | Consolidated/Separate financial statements | | | |
|-------------------------------|--|------------|----------------|------------|
| | 2015 | | 2014 | |
| | Carrying value | Fair value | Carrying value | Fair value |
| Unhedged | | | | |
| Thai Baht debentures | 494 | 521 | 488 | 535 |
| Derivative instruments | | | | |
| Interest rate swaps | - | (1) | - | (10) |

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 instruments or by using an appropriate valuation technique, depending on the nature of the instrument.

The Company and its subsidiaries have estimated the fair value of financial instruments as follows:

a) For financial assets and liabilities which have short-term maturity, including cash and cash equivalents and short-term loans to, accounts payable and short-term loans from, their carrying amounts in the statement of financial position approximate their fair value.

b) For hire purchase and installment sales receivables, fair value is stated net of unearned hire purchase interest income and allowance for doubtful accounts.

c) For long-term loans carrying interest approximate to the market rate, their carrying amounts in the statements of financial position approximate their fair value.

As discussed in Note 23, the Company has entered into Interest Rate Swap Transaction Agreements with one bank of which the balance as at 31 December 2015 amounts to Baht 112.82 million. The contracts have 24 - 30 installments and mature in February - June 2016. At each of the maturity dates, the Company is required to pay interest to the bank based on a fixed rate stipulated in the agreements (6.00% p.a.) and the bank is required to pay interest to the Company at the

floating rate plus a stipulated rate. The agreement contains other conditions. The Company would have had unrealised losses of approximately Baht 0.84 million, if it had recorded the above contracts at fair value.

d) For fixed rate debentures, their fair value is estimated by discounting expected future cash flow by the current market interest rate of the bonds with similar terms and conditions.

38. Capital management

The primary objective of the Company's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2015, the Group's debt-to-equity ratio was 0.42:1 (2014: 1.89:1) and the Company's was 0.41:1 (2014: 1.86:1).

39. Reclassification

In addition to the restatement of the prior year's financial statements, as disclosed in Note 4 and 5, certain amounts in the statement of financial position as at 31 December 2014 and the statement of comprehensive income for the year then ended have been reclassified to conform to the current year's classification but with no effect to previously reported profit or shareholders' equity. The reclassifications are as follows:

| (Unit: Thousand Baht) | | | (Unit: Thousand Baht) | | |
|--|-----------------|------------------------|--------------------------------------|------------------------------|------------------------|
| Consolidated financial statements | | | Consolidated financial statements | | |
| | As reclassified | As previously reported | | As reclassified and restated | As previously reported |
| Current portion of hire purchase and installment sales receivables | 3,172,394 | 3,163,953 | Hire purchase interest income | 1,676,420 | 1,666,739 |
| Long-term portion of hire purchase and Installment sales receivables | 2,922,957 | 2,922,438 | Other income | - | 205,335 |
| Other current assets | 142,305 | 151,265 | Interest income | 4,938 | - |
| | | | Consultation service fee income | 35,907 | - |
| | | | Others | 145,086 | - |
| | | | Services and administrative expenses | 547,643 | 561,142 |

40. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 15 February 2016.



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