

BTS Group Holdings Public Company Limited  
and its subsidiaries  
Report and consolidated interim financial statements  
for the three-month and nine-month periods ended  
31 December 2014

## **Independent Auditor's Report on Review of Interim Financial Information**

To the Shareholders of BTS Group Holdings Public Company Limited

I have reviewed the accompanying consolidated statement of financial position of BTS Group Holdings Public Company Limited and its subsidiaries as at 31 December 2014, the related consolidated statements of comprehensive income for the three-month and nine-month periods ended 31 December 2014, and the related consolidated statements of changes in shareholders' equity, and cash flows for the nine-month period then ended, as well as the condensed notes to the consolidated financial statements. I have also reviewed the separate financial information of BTS Group Holdings Public Company Limited for the same period. Management is responsible for the preparation and presentation of this interim financial information in accordance with Thai Accounting Standard 34 *Interim Financial Reporting*. My responsibility is to express a conclusion on this interim financial information based on my review.

### **Scope of review**

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

### **Conclusion**

Based on my review, nothing has come to my attention that causes me to believe that the accompanying interim financial information is not prepared, in all material respects, in accordance with Thai Accounting Standard 34 *Interim Financial Reporting*.

**Emphasis of matter**

I draw attention to Note 2 to the interim financial statements regarding the change in accounting policies as the result of adoption of Thai Financial Reporting Standard Interpretation 4 *Determining Whether an Arrangement Contains a Lease*, Thai Financial Reporting Standard Interpretation 12 *Service Concession Arrangements* and Thai Accounting Standard Interpretation 29 *Service Concession Arrangements: Disclosures*. My conclusion is not qualified in respect of this matter.

Siraporn Ouaanunkun  
Certified Public Accountant (Thailand) No.3844

EY Office Limited  
Bangkok: 9 February 2015

**BTS Group Holdings Public Company Limited and its subsidiaries**

**Statement of financial position**

(Unit: Thousand Baht)

	<b>Consolidated financial statements</b>			<b>Separate financial statements</b>		
		As at	As at	As at	As at	
	<u>Note</u>	<u>31 December 2014</u>	<u>31 March 2014</u>	<u>1 April 2013</u>	<u>31 December 2014</u>	<u>31 March 2014</u>
	(Unaudited but reviewed)	(Audited) (Restated)		(Unaudited but reviewed)	(Audited)	
<b>Assets</b>						
<b>Current assets</b>						
Cash and cash equivalents	4	7,229,185	8,668,510	3,513,282	3,393,632	3,087,465
Current investments	5	14,407,112	23,496,310	993,849	1,411,739	1,496,270
Bank account for advances from cardholders		192,741	152,685	78,882	-	-
Trade and other receivables	6	1,804,090	1,074,455	945,646	437,232	354,132
Current portion of receivable under concession agreement	2	91,630	90,020	77,597	-	-
Current portion of receivable under financial lease agreement	2	27,535	26,342	24,830	-	-
Consumable spare parts		24,864	31,003	29,153	-	-
Advances to contractors						
Related party	3	-	-	-	21,952	44,823
Unrelated parties		24,441	13,683	25,565	10,459	-
Short-term loans to related parties	3	15,900	-	-	271,500	176,500
Real estate development costs	7	2,438,324	2,549,762	3,510,307	654,887	624,752
Assets awaiting transfer under rehabilitation plan		69,213	68,290	73,009	68,277	68,290
Investments in subsidiaries awaiting transfer under rehabilitation plan		224,343	224,343	224,343	197,438	197,438
Accrued income		448,903	671,666	247,769	-	-
Prepaid expenses		104,792	60,569	137,552	4,794	6,847
Other current assets		229,843	215,497	315,914	24,583	27,692
		27,332,916	37,343,135	10,197,698	6,496,493	6,084,209
Non-current assets classified as held for sale		-	-	42,123,099	-	-
<b>Total current assets</b>		<b>27,332,916</b>	<b>37,343,135</b>	<b>52,320,797</b>	<b>6,496,493</b>	<b>6,084,209</b>

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

**BTS Group Holdings Public Company Limited and its subsidiaries**

**Statement of financial position (continued)**

(Unit: Thousand Baht)

	<b>Consolidated financial statements</b>			<b>Separate financial statements</b>		
		As at	As at	As at	As at	
	<u>Note</u>	<u>31 December 2014</u>	<u>31 March 2014</u>	<u>1 April 2013</u>	<u>31 December 2014</u>	<u>31 March 2014</u>
	(Unaudited but reviewed)	(Audited) (Restated)		(Unaudited but reviewed)	(Audited)	
<b>Non-current assets</b>						
Restricted deposits	19	1,190,768	611,074	88,527	1,183,680	609,162
Cash deposited as collateral for debt settlement		170,919	232,658	232,658	170,919	232,658
Loans to related parties	3	700,000	-	-	3,724,645	3,823,745
Investments in subsidiaries	8	-	-	-	35,177,151	32,827,885
Investments in joint ventures	9	52,051	44,517	-	50,000	-
Investments in associates	10	14,048,292	13,898,965	10,026	20,693,667	20,842,200
Other long-term investments	11	8,581,731	6,238,184	367,522	5,686,713	2,126,789
Project costs - media	12	2,330,536	2,340,067	-	-	-
Reusable spare parts		32,706	21,918	22,403	-	-
Land and projects awaiting development		263,917	263,913	-	-	-
Investment properties	13	3,138,138	3,101,461	2,867,629	1,774,935	1,691,151
Property, plant and equipment	14	8,505,211	7,737,759	6,940,959	735,948	484,837
Leasehold rights	15	11,855	13,858	13,000	6,835	8,550
Intangible assets	16	68,218	65,823	50,215	116	208
Goodwill		78,656	78,656	78,656	-	-
Deposit and advances for asset acquisitions		45,000	45,000	56,965	-	-
Accrued income		350,043	324,969	-	-	-
Rights of claim from acquisition of debts per rehabilitation plan		204,033	204,033	545,087	-	-
Receivable under concession agreement - net of current portion	2	3,638,500	3,657,643	2,880,814	-	-
Receivable under financial lease agreement - net of current portion	2	39,338	60,141	86,482	-	-
Deferred tax assets		82,560	37,340	302,738	19,968	-
Other non-current assets		419,542	390,029	396,015	11,913	12,988
<b>Total non-current assets</b>		<b>43,952,014</b>	<b>39,368,008</b>	<b>14,939,696</b>	<b>69,236,490</b>	<b>62,660,173</b>
<b>Total assets</b>		<b>71,284,930</b>	<b>76,711,143</b>	<b>67,260,493</b>	<b>75,732,983</b>	<b>68,744,382</b>

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

**BTS Group Holdings Public Company Limited and its subsidiaries**

**Statement of financial position (continued)**

(Unit: Thousand Baht)

	Note	Consolidated financial statements			Separate financial statements	
		As at	As at	As at	As at	As at
		31 December 2014 (Unaudited but reviewed)	31 March 2014 (Audited) (Restated)	1 April 2013	31 December 2014 (Unaudited but reviewed)	31 March 2014 (Audited)
<b>Liabilities and shareholders' equity</b>						
<b>Current liabilities</b>						
Bank overdrafts and short-term loans from financial institutions	18	240,000	-	1,117,000	-	-
Trade and other payables	17	1,815,104	2,222,442	1,948,194	163,857	174,689
Advances received from cardholders		192,512	151,051	77,747	-	-
Accrued costs of construction		178,172	73,784	152,322	4,045	3,293
Short-term loans from related individual	3	-	20,000	-	7,265,000	-
Current portion of creditors per rehabilitation plan		683,617	745,356	745,356	683,617	745,356
Current portion of long-term loans	19	24,500	10,000	1,967,221	-	-
Current portion of long-term debentures	20	1,466,910	3,607,630	2,078,656	-	-
Liability awaiting final court order		181,870	181,870	80,831	181,870	181,870
Unearned revenues		78,300	105,065	387,552	-	-
Fare box revenues awaiting transfer		157,851	177,039	95,054	-	-
Income tax payable		362,723	988,877	148,016	14,773	698,087
Short-term provision	22	60,056	45,819	-	-	-
Other current liabilities		322,960	201,298	141,102	52,423	33,698
<b>Total current liabilities</b>		<b>5,764,575</b>	<b>8,530,231</b>	<b>8,939,051</b>	<b>8,365,585</b>	<b>1,836,993</b>
<b>Non-current liabilities</b>						
Unearned revenues		594,593	641,777	82,827	-	-
Creditors per rehabilitation plan - net of current portion		49,571	49,571	51,853	49,571	49,571
Long-term loans - net of current portion	19	1,206,896	230,000	396,747	993,396	-
Long-term debentures - net of current portion	20	1,344,538	2,807,456	6,400,980	-	-
Retention payable						
Related party	3	-	-	-	31,688	19,155
Unrelated parties		36,325	34,901	62,508	2,185	1,921
Provision for transaction under equity method of investment in a joint venture	9	317,691	-	-	-	-
Provision for long-term employee benefits	21	599,371	557,624	481,714	26,370	24,622
Long-term provisions	22	1,613,790	1,266,911	141,144	-	-
Deferred tax liabilities		2,894,806	3,037,111	360,841	-	44,054
Other non-current liabilities		13,941	13,382	12,692	7,244	5,698
<b>Total non-current liabilities</b>		<b>8,671,522</b>	<b>8,638,733</b>	<b>7,991,306</b>	<b>1,110,454</b>	<b>145,021</b>
<b>Total liabilities</b>		<b>14,436,097</b>	<b>17,168,964</b>	<b>16,930,357</b>	<b>9,476,039</b>	<b>1,982,014</b>

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

**BTS Group Holdings Public Company Limited and its subsidiaries**

**Statement of financial position (continued)**

(Unit: Thousand Baht)

	Note	Consolidated financial statements			Separate financial statements	
		As at	As at	As at	As at	As at
		31 December 2014	31 March 2014	1 April 2013	31 December 2014	31 March 2014
		(Unaudited but reviewed)	(Audited) (Restated)	(Unaudited but reviewed)	(Audited)	
<b>Shareholders' equity</b>						
Share capital	23					
Registered						
15,913,136,180 ordinary shares of Baht 4 each (1 April 2013: 11,986,444,024 ordinary shares of Baht 4 each)		63,652,545	63,652,545	47,945,776	63,652,545	63,652,545
Issued and fully paid						
11,919,250,161 ordinary shares of Baht 4 each (31 March 2014: 11,914,230,525 ordinary shares of Baht 4 each) (1 April 2013: 11,106,634,594 ordinary shares of Baht 4 each)		47,677,001	47,656,922	44,426,538	47,677,001	47,656,922
Share premium		1,807,591	1,797,238	1,486,058	1,807,591	1,797,238
Share subscriptions received in advance		-	-	1,295,600	-	-
Deficit on business combination under common control		(3,371,978)	(3,371,978)	(3,371,978)	(3,715,435)	(3,790,493)
Surplus on swap of investment in subsidiary under common control		-	-	-	250,065	250,065
Surplus from the changes in the ownership interests in subsidiaries		3,012,393	4,448,284	2,811,213	-	-
Surplus on sales of warrants of the subsidiary	8	494,317	-	-	-	-
Treasury shares	25	(925,480)	-	-	(925,480)	-
Retained earnings						
Appropriated - statutory reserve		2,760,301	2,760,301	1,750,523	1,659,215	1,659,215
Appropriated - treasury share reserve	25	925,480	-	-	925,480	-
Unappropriated (deficit)		(343,931)	818,125	(3,633,118)	17,535,377	17,877,308
Other components of shareholders' equity		3,313,385	3,577,101	3,663,498	1,043,130	1,312,113
Equity attributable to owners of the Company		55,349,079	57,685,993	48,428,334	66,256,944	66,762,368
Non-controlling interest of the subsidiaries		1,499,754	1,856,186	1,901,802	-	-
<b>Total shareholders' equity</b>		<b>56,848,833</b>	<b>59,542,179</b>	<b>50,330,136</b>	<b>66,256,944</b>	<b>66,762,368</b>
<b>Total liabilities and shareholders' equity</b>		<b>71,284,930</b>	<b>76,711,143</b>	<b>67,260,493</b>	<b>75,732,983</b>	<b>68,744,382</b>
		-	-	-	-	-

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

Directors

**BTS Group Holdings Public Company Limited and its subsidiaries**  
**Statement of comprehensive income**  
**For the three-month period ended 31 December 2014**

(Unit: Thousand Baht, except earnings per share expressed in Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2014	2013 (Restated)	2014	2013
<b>Profit or loss:</b>					
<b>Revenues</b>					
Train procurement service income under concession agreement	2	-	669,409	-	-
Service income	26	1,596,282	1,563,622	30,173	33,479
Revenues from sales of real estate		87,830	444,108	17,500	21,904
Other income					
Management income		1,965	-	11,853	11,850
Dividend income		3,024	24	1,243,489	844,040
Interest income	27	248,291	360,578	40,837	80,095
Gain on sale of land	13	367,546	-	-	-
Gain on sales of investments		70,116	-	67,807	2,843,822
Gain on sales of warrants	10	53,171	-	-	-
Gain on sales of assets		2,396	59	-	59
Others		50,930	16,292	22,821	30,798
<b>Total revenues</b>		<b>2,481,551</b>	<b>3,054,092</b>	<b>1,434,480</b>	<b>3,866,047</b>
<b>Expenses</b>					
Cost of train procurement service under concession agreement	2	-	669,409	-	-
Cost of services		757,756	659,921	27,295	25,057
Cost of sales of real estate		53,849	275,117	12,665	14,543
Selling and servicing expenses		49,184	67,276	2,560	4,343
Administrative expenses		377,202	377,004	171,927	78,026
<b>Total expenses</b>		<b>1,237,991</b>	<b>2,048,727</b>	<b>214,447</b>	<b>121,969</b>
<b>Profit before share of profit (loss) from investments in joint ventures and associates, finance cost and income tax expenses</b>					
		1,243,560	1,005,365	1,220,033	3,744,078
Share of loss from investments in joint ventures		(3,588)	-	-	-
Share of profit from investments in associates		204,005	158,052	-	-
<b>Profit before finance cost and income tax expenses</b>		<b>1,443,977</b>	<b>1,163,417</b>	<b>1,220,033</b>	<b>3,744,078</b>
Finance cost		(78,314)	(133,807)	(15,305)	(39,814)
<b>Profit before income tax expenses</b>		<b>1,365,663</b>	<b>1,029,610</b>	<b>1,204,728</b>	<b>3,704,264</b>
Income tax expenses	28	(264,239)	(435,583)	(10,196)	(884,428)
<b>Profit for the period</b>		<b>1,101,424</b>	<b>594,027</b>	<b>1,194,532</b>	<b>2,819,836</b>
<b>Other comprehensive income:</b>					
Exchange differences on translation of financial statements in foreign currency		19	182	-	-
Loss on changes in value of available-for-sale investments		(121,000)	(31,697)	(124,755)	(31,697)
<b>Other comprehensive income for the period</b>		<b>(120,981)</b>	<b>(31,515)</b>	<b>(124,755)</b>	<b>(31,697)</b>
<b>Total comprehensive income for the period</b>		<b>980,443</b>	<b>562,512</b>	<b>1,069,777</b>	<b>2,788,139</b>

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



(Unaudited but reviewed)

**BTS Group Holdings Public Company Limited and its subsidiaries**  
**Statement of comprehensive income (continued)**  
**For the three-month period ended 31 December 2014**

(Unit: Thousand Baht, except earnings per share expressed in Baht)

Note	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
		(Restated)		
<b>Profit attributable to:</b>				
Equity holders of the Company	981,289	437,209	1,194,532	2,819,836
Non-controlling interests of the subsidiaries	120,135	156,818		
	<u>1,101,424</u>	<u>594,027</u>		
<b>Total comprehensive income attributable to:</b>				
Equity holders of the Company	860,308	405,694	1,069,777	2,788,139
Non-controlling interests of the subsidiaries	120,135	156,818		
	<u>980,443</u>	<u>562,512</u>		
<b>Earnings per share</b>				
		29		
Basic earnings per share				
Profit attributable to equity holders of the Company	<u>0.08300</u>	<u>0.03678</u>	<u>0.10103</u>	<u>0.23724</u>
Diluted earnings per share				
Profit attributable to equity holders of the Company	<u>0.08293</u>	<u>0.03673</u>	<u>0.10095</u>	<u>0.23688</u>

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

(Unaudited but reviewed)

**BTS Group Holdings Public Company Limited and its subsidiaries**  
**Statement of comprehensive income**  
**For the nine-month period ended 31 December 2014**

(Unit: Thousand Baht, except earnings per share expressed in Baht)

Note	Consolidated financial statements		Separate financial statements	
	2014	2013 (Restated)	2014	2013
<b>Continued operation</b>				
<b>Profit or loss:</b>				
<b>Revenues</b>				
Train procurement service income under concession agreement				
2	49,793	817,367	-	-
26	4,737,734	4,443,432	81,193	84,986
	338,292	1,862,016	31,259	65,881
Other income				
	1,965	-	35,553	35,550
	32,128	2,873	2,875,838	17,597,321
27	868,000	1,027,288	140,788	174,738
13	367,546	-	-	-
5, 8, 11	175,992	49	536,017	3,300,614
10	53,171	-	-	-
	-	13,497,581	-	-
	2,698	379,899	302	379,899
	128,378	62,163	69,768	77,549
<b>Total revenues</b>	<b>6,755,697</b>	<b>22,092,668</b>	<b>3,770,718</b>	<b>21,716,538</b>
<b>Expenses</b>				
2	49,793	817,367	-	-
	2,230,018	2,063,846	86,408	76,532
	210,217	1,145,654	21,641	40,944
	127,823	293,144	6,832	13,288
	1,123,169	1,045,525	442,611	236,474
<b>Total expenses</b>	<b>3,741,020</b>	<b>5,365,536</b>	<b>557,492</b>	<b>367,238</b>
<b>Profit before share of profit (loss) from investments in joint ventures and associates, finance cost and income tax expenses</b>				
	3,014,677	16,727,132	3,213,226	21,349,300
	(9,712)	-	-	-
	601,879	460,069	-	-
<b>Profit before finance cost and income tax expenses</b>	<b>3,606,844</b>	<b>17,187,201</b>	<b>3,213,226</b>	<b>21,349,300</b>
Finance cost	(323,903)	(500,212)	(17,123)	(397,522)
<b>Profit before income tax expenses</b>	<b>3,282,941</b>	<b>16,686,989</b>	<b>3,196,103</b>	<b>20,951,778</b>
Income tax expenses	(667,695)	(3,685,321)	(111,126)	(977,662)
<b>Profit from continued operation for the period</b>	<b>2,615,246</b>	<b>13,001,668</b>	<b>3,084,977</b>	<b>19,974,116</b>
<b>Discontinued operation</b>				
	-	30,376	-	-
<b>Profit for the period</b>	<b>2,615,246</b>	<b>13,032,044</b>	<b>3,084,977</b>	<b>19,974,116</b>
<b>Other comprehensive income:</b>				
Exchange differences on translation of financial statements in foreign currency				
	1,512	761	-	-
	(27,743)	-	(27,743)	-
	(240,144)	(56,069)	(243,899)	(56,069)
<b>Other comprehensive income for the period</b>	<b>(266,375)</b>	<b>(55,308)</b>	<b>(271,642)</b>	<b>(56,069)</b>
<b>Total comprehensive income for the period</b>	<b>2,348,871</b>	<b>12,976,736</b>	<b>2,813,335</b>	<b>19,918,047</b>

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

**BTS Group Holdings Public Company Limited and its subsidiaries**  
**Statement of comprehensive income (continued)**  
**For the nine-month period ended 31 December 2014**

(Unit: Thousand Baht, except earnings per share expressed in Baht)

Note	Consolidated financial statements		Separate financial statements	
	2014	2014 (Restated)	2014	2013
<b>Profit attributable to:</b>				
Equity holders of the Company				
	2,264,852	12,162,887	3,084,977	19,974,116
	-	29,605	-	-
	<u>2,264,852</u>	<u>12,192,492</u>	<u>3,084,977</u>	<u>19,974,116</u>
Non-controlling interests of the subsidiaries				
	350,394	838,781		
	-	771		
	<u>350,394</u>	<u>839,552</u>		
	<u>2,615,246</u>	<u>13,032,044</u>		
<b>Total comprehensive income attributable to:</b>				
Equity holders of the Company				
	1,998,477	12,107,579	2,813,335	19,918,047
	-	29,605	-	-
	<u>1,998,477</u>	<u>12,137,184</u>	<u>2,813,335</u>	<u>19,918,047</u>
Non-controlling interests of the subsidiaries				
	350,394	838,781		
	-	771		
	<u>350,394</u>	<u>839,552</u>		
	<u>2,348,871</u>	<u>12,976,736</u>		
<b>Earnings per share</b>				
	29			
Basic earnings per share				
	0.19073	1.04986	0.25979	1.71991
Diluted earnings per share				
	0.19056	1.03621	0.25957	1.69755
<b>Earnings per share from continued operation</b>				
	29			
Basic earnings per share				
	0.19073	1.04731	0.25979	1.71991
Diluted earnings per share				
	0.19056	1.03369	0.25957	1.69755

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

(Unaudited but reviewed)

**BTS Group Holdings Public Company Limited and its subsidiaries****Cash flow statement****For the nine-month period ended 31 December 2014**

(Unit: Thousand Baht)

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2014</b>	<b>2013</b> (Restated)	<b>2014</b>	<b>2013</b>
<b>Cash flows from operating activities</b>				
Profit before tax	3,282,941	16,686,989	3,196,103	20,951,778
<u>Plus</u> Profit before tax from discontinued operation	-	30,376	-	-
Profit before tax	3,282,941	16,717,365	3,196,103	20,951,778
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	342,293	283,593	55,378	46,364
Unrealised loss on exchange	9,768	43,036	12,694	-
Provision for maintenance or restoration of infrastructure	67,066	66,077	-	-
Loss on revision of provision	26,467	-	-	-
Share of loss from investments in joint ventures	9,712	-	-	-
Share of profit from investments in associates	(601,879)	(460,069)	-	-
Unearned revenue recognition	(27,789)	(26,172)	-	-
Provision for long-term employee benefits	28,773	30,133	2,634	2,494
Amortisation of premium on cross currency swap agreements	(50,641)	-	(18,001)	-
Allowance for doubtful account (reversal)	(2,439)	270	191,045	655
Allowance for impairment of assets	7,994	-	-	-
Gain on sale of net future fare box revenues	-	(13,497,581)	-	-
Gain on sale of land	(367,546)	-	-	-
Gain on sales of investments	(175,992)	(49)	(536,017)	(3,300,614)
Gain on disposal of investment in subsidiary	-	(21,193)	-	-
Gain on sales of warrants	(53,171)	-	-	-
Unrealised gain on changes in value of current investments in trading securities	(5,928)	(953)	-	-
Loss (gain) on sales of assets	15,390	(379,899)	(302)	(379,899)
Dividend income	(32,128)	(2,873)	(2,875,838)	(17,597,321)
Share-based payment transaction	11,130	13,319	1,856	2,040
Interest income	(868,000)	(1,027,288)	(140,788)	(174,738)
Interest expenses	303,699	436,686	17,123	366,273
Profit (loss) from operating activities before changes in operating assets and liabilities	1,919,720	2,174,402	(94,113)	(82,968)

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

(Unaudited but reviewed)

**BTS Group Holdings Public Company Limited and its subsidiaries****Cash flow statement (continued)****For the nine-month period ended 31 December 2014**

(Unit: Thousand Baht)

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<u>2014</u>	<u>2013</u> (Restated)	<u>2014</u>	<u>2013</u>
Decrease (increase) in operating assets				
Bank account for advance from cardholders	(40,056)	(47,050)	-	-
Trade and other receivables	(591,726)	(229,044)	(13,865)	(45,305)
Receivable under concession agreement	17,533	(698,360)	-	-
Receivable under financial lease agreement	19,610	18,485	-	-
Spare parts	(1,764)	1,641	-	-
Real estate development costs	111,438	1,030,174	(30,135)	35,941
Advances to contractors	(10,758)	7,772	12,411	(16,449)
Other current assets	176,861	59,048	5,344	(95,584)
Other non-current assets	(25,278)	2,176	1,075	(729)
Increase (decrease) in operating liabilities				
Trade and other payables	(405,328)	(172,756)	(10,503)	14,576
Advances received from cardholders	41,461	47,360	-	-
Accrued costs of construction	104,388	5,495	752	(8,244)
Retention payable	3,344	(18,728)	12,796	12,692
Unearned income	(46,160)	(298,209)	-	-
Fare box revenues awaiting transfer	(19,188)	62,950	-	-
Provision for long-term employee benefits	(12,836)	(1,524)	(886)	-
Other current liabilities	95,680	160,780	(2,300)	1,510
Cash from (used in) operating activities	1,336,941	2,104,612	(119,424)	(184,560)
Cash paid for interest expenses	(252,465)	(380,432)	(2,280)	(7,879)
Cash paid for corporate income tax	(1,628,376)	(622,750)	(792,006)	(11,490)
Cash received for return of corporate income tax	-	57,145	-	28,026
<b>Net cash from (used in) operating activities</b>	<b>(543,900)</b>	<b>1,158,575</b>	<b>(913,710)</b>	<b>(175,903)</b>

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

(Unaudited but reviewed)

**BTS Group Holdings Public Company Limited and its subsidiaries****Cash flow statement (continued)****For the nine-month period ended 31 December 2014**

(Unit: Thousand Baht)

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2014</b>	<b>2013</b> (Restated)	<b>2014</b>	<b>2013</b>
<b>Cash flows from investing activities</b>				
Decrease (increase) in current investments	10,808,317	(23,136,885)	104,685	(505,050)
Decrease (increase) in restricted deposits	(547,609)	56,623	(542,432)	51,644
Increase in short-term loans to related parties	(15,900)	-	(95,000)	(55,000)
Increase in loans to related parties	(700,000)	-	(1,467,605)	(1,864,588)
Cash received from repayment of loan to related parties	-	-	1,376,000	992,804
Interest income	733,484	818,812	72,542	64,685
Decrease in rights of claim from acquisition of debts per rehabilitation plan	-	341,054	-	-
Cash received from decrease in issued share capital of subsidiary	-	-	-	1,137,040
Cash received from sales of investments in subsidiaries	-	-	1,032,975	4,587,909
Cash received from sales of other long-term investments	1,577,591	-	1,577,591	-
Cash received from sales of warrants	127,599	-	-	-
Cash paid for purchases of investments in subsidiary	-	-	(2,941,028)	(152,182)
Cash paid for purchase of investments in joint ventures	(67,100)	-	(50,000)	-
Cash paid for purchase of investments in associates	(685,403)	(20,833,200)	-	(20,833,200)
Cash paid for purchases of other long-term investments	(5,773,940)	(7,456,711)	(5,308,480)	(1,390,594)
Cash received from return of capital of associate	148,533	-	148,533	-
Dividend received	943,622	534,048	1,938,013	3,511,561
Cash paid for purchases of property, plant and equipment	(1,070,521)	(929,558)	(254,928)	(256,674)
Cash received from sales of property, plant and equipment	3,723	589	196	59
Cash paid for purchases of investment properties	(513,995)	(627,847)	(146,087)	(520,428)
Cash received from sales of investment properties	1,412,255	501,541	1,265	501,410
Cash paid for purchase of leasehold rights	-	(4,730)	-	(4,730)
Cash paid for purchases of intangible assets	(12,400)	(6,185)	-	(207)
Cash received from sale of future net fare box revenues	-	61,399,000	-	-
Cash paid for expenses of sale of future net fare box revenues	-	(36,391)	-	-
<b>Net cash from (used in) investing activities</b>	<b>6,368,256</b>	<b>10,620,160</b>	<b>(4,553,760)</b>	<b>(14,735,541)</b>

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

(Unaudited but reviewed)

**BTS Group Holdings Public Company Limited and its subsidiaries****Cash flow statement (continued)****For the nine-month period ended 31 December 2014**

(Unit: Thousand Baht)

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2014</b>	<b>2013</b> (Restated)	<b>2014</b>	<b>2013</b>
<b>Cash flows from financing activities</b>				
Increase in short-term loans from financial institutions	240,000	20,833,200	-	20,833,200
Cash paid for short-term loans from financial institutions	-	(21,950,200)	-	(20,833,200)
Increase in long-term loans from financial institutions	973,734	99,000	973,734	-
Cash paid for long-term loans from financial institutions	(2,000)	(2,222,968)	-	-
Increase in short-term loans from related parties	-	-	10,527,000	22,953,200
Cash paid for short-term loans from related parties	(20,000)	-	(2,330,000)	(2,120,000)
Cash received from exercised warrants	21,961	2,237,537	21,961	2,237,537
Cash received from sales of warrants of the subsidiary	634,000	-	-	-
Increase in liability awaiting final court order	-	101,039	-	101,039
Dividend paid	(2,493,578)	(4,738,472)	(2,493,578)	(4,738,472)
Cash paid for long-term debentures	(3,611,300)	(2,081,300)	-	-
Cash paid for treasury stock	(925,480)	-	(925,480)	-
Cash paid for purchases of investments in subsidiaries	(2,910,028)	(152,182)	-	-
Cash received from sales of investments in subsidiary	1,032,975	4,587,909	-	-
Dividend paid of subsidiaries to non-controlling interests of subsidiaries	(234,726)	(774,895)	-	-
Cash paid to non-controlling interests of subsidiary as result of decrease in issued share capital	-	(248,796)	-	-
Cash received from non-controlling interests of subsidiary for exercised warrants	410	-	-	-
Cash received from non-controlling interests for issuance of ordinary shares of subsidiaries	29,000	15,000	-	-
<b>Net cash from (used in) financing activities</b>	<b>(7,265,032)</b>	<b>(4,295,128)</b>	<b>5,773,637</b>	<b>18,433,304</b>
Increase in translation adjustment	1,351	761	-	-
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(1,439,325)</b>	<b>7,484,368</b>	<b>306,167</b>	<b>3,521,860</b>
Cash and cash equivalents at beginning of the period	8,668,510	3,513,282	3,087,465	1,628,918
<b>Cash and cash equivalents at end of the period</b>	<b>7,229,185</b>	<b>10,997,650</b>	<b>3,393,632</b>	<b>5,150,778</b>
	-	-	-	-
<b>Supplemental cash flow information</b>				
Non-cash transactions				
Transfer investment properties to property, plant and equipment	4,563	24,401	28,340	-
Transfer leasehold rights to property, plant and equipment	1,417	-	1,417	-
Transfer investment properties to land and projects awaiting development	-	263,225	-	-
Transfer property, plant and equipment to intangible assets	4,343	-	-	-
Transfer property, plant and equipment to other current assets	3,498	-	-	-
Transfer project costs - elevated train system to project costs - media	-	2,371,447	-	-
Payable from acquisition of investment in a subsidiary	-	-	-	35,000
Increase (decrease) in liability from equipment acquisition - net	12,322	(161,437)	(15,787)	4,472
Increase in liability from investment property acquisition - net	38	107	4,386	99,107
Settle short-term loan from related party with dividend received and decrease in issued share capital of subsidiary	-	-	932,000	20,833,200
Settle interest payable with dividend received and decrease in issued share capital of subsidiary	-	-	2,348	358,394
Current investments received from decrease in issued share capital of subsidiary	-	-	-	3,500,000
Transfer other long-term investments to current investments	1,684,421	-	-	-
Settle cash deposited as collateral for debt settlement with creditors per rehabilitation plan	61,739	-	61,739	-
Record provision for cost of construction of car park building and sky walk of investment properties	231,000	-	-	-

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

BTS Group Holdings Public Company Limited and its subsidiaries  
Statement of changes in shareholders' equity  
For the nine-month period ended 31 December 2014

(Unit: Thousand Baht)

Consolidated financial statements																					
Equity attributable to owners of the Company										Other components of equity											
Issued and paid-up share capital	Share premium	Share subscription received in advance	Deficit on business combination under common control	Surplus on the change in the ownership interests in subsidiaries	Surplus on sales of warrants of the subsidiary	Treasury shares	Retained earnings			Other comprehensive income				Share premium		Capital reserve for share-based payment	Total other components of shareholders' equity	Total equity attributable to owners of the Company	Equity attributable to non-controlling interests of the subsidiaries	Total shareholders' equity	
							Appropriated	Unappropriated	adjustment	Revaluation surplus	Revaluation surplus (deficit) on changes in value of investments	Surplus on debt conversion	on consolidation	on sales of company's shares held by subsidiaries	on consolidation						
44,426,538	1,486,058	1,295,600	(3,371,978)	2,811,213	-	-	1,750,523	-	(3,465,898)	(121,976)	2,376,688	19,041	1,356,597	2,685	8,526	21,937	3,663,498	48,595,554	1,906,160	50,501,714	
Cumulative effect of change in accounting policies for service concession arrangements and finance lease agreement (Note 2)																					
-	-	-	-	-	-	-	-	-	(167,220)	-	-	-	-	-	-	-	-	(167,220)	(4,358)	(171,578)	
44,426,538	1,486,058	1,295,600	(3,371,978)	2,811,213	-	-	1,750,523	-	(3,633,118)	(121,976)	2,376,688	19,041	1,356,597	2,685	8,526	21,937	3,663,498	48,428,334	1,901,802	50,330,136	
Exercised warrants																					
3,230,384	302,849	(1,295,600)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	2,237,633	-	2,237,633	
Issuance of ordinary shares of subsidiary																					
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	15,000	15,000	
Purchases of investment in subsidiary																					
-	-	-	-	(143,673)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(143,673)	(8,509)	(152,182)
Sales of investment in subsidiary																					
-	-	-	-	3,672,181	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3,672,181	255,606	3,927,787
Decrease in issued share capital of subsidiary																					
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(305,812)	(305,812)
Dividend paid by subsidiaries to non-controlling interests of the subsidiaries																					
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(864,300)	(864,300)
Share-based payment transaction																					
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	13,319	13,319	13,319	-	13,319	
Exercised warrants issued to employees																					
-	8,331	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(8,331)	(8,331)	-	-	
Dividend paid (Note 30)																					
-	-	-	-	-	-	-	-	-	(4,754,798)	-	-	-	-	-	-	-	-	-	(4,754,798)	-	(4,754,798)
Retained earnings transferred to statutory reserve																					
-	-	-	-	-	-	-	9,431	-	(9,431)	-	-	-	-	-	-	-	-	-	-	-	
Total comprehensive income for the period - restated																					
-	-	-	-	-	-	-	-	-	12,192,492	761	-	(56,069)	-	-	-	-	-	(55,308)	12,137,184	839,552	12,976,736
<b>47,656,922</b>	<b>1,797,238</b>	<b>-</b>	<b>(3,371,978)</b>	<b>6,339,721</b>	<b>-</b>	<b>-</b>	<b>1,759,954</b>	<b>-</b>	<b>3,795,145</b>	<b>(121,215)</b>	<b>2,376,688</b>	<b>(37,028)</b>	<b>1,356,597</b>	<b>2,685</b>	<b>8,526</b>	<b>26,925</b>	<b>3,613,178</b>	<b>61,590,180</b>	<b>1,833,339</b>	<b>63,423,519</b>	
Balance as at 1 April 2014 - as previously reported																					
47,656,922	1,797,238	-	(3,371,978)	4,448,284	-	-	2,760,301	-	1,032,668	(122,911)	2,376,688	(75,052)	1,356,597	2,685	8,526	30,568	3,577,101	57,900,536	1,861,777	59,762,313	
Cumulative effect of change in accounting policies for service concession arrangements and finance lease agreement (Note 2)																					
-	-	-	-	-	-	-	-	-	(214,543)	-	-	-	-	-	-	-	-	(214,543)	(5,591)	(220,134)	
47,656,922	1,797,238	-	(3,371,978)	4,448,284	-	-	2,760,301	-	818,125	(122,911)	2,376,688	(75,052)	1,356,597	2,685	8,526	30,568	3,577,101	57,685,993	1,856,186	59,542,179	
Exercised warrants (Note 24)																					
20,079	1,882	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	21,961	-	21,961
Exercised warrants of the subsidiary by non-controlling interests of the subsidiary (Note 8)																					
-	-	-	-	410	-	-	-	-	-	-	-	-	-	-	-	-	-	-	410	-	410
Sales of warrants of the subsidiary (Note 8)																					
-	-	-	-	-	494,317	-	-	-	-	-	-	-	-	-	-	-	-	-	494,317	12,883	507,200
Purchases of investments in subsidiaries (Note 8)																					
-	-	-	-	(2,341,937)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(2,341,937)	(568,091)	(2,910,028)
Sales of investments in subsidiary (Note 8)																					
-	-	-	-	905,636	-	-	-	-	-	-	-	-	-	-	-	-	-	-	905,636	54,108	959,744
Increase in non-controlling interests of subsidiaries																					
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	29,000	29,000
Dividend paid by subsidiaries to non-controlling interests of the subsidiaries																					
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(234,726)	(234,726)
Share-based payment transaction																					
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	11,130	11,130	11,130	-	11,130	
Exercised warrants issued to employees																					
-	8,471	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(8,471)	(8,471)	-	-	
Dividend paid (Note 30)																					
-	-	-	-	-	-	-	-	-	(2,501,428)	-	-	-	-	-	-	-	-	-	(2,501,428)	-	(2,501,428)
Total comprehensive income for the period																					
-	-	-	-	-	-	-	-	-	2,264,852	1,512	-	(267,887)	-	-	-	-	-	(266,375)	1,998,477	350,394	2,348,871
Treasury shares purchased (Note 25)																					
-	-	-	-	-	-	(925,480)	-	-	-	-	-	-	-	-	-	-	-	-	(925,480)	-	(925,480)
Transferred to treasury share reserve (Note 25)																					
-	-	-	-	-	-	-	925,480	(925,480)	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>47,677,001</b>	<b>1,807,591</b>	<b>-</b>	<b>(3,371,978)</b>	<b>3,012,393</b>	<b>494,317</b>	<b>(925,480)</b>	<b>2,760,301</b>	<b>925,480</b>	<b>(343,931)</b>	<b>(121,399)</b>	<b>2,376,688</b>	<b>(342,939)</b>	<b>1,356,597</b>	<b>2,685</b>	<b>8,526</b>	<b>33,227</b>	<b>3,313,385</b>	<b>55,349,079</b>	<b>1,499,754</b>	<b>56,848,833</b>	

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



(Unaudited but reviewed)

## BTS Group Holdings Public Company Limited and its subsidiaries

## Statement of changes in shareholders' equity (continued)

For the nine-month period ended 31 December 2014

(Unit: Thousand Baht)

	Separate financial statements													
											Other components of equity			Total
											Other comprehensive income		Total other components of shareholders' equity	
	Issued and paid-up share capital	Share premium	Share subscription received in advance	Deficit on business combination under common control	Surplus on swap of investment in subsidiary under common control	Treasury shares	Retained earnings			Revaluation surplus (deficit) on changes in value of investments	Surplus on debenture conversion	Capital reserve for share-based payment transaction		Total other components of shareholders' equity
						Statutory reserve	Treasury share reserve	Unappropriated					shareholders' equity	
<b>Balance as at 1 April 2013</b>	44,426,538	1,486,058	1,295,600	(4,812,209)	250,065	-	649,538	-	5,829,948	19,040	1,356,597	21,938	1,397,575	50,523,113
Exercised warrants	3,230,384	302,849	(1,295,600)	-	-	-	-	-	-	-	-	-	-	2,237,633
Sales of investment in subsidiary	-	-	-	1,021,716	-	-	-	-	-	-	-	-	-	1,021,716
Share-based payment transaction	-	-	-	-	-	-	-	-	-	-	-	13,319	13,319	13,319
Exercised warrants issued to employees	-	8,331	-	-	-	-	-	-	-	-	-	(8,331)	(8,331)	-
Dividend paid (Note 30)	-	-	-	-	-	-	-	(4,754,798)	-	-	-	-	-	(4,754,798)
Retained earnings transferred to statutory reserve	-	-	-	-	-	9,331	-	(9,331)	-	-	-	-	-	-
Total comprehensive income for the period	-	-	-	-	-	-	-	19,974,116	(56,069)	-	-	-	(56,069)	19,918,047
<b>Balance as at 31 December 2013</b>	<u>47,656,922</u>	<u>1,797,238</u>	<u>-</u>	<u>(3,790,493)</u>	<u>250,065</u>	<u>-</u>	<u>658,869</u>	<u>-</u>	<u>21,039,935</u>	<u>(37,029)</u>	<u>1,356,597</u>	<u>26,926</u>	<u>1,346,494</u>	<u>68,959,030</u>
<b>Balance as at 1 April 2014</b>	47,656,922	1,797,238	-	(3,790,493)	250,065	-	1,659,215	-	17,877,308	(75,052)	1,356,597	30,568	1,312,113	66,762,368
Exercised warrants (Note 24)	20,079	1,882	-	-	-	-	-	-	-	-	-	-	-	21,961
Sales of investment in subsidiary (Note 8)	-	-	-	75,058	-	-	-	-	-	-	-	-	-	75,058
Share-based payment transaction	-	-	-	-	-	-	-	-	-	-	-	11,130	11,130	11,130
Exercised warrants issued to employees	-	8,471	-	-	-	-	-	-	-	-	-	(8,471)	(8,471)	-
Dividend paid (Note 30)	-	-	-	-	-	-	-	(2,501,428)	-	-	-	-	-	(2,501,428)
Total comprehensive income for the period	-	-	-	-	-	-	-	3,084,977	(271,642)	-	-	-	(271,642)	2,813,335
Treasury shares purchased (Note 25)	-	-	-	-	-	(925,480)	-	-	-	-	-	-	-	(925,480)
Transferred to treasury share reserve (Note 25)	-	-	-	-	-	-	925,480	(925,480)	-	-	-	-	-	-
<b>Balance as at 31 December 2014</b>	<u>47,677,001</u>	<u>1,807,591</u>	<u>-</u>	<u>(3,715,435)</u>	<u>250,065</u>	<u>(925,480)</u>	<u>1,659,215</u>	<u>925,480</u>	<u>17,535,377</u>	<u>(346,694)</u>	<u>1,356,597</u>	<u>33,227</u>	<u>1,043,130</u>	<u>66,256,944</u>

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

**BTS Group Holdings Public Company Limited and its subsidiaries**  
**Notes to consolidated interim financial statements**  
**For the three-month and nine-month periods ended 31 December 2014**

**1. General information**

**1.1 Corporate information**

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

**1.2 Basis for preparation of interim financial statements**

These interim financial statements are prepared in accordance with Thai Accounting Standard No. 34 (revised 2012) "Interim Financial Reporting", with the Company choosing to present condensed interim financial statements. However, the Company has presented the statements of financial position, comprehensive income, changes in shareholders' equity and cash flows in the same format as that used for the annual financial statements.

The interim financial statements are intended to provide information additional to that included in the latest annual financial statements. Accordingly, they focus on new activities, events and circumstances so as not to duplicate information previously reported. These interim financial statements should therefore be read in conjunction with the latest annual financial statements.

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

**1.3 Basis of consolidation**

These consolidated financial statements included the financial statements of BTS Group Holdings Public Company Limited and its subsidiaries (“the Group”) and have been prepared on the same basis as that applied for the consolidated financial statements for the year ended 31 March 2014. However, during the nine-month period ended 31 December 2014, the Group established additional subsidiaries, as detailed below.

- a) On 3 April 2014, the Company's Executive Committee Meeting passed a resolution approving a joint investment by BTS Land Company Limited, which is a 100%-held subsidiary, in Bangkok Payment Solutions Company Limited, which registered its incorporation on 30 April 2014, as discussed in Note 8 to the interim financial statements.

- b) On 19 August 2014, a meeting of Executive Committee of the Company passed a resolution to establish Primary Kitchen Company Limited, which registered its incorporation on 4 September 2014, as discussed in Note 8 to the interim financial statements.
- c) On 16 October 2013, a meeting of Executive Committee of the Company passed a resolution to establish Little Corner Company Limited, which registered its incorporation on 8 July 2014, as discussed in Note 8 to the interim financial statements.

#### **1.4 New financial reporting standards**

##### **(a) Financial reporting standards that became effective in the current accounting year**

The Company and its subsidiaries disclosed the financial reporting standards that are effective for fiscal years beginning on or after 1 January 2014 (beginning on or after 1 April 2014 for the Company and its subsidiaries), in the notes to the financial statements for the year ended 31 March 2014. In addition, during the current period, Conceptual Framework for Financial Reporting (revised 2014) and Accounting Treatment Guidance for Stock Dividend are effective in the current accounting year.

The Company and its subsidiaries' management have assessed the effects of the above financial reporting standards and believes that they are not relevant to the business of the Company and its subsidiaries or do not have a significant impact, except TFRIC 4, TFRIC 12 and TSIC 29, as described below.

##### **Thai Financial Reporting Standard Interpretations 12 *Service Concession Arrangements* and Thai Accounting Standard Interpretation 29 *Service Concession Arrangements: Disclosures***

TSIC 29 provides guidelines on disclosures related to service concession arrangements, while TFRIC 12 provides accounting guidelines for concession operators for recognising and measuring the obligations and related rights in public-to-private service concession arrangements under which the grantor controls and regulates the services provided; to whom they are provided; and at what price; and also controls any significant residual interest in the related infrastructure at the end of the agreement term. The operators are to recognise the consideration received or receivable at its fair value, as the right in a financial asset or in an intangible asset, depending on the conditions of the service concession arrangement.

The subsidiary's management considers the arrangement under an Operating and Maintenance of Bangkok Mass Transit System Agreement to be within the scope of TFRIC 12. The subsidiary changed its accounting policy in the first quarter of the current year and has restated the prior period's financial statements, presented as comparative information, as though the subsidiary had initially applied this TFRIC and TSIC. The cumulative effect of the adoption of this TFRIC is shown in Note 2 to the interim financial statements. In addition, the subsidiary's management considers the arrangement under an Operating and Bus Procurement (BRT) Agreement to be outside the scope of TFRIC 12.

**Thai Financial Reporting Standard Interpretations TFRIC 4 *Determining Whether an Arrangement Contains a Lease***

This Financial Reporting Standard Interpretations provides guidelines on determining whether an arrangement is or contains a lease. If so, the Company and its subsidiaries is required to apply Accounting Standard No. 17 Leases.

The subsidiary's management considers the arrangement under an Operating and Bus Procurement (BRT) Agreement to be within the scope of TFRIC 4. The agreement contains components of a lease, and based on the principles of Accounting Standard No. 17 Leases, content of the agreement is a finance lease. Lessors shall recognise assets held under a finance lease in their statements of financial position and present them as a receivable at an amount equal to the net investment in the lease. The subsidiary changed its accounting policy in the first quarter of the current year and has restated the prior period's financial statements, presented as comparative information, as though the subsidiary had initially applied this TFRIC. The cumulative effect of the adoption of this TFRIC is shown in Note 2 to the interim financial statements.

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

The Federation of Accounting Professions has issued a number of revised and new financial reporting standards that become effective for fiscal years beginning on or after 1 January 2015 (beginning on or after 1 April 2015 for the Company and its subsidiaries). These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of financial reporting standards. The management of the Company and its subsidiaries believes they will not have any significant impact on the financial statements in the year in which they are adopted. However, some of these financial reporting standards involve changes to key principles. The management of the Company and its subsidiaries is evaluating the impact of these to the financial statements in the year in which they are adopted.

## 1.5 Significant accounting policies

The interim financial statements are prepared using the same accounting policies and methods of computation as were used for the financial statements for the year ended 31 March 2014, except for the change in the accounting policies due to the adoption of TFRIC 4 *Determining Whether an Arrangement Contains a Lease*, TFRIC 12 *Service Concession Arrangements* and TSIC 29 *Service Concession Arrangements: Disclosures* as follows:

### **Service Concession Arrangements**

#### Operating and Maintenance of Bangkok Mass Transit System Agreement

The subsidiary provides services to procure electric trains (infrastructure) to be used in the provision of public services and to operate and maintain this infrastructure for a specified period of time under an Operating and Maintenance of Bangkok Mass Transit System Agreement. The subsidiary is paid for its services over the period of the arrangement, and the arrangement is governed by a contract that sets out performance standards. Such arrangement is a public-to-private service concession arrangement.

The subsidiary recognises the consideration received or receivable for its provision of train procurement services as a financial asset (receivable under concession agreement) to the extent that it has an unconditional contractual right to receive cash or another financial asset for the services from or at the direction of the grantor. Receivables are measured at fair value upon initial recognition. Receivable under concession agreement is presented and measured at amortised cost. Interest is calculated using the effective interest method to be recognised in profit or loss.

Borrowing costs attributable to the arrangement are recognised as an expense in the period in which they are incurred in case the subsidiary recognises the consideration as financial asset.

Income from train procurement services is recognised when service has been rendered, taking into account the stage of completion.

Contractual obligations to maintain or restore infrastructure, except for any upgrade element, are recognised and measured at the best estimate of the expenditure that would be required to settle the present obligation at the end of the reporting period.

**Receivable under financial lease agreement and finance lease income**Operating and Bus Procurement (BRT) Agreement

The subsidiary recognises finance lease income over the term of the agreement, using the effective interest rate and income is recognised as the installments fall due irrespective of actual collections. The finance lease income is presented under interest income in the profit of loss.

Receivable under financial lease agreement is stated at outstanding balance, net of deferred revenue.

**2. Cumulative effect of the adoption of new financial reporting standards**

During the first quarter of the current year, the subsidiary made the change described in Note 1.4 to the interim financial statements to its significant accounting policies, as a result of the adoption of TFRIC 4 *Determining Whether an Arrangement Contains a Lease*, TFRIC 12 *Service Concession Arrangements* and TSIC 29 *Service Concession Arrangements: Disclosures*. The cumulative effect of the adoption of the financial reporting standards is separately shown in the statements of changes in shareholders' equity.

The amounts of adjustment affecting the statements of financial position and comprehensive income are summarised below.

	(Unit: Thousand Baht)		
	Consolidated financial statements		
	31 December 2014	31 March 2014	1 April 2013
<b>Statements of financial position</b>			
Increase in current portion of receivable under concession agreement	91,630	90,020	77,597
Increase in current portion of receivable under financial lease agreement	27,535	26,342	24,830
Decrease in equipment	(3,806,390)	(3,880,068)	(2,718,315)
Increase in receivable under concession agreement - net of current portion	3,638,500	3,657,643	2,880,814
Increase in receivable under financial lease agreement - net of current portion	39,338	60,141	86,482
Decrease in advances for acquisitions of assets	-	-	(424,737)
Increase in deferred tax assets	-	-	42,895
Increase in provisions	296,312	229,246	141,144
Decrease in deferred tax liabilities	(61,140)	(55,034)	-
Decrease in unappropriated retained earnings	(238,347)	(214,543)	(167,220)
Decrease in non-controlling interests of the subsidiaries	(6,212)	(5,591)	(4,358)

(Unaudited but reviewed)

(Unit: Thousand Baht)

For the three-month periods ended 31 December

	Consolidated financial statements	
	<u>2014</u>	<u>2013</u>
<b>Statements of comprehensive income</b>		
Increase in train procurement service income		
under concession agreement	-	669,409
Decrease in service income	(63,240)	(59,338)
Increase in interest income	34,052	33,280
Increase in cost of train procurement service		
under concession agreement	-	669,409
Decrease in servicing and administrative expenses	(18,951)	(11,227)
Decrease in income tax	(2,047)	(2,966)
Decrease in profit attributable to non-controlling interests of the subsidiaries	(208)	(301)
Decrease in profit attributable to equity holders of the Company	(7,982)	(11,564)
Decrease in basic earnings per share (Baht)	(0.00068)	(0.00097)
Decrease in diluted earnings per share (Baht)	(0.00067)	(0.00097)

(Unit: Thousand Baht)

For the nine-month periods ended 31 December

	Consolidated financial statements	
	<u>2014</u>	<u>2013</u>
<b>Statements of comprehensive income</b>		
Increase in train procurement service income		
under concession agreement	49,793	817,367
Decrease in service income	(189,720)	(171,899)
Increase in interest income	102,784	98,109
Increase in cost of train procurement service		
under concession agreement	49,793	817,367
Decrease in servicing and administrative expenses	(56,405)	(24,429)
Decrease in income tax	(6,106)	(9,872)
Decrease in profit attributable to non-controlling interests of the subsidiaries	(620)	(1,003)
Decrease in profit attributable to equity holders of the Company	(23,805)	(38,486)
Decrease in basic earnings per share (Baht)	(0.00200)	(0.00331)
Decrease in diluted earnings per share (Baht)	(0.00200)	(0.00327)

(Unaudited but reviewed)

### 3. Related party transactions

During the periods, the Company and its subsidiaries had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Company and those related parties.

(Unit: Million Baht)

	For the three-month periods ended 31 December				Pricing policy
	Consolidated		Separate		
	financial statements	financial statements	financial statements	financial statements	
	2014	2013	2014	2013	
<u>Transactions with subsidiaries</u>					
(Eliminated from the consolidated financial statements)					
Interest income	-	-	27	41	At cost of funds
Management income	-	-	12	12	Contract price
Revenues from construction services	-	-	-	10	Contract price
Utility income	-	-	2	2	Contract price
Revenue from guarantee	-	-	15	16	Contract price
Rental income	-	-	13	19	Contract price
Dividend income	-	-	939	539	Approved by the meeting of Board of Directors
Cost of construction services	-	-	-	10	Contract price
Purchase of fixed assets and investment properties	-	-	124	221	Contract price
Management fee	-	-	5	5	Contract price
Rental expenses	-	-	1	1	Contract price
Interest expenses	-	-	15	40	At cost of funds
<u>Transactions with jointly controlled entity and associates</u>					
Sale of land	1,411	-	-	-	Contract price
Service income	25	27	-	-	Contract price
Dividend income	301	305	301	305	Approved by the meeting of Board of Directors
Management fee	12	11	4	4	Contract price
Special business tax paid	14	20	-	-	Mutual agreement
<u>Transactions with related parties</u>					
Management income	2	-	-	-	Contract price
Purchase of fixed assets	9	-	-	-	Contract price
Management fee	2	2	-	-	Contract price
Cost of service	3	3	-	-	Contract price



(Unaudited but reviewed)

(Unit: Million Baht)

	For the nine-month periods ended 31 December				Pricing policy
	Consolidated		Separate		
	financial statements	financial statements	financial statements	financial statements	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>	
<u>Transactions with subsidiaries</u>					
(Eliminated from the consolidated financial statements)					
Interest income	-	-	76	117	At cost of funds
Management income	-	-	36	36	Contract price
Revenues from construction services	-	-	-	24	Contract price
Utility income	-	-	7	6	Contract price
Revenue from guarantee	-	-	45	44	Contract price
Rental income	-	-	30	39	Contract price
Dividend income	-	-	1,950	17,063	Approved by the meeting of Board of Directors
Cost of construction services	-	-	-	24	Contract price
Purchase of fixed assets and investment properties	-	-	356	308	Contract price
Management fee	-	-	15	16	Contract price
Rental expenses	-	-	4	4	Contract price
Interest expenses	-	-	17	366	At cost of funds
<u>Transactions with jointly controlled entity and associates</u>					
Sale of future net fare box revenues	-	61,399	-	-	Contract price
Sale of land	1,411	-	-	-	Contract price
Service income	72	62	-	-	Contract price
Dividend income	915	531	896	531	Approved by the meeting of Board of Directors
Management fee	31	30	13	13	Contract price
Special business tax paid	37	37	-	-	Mutual agreement
<u>Transactions with related parties</u>					
Service income	2	-	-	-	Contract price
Management income	2	-	-	-	Contract price
Purchase of fixed assets	25	7	-	-	Contract price
Management fee	5	6	-	-	Contract price
Cost of service	8	8	-	-	Contract price

(Unaudited but reviewed)

As at 31 December 2014 and 31 March 2014, the balances of the accounts between the Company and those related parties are as follows:

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	31 December	31 March	31 December	31 March
	2014	2014	2014	2014
		(Audited)		(Audited)
<b><u>Trade and other receivables - related parties (Note 6)</u></b>				
Subsidiary companies	-	-	406,025	306,750
Jointly controlled entity and associated companies	6,451	51,019	3,874	-
Related company (common shareholders)	14	144	-	-
Total trade and other receivables - related parties	<u>6,465</u>	<u>51,163</u>	<u>409,899</u>	<u>306,750</u>
<b><u>Advance to contractor - related party</u></b>				
Subsidiary company	-	-	21,952	44,823
Total advance to contractor - related party	<u>-</u>	<u>-</u>	<u>21,952</u>	<u>44,823</u>
<b><u>Accrued income - related party</u></b>				
Associated company	350,043	324,969	-	-
Total accrued income - related party	<u>350,043</u>	<u>324,969</u>	<u>-</u>	<u>-</u>
<b><u>Trade and other payables - related parties (Note 17)</u></b>				
Subsidiary companies	-	-	40,272	46,068
Associated companies	117,135	684	-	-
Related companies (common shareholders)	1,792	3,576	-	-
Total trade and other payables - related parties	<u>118,927</u>	<u>4,260</u>	<u>40,272</u>	<u>46,068</u>
<b><u>Unearned revenue - related party</u></b>				
Associated company	550,934	578,723	-	-
Total unearned revenue - related party	<u>550,934</u>	<u>578,723</u>	<u>-</u>	<u>-</u>
<b><u>Retention payable - related party</u></b>				
Subsidiary company	-	-	31,688	19,155
Total retention payable - related party	<u>-</u>	<u>-</u>	<u>31,688</u>	<u>19,155</u>

(Unaudited but reviewed)

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	31 December	31 March	31 December	31 March
	2014	2014	2014	2014
	(Audited)		(Audited)	
<b><u>Provision - related party (Note 22)</u></b>				
Associated company	1,146,534	1,083,484	-	-
Total provision - related party	1,146,534	1,083,484	-	-

**Loans to related parties and loans from related parties**

As at 31 December 2014 and 31 March 2014, the balances of loans between the Company and those related companies and the movement are as follows:

(Unit: Thousand Baht)

		Consolidated financial statements			
		Balance as at	Increase	Decrease	Balance as at
Short-term loan to related parties	Related by	31 March 2014	during the period	during the period	31 December 2014
EGV Co., Ltd.	Related company	4,018	-	-	4,018
Midas Global Media Co., Ltd.	Jointly controlled entity	-	15,900	-	15,900
		4,018	15,900	-	19,918
Less: Allowance for doubtful debt		(4,018)	-	-	(4,018)
Total		-	15,900	-	15,900

(Unit: Thousand Baht)

		Separate financial statements			
		Balance as at	Increase	Decrease	Balance as at
Short-term loans to related parties	Related by	31 March 2014	during the period	during the period	31 December 2014
Carrot Rewards Co., Ltd.	Subsidiary company	176,500	95,000	-	271,500
EGV Co., Ltd.	Related company	4,018	-	-	4,018
		180,518	95,000	-	275,518
Less: Allowance for doubtful debts		(4,018)	-	-	(4,018)
Total		176,500	95,000	-	271,500

## (Unaudited but reviewed)

(Unit: Thousand Baht)

		Consolidated financial statements			
Long-term loan to related parties	Related by	Balance as at 31 March 2014	Increase during the period	Decrease during the period	Balance as at 31 December 2014
Hwa Kay Thai (Thailand) Co., Ltd.	Related company	24,635	-	(935)	23,700
BTS Sansiri Holding One Ltd.	Jointly controlled entity	-	700,000	-	700,000
		24,635	700,000	(935)	723,700
Less: Allowance for doubtful debts		(24,635)	-	935	(23,700)
Total		-	700,000	-	700,000

(Unit: Thousand Baht)

		Separate financial statements			
Long-term loans to related parties	Related by	Balance as at 31 March 2014	Increase during the period	Decrease during the period	Balance as at 31 December 2014
Yongsu Co., Ltd.	Subsidiary company	5,770	105	-	5,875
Tanayong Food and Beverage Co., Ltd.	Subsidiary company	243,139	-	-	243,139
Muangthong Assets Co., Ltd.	Subsidiary company	83,700	190,500	-	274,200
Tanayong International Ltd.	Subsidiary company	436,870	1,105	-	437,975
Tanayong Hong Kong Limited	Subsidiary company	3,702	50	-	3,752
Siam Paging and Communication Co., Ltd.	Subsidiary company	32,700	40	-	32,740
Kamkoong Property Co., Ltd.	Subsidiary company	158,270	544,650	-	702,920
BTS Asset Co., Ltd.	Subsidiary company	3,299,500	-	(1,376,000)	1,923,500
BTS Land Co., Ltd.	Subsidiary company	67,000	4,300	-	71,300
Thana City Golf & Sports Club Co., Ltd.	Subsidiary company	21,400	27,900	-	49,300
BTS Sansiri Holding One Ltd.	Jointly controlled entity	-	700,000	-	700,000
		4,352,051	1,468,650	(1,376,000)	4,444,701
Less: Allowance for doubtful debts		(528,306)	(191,750)	-	(720,056)
Total		3,823,745	1,276,900	(1,376,000)	3,724,645

(Unit: Thousand Baht)

		Consolidated financial statements			
Short-term loan from individual	Related by	Balance as at 31 March 2014	Increase during the period	Decrease during the period	Balance as at 31 December 2014
Individual	Shareholder of subsidiary company	20,000	-	(20,000)	-
Total		20,000	-	(20,000)	-

(Unit: Thousand Baht)

		Separate financial statements			
Short-term loan from related party	Related by	Balance as at 31 March 2014	Increase during the period	Decrease during the period	Balance as at 31 December 2014
Bangkok Mass Transit System Plc.	Subsidiary company	-	10,527,000	(3,262,000)	7,265,000
Total		-	10,527,000	(3,262,000)	7,265,000

The loans to and loans from related parties are not collateralised.

(Unaudited but reviewed)

Directors' and managements' benefits

During the three-month and nine-month periods ended 31 December 2014 and 2013, the Company and its subsidiaries had employee benefit expenses payable to their directors and managements as below.

(Unit: Million Baht)

	For the three-month periods ended 31 December			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
Short-term employee benefits	44	41	16	14
Post-employment benefits	4	5	1	1
Share-based payment	1	1	-	-
Total	<u>49</u>	<u>47</u>	<u>17</u>	<u>15</u>

(Unit: Million Baht)

	For the nine-month periods ended 31 December			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
Short-term employee benefits	143	157	45	58
Post-employment benefits	12	15	2	2
Share-based payment	2	3	1	1
Total	<u>157</u>	<u>175</u>	<u>48</u>	<u>61</u>

Guarantee obligation with related party

The Company has an outstanding guarantee obligation with its related party, as described in Note 32.6 d) to the interim financial statements.

**4. Cash and cash equivalents**

As at 31 December 2014, outstanding balances of cash and cash equivalents totaling Baht 182 million (31 March 2014: Baht 182 million) are waiting to be paid to the creditors per the Company's rehabilitation plan when the judgment of the court is final.

(Unaudited but reviewed)

## 5. Current investments

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	31 December	31 March	31 December	31 March
	2014	2014	2014	2014
		(Audited)		(Audited)
<b>Fixed deposits with maturity</b>				
<b>date due more than 3 months</b>	10,255,959	18,726,880	-	981,697
<b>Held to maturity securities</b>				
Domestic private debt securities	2,029,096	4,024,676	181,870	185,410
Foreign private debt securities	1,229,869	329,163	1,229,869	329,163
	<u>3,258,965</u>	<u>4,353,839</u>	<u>1,411,739</u>	<u>514,573</u>
<b>Investments in trading securities</b>				
Domestic marketable equity securities	612,449	178,903	-	-
Government and state-owned enterprise bonds	76,125	92,751	-	-
Domestic private debt securities	<u>196,008</u>	<u>131,328</u>	<u>-</u>	<u>-</u>
	884,582	402,982	-	-
Add : Allowance for change in value	<u>7,606</u>	<u>12,609</u>	<u>-</u>	<u>-</u>
	892,188	415,591	-	-
Total	<u>14,407,112</u>	<u>23,496,310</u>	<u>1,411,739</u>	<u>1,496,270</u>

During the current period, the subsidiaries sold current investments with book values totaling Baht 12,392 million and recognised gains on the sales amounting to Baht 6 million (2013: Nil) in the consolidated statement of comprehensive income for the current period.

The current investments of Baht 1,628 million were pledged to secure a bank guarantee issued by a bank on behalf of subsidiary as security for the long-term debentures.

(Unaudited but reviewed)

**6. Trade and other receivables**

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	31 December 2014	31 March 2014	31 December 2014	31 March 2014
		(Audited)		(Audited)
<b><u>Trade receivables - related parties</u></b>				
Not yet due	42	3,747	-	-
Past due				
Up to 3 months	2,467	-	-	-
Total trade receivables - related parties	2,509	3,747	-	-
<b><u>Trade receivables - unrelated parties</u></b>				
Not yet due	869,796	525,266	-	-
Past due				
Up to 3 months	503,413	149,405	-	-
3 - 6 months	4,977	39,282	-	-
6 - 12 months	12,841	9,859	-	-
Over 12 months	32,462	31,363	-	-
Total	1,423,489	755,175	-	-
Posted date cheques	7,817	9,157	-	-
Less: Allowance for doubtful debts	(29,087)	(32,895)	-	-
Total trade receivables - unrelated parties - net	1,402,219	731,437	-	-
Total trade receivables - net	1,404,728	735,184	-	-
<b><u>Other receivables</u></b>				
Advances	5,527	4,195	912	787
Interest receivable - related parties	435	-	357,981	285,835
Interest receivable	376,155	243,849	14,614	18,240
Dividend receivable - related party	3,500	-	3,500	-
Dividend receivable	-	2,445	-	2,445
Retention receivable	1,777	2,748	1,777	2,748
Other receivables - related parties	21	47,416	48,418	20,915
Other receivables	11,947	38,618	10,030	23,162
Total other receivables - net	399,362	339,271	437,232	354,132
Trade and other receivables - net	1,804,090	1,074,455	437,232	354,132

(Unaudited but reviewed)

**7. Real estate development costs**

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	31 December	31 March	31 December	31 March
	2014	2014	2014	2014
		(Audited)		(Audited)
Land and construction development	2,439,596	2,551,034	656,159	626,024
Less: Reduce cost to net realisable value	(1,272)	(1,272)	(1,272)	(1,272)
Real estate development costs - net	<u>2,438,324</u>	<u>2,549,762</u>	<u>654,887</u>	<u>624,752</u>
Mortgaged as collateral for credit facilities	596,922	571,691	-	-

**8. Investments in subsidiaries**

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

Company's name	Paid-up capital		Percentage owned by the Company		Cost		Dividend income during the nine-month periods ended 31 December	
	31 December	31 March	31 December	31 March	31 December	31 March	2014	2013
	2014	2014	2014	2014	2014	2014		
		(Audited)		(Audited)		(Audited)		
Bangkok Mass Transit System Public Co., Ltd. ("BTSC")	4,016,783	4,016,783	97.46	97.46	29,937,253	29,937,253	1,879,126	16,952,850
VGI Global Media Public Co., Ltd. (51% held by BTSC)	343,200	343,197	14.49	10.84	4,593,566	2,577,858	49,969	90,338
Dnal Co., Ltd.	50,000	50,000	100	100	680,609	680,609	-	-
Muangthong Assets Co., Ltd.	125,000	125,000	100	100	503,695	503,695	-	-
PrannaKiri Assets Co., Ltd.	311,000	311,000	100	100	310,010	310,010	-	-
Yong Su Co., Ltd.	234,000	234,000	100	100	236,570	236,570	-	-
Tanayong Food and Beverage Co., Ltd.	1,000	1,000	100	100	1,000	1,000	-	-
Thana City Golf & Sports Club Co., Ltd.	20,000	20,000	100	100	77,472	77,472	-	-
Siam Paging and Communication Co., Ltd.	5,000	5,000	100	100	5,000	5,000	-	-
Tanayong Property Management Co., Ltd.	1,000	1,000	100	100	1,000	1,000	3,400	3,000
Tanayong International Ltd.	25	25	100	100	25	25	-	-
HHT Construction Co., Ltd.	25,000	25,000	51	51	12,750	12,750	17,850	17,085
Tanayong Hong Kong Limited	42	42	100	100	42	42	-	-
Carrot Rewards Co. Ltd.	2,000	2,000	100	100	2,000	2,000	-	-
BTS Assets Co., Ltd.	800,000	800,000	100	100	1,424,078	1,424,078	-	-
BTS Land Co., Ltd.	10,000	10,000	100	100	10,000	10,000	-	-
Nuvo Line Agency Co., Ltd.	2,001,000	2,001,000	100	80	1,865,415	1,637,915	-	-
Kamkoong Property Co., Ltd.	375,000	375,000	100	100	375,000	375,000	-	-
Man Kitchen Co., Ltd.	50,000	50,000	70	70	56,000	35,000	-	-
Mak8 Co., Ltd.	240,000	240,000	87.5	87.5	210,000	210,000	-	-
Primary Kitchen Co., Ltd.	10,000	-	100	-	10,000	-	-	-
Total					40,311,485	38,037,277		
Less: Surplus on business combination under common control					(3,715,435)	(3,790,493)		
					36,596,050	34,246,784		
Less: Provision for loss on diminution in value					(1,418,899)	(1,418,899)		
Net					<u>35,177,151</u>	<u>32,827,885</u>		



**Subsidiaries directly owned by the Company**

**Bangkok Mass Transit System Public Company Limited (“BTSC”)**

On 10 July 2014, the Annual General Meeting of shareholders of BTSC passed a resolution to approve payment of dividends of Baht 18,198 million in respect of its operating results in the past. BTSC has paid interim dividends totaling approximately Baht 17,234 million. The outstanding dividend of Baht 964 million (at a rate of Baht 0.06 per share) will be paid to the shareholders (Baht 940 million paid to the Company). BTSC paid the dividend already.

On 4 November 2014, a meeting of Board of Directors of BTSC passed a resolution to pay to the shareholders an interim dividend of approximately Baht 964 million (at a rate of Baht 0.06 per share) in respect of past operating results (Baht 940 million paid to the Company). BTSC paid the dividend already.

All of BTSC’s ordinary shares (excluding the ordinary shares of VGI Global Media Public Company Limited and Bangkok Smartcard System Company Limited held by BTSC, rights to provide operating service under the operating and maintenance service agreement for the extension to the core network and other assets stipulated in the agreement) have been pledged with BTS Rail Mass Transit Growth Infrastructure Fund to secure its obligations under the Sponsor Support and Guarantee Agreement.

**Tanayong Property Management Company Limited**

On 31 July 2014, the Annual General Meeting of a subsidiary (Tanayong Property Management Company Limited) passed a resolution to approve to pay a dividend of Baht 3 million (at a rate of Baht 340 per share) in respect of its operating results for the year ended 31 March 2014 (Baht 3 million paid to the Company). The subsidiary paid the dividend already.

**HHT Construction Company Limited**

On 31 July 2014, the Annual General Meeting of a subsidiary (HHT Construction Company Limited) passed a resolution to approve to pay a dividend of Baht 35 million (at a rate of Baht 7 per share) in respect of its operating results for the year ended 31 March 2014 (Baht 18 million paid to the Company). The subsidiary paid the dividend already.

**Nuvo Line Agency Company Limited**

On 27 May 2014, the Company acquired an additional 4,002,000 ordinary shares of a subsidiary, representing a 20% interest, from its existing shareholder at a price of Baht 227.5 million. As a result, the Company’s shareholding in the subsidiary increased from 80% to 100%.

(Unaudited but reviewed)

The purchase transaction of investment in the subsidiary is detailed below.

	(Unit: Thousand Baht)
Purchase price	227,500
Less: Non-controlling interests of subsidiary adjusted	<u>(441,875)</u>
Surplus from the changes in the ownership interests in subsidiary	<u>(214,375)</u>

#### Man Kitchen Company Limited

On 29 September 2014, the Annual General Meeting of shareholders of a subsidiary (Man Kitchen Company Limited) passed a resolution to approve a Baht 30 million increase in its registered capital, from the existing registered capital of Baht 50 million to Baht 80 million, by issuing 300,000 new ordinary shares with a value of Baht 100 each. The Company acquired additional ordinary shares of the subsidiary in proportion to its existing holding, and as a result, its shareholding in the subsidiary is unchanged at 70%.

#### Primary Kitchen Company Limited

On 19 August 2014, a meeting of the Executive Committee of the Company passed a resolution to establish Primary Kitchen Company Limited, to engage in investment in certain assets for operation of restaurant business and lease out such assets to related companies, with a registered share capital of Baht 10 million (100,000 ordinary shares with a par value of Baht 100 each). This company registered its incorporation on 4 September 2014. The Company held a 100% interest.

#### **Subsidiaries indirectly owned by the Company**

##### VGI Global Media Public Company Limited (held by BTSC)

On 3 July 2014, the Annual General Meeting of the shareholders of a subsidiary (VGI Global Media Public Company Limited) passed significant resolutions as follows:

- a) Payment of dividends of Baht 1,053 million in respect of its operating results for the year ended 31 March 2014. The subsidiary has paid interim dividends totaling approximately Baht 607 million. The outstanding dividend of Baht 446 million (at a rate of Baht 0.13 per share) will be paid to the shareholders (Baht 50 million paid to the Company and Baht 278 million paid to the Group). The subsidiary paid the dividend already.

- b) Issuance and allocation of the warrants to purchase the newly issued ordinary shares of the subsidiary No. 1 (VGI-W1) in the number of up to 857,993,407 units, to be allocated to the existing shareholders of the subsidiary on a pro rata basis to their respective shareholdings (Rights Offering), at no cost, at the allocation ratio of 4 existing ordinary shares for 1 unit of Warrants. The term of the VGI-W1 Warrants shall be 4 years from the issuance date. The warrant holders shall be entitled to exercise the Warrants for the first time on the last business day of the first quarter after the issuance date. The exercise ratio is 1 unit of Warrants for 1 ordinary share at the exercise price of Baht 14 per share. However, the management is authorised to stipulate, amend and add details and conditions of the issue of the Warrants. The subsidiary issued and allocated 857,992,640 warrants to the existing shareholders of the subsidiary on 1 August 2014.
- c) Reduction of the registered capital of the subsidiary by Baht 1,517 from the existing registered capital of Baht 343,198,880 to Baht 343,197,363, by cancelling 15,174 unissued registered shares with a par value of Baht 0.10 per share. The subsidiary registered the reduction of the registered capital.
- d) Increase of the registered capital of the subsidiary by Baht 85,799,341, from the existing registered capital of Baht 343,197,363 to Baht 428,996,703, by issuing 857,993,407 new ordinary shares with a par value of Baht 0.10 per share to accommodate the exercise the VGI-W1 Warrants. The subsidiary registered the increase of the registered capital.
- e) Allocation of up to 857,993,407 newly issued ordinary shares, with a par value of Baht 0.10 per share, to accommodate the exercises of the VGI-W1 Warrants.

Sales of warrants of the subsidiary

During the period, BTSC entered into the Warrant Sale and Purchase Agreements, whereby it is to sell 350 million warrants to purchase the newly issued ordinary shares of a subsidiary to an unrelated individual, at prices of Baht 1.50 - 2.20 per warrant, or for a total of Baht 634 million. The Company believes that the transaction constitutes a change in the Company's ownership interest in the subsidiary without loss of control. The Company therefore recorded the surplus on the sales of warrants of the subsidiary under shareholders' equity in the consolidated financial statements.

(Unaudited but reviewed)

Details of the sales of warrants of the subsidiary are detailed below.

	(Unit: Thousand Baht)
	Consolidated
	<u>financial statements</u>
Selling price of warrants of the subsidiary	634,000
Less: Related tax on consolidated financial statements	<u>(126,800)</u>
Net cash receipt from the sales of warrants of the subsidiary	507,200
Less: Non-controlling interests of subsidiary	<u>(12,883)</u>
Surplus from sales of warrants of the subsidiary	<u><u>494,317</u></u>

Exercise of warrants of subsidiary

On 30 September 2014, the warrant holders of the subsidiary exercised its warrants to acquire 29,250 ordinary shares with a par value of Baht 0.1 each, at an exercise price of Baht 14 per share, or total share subscriptions received in advance of Baht 409,500. The Company recorded surplus from the change in the ownership interests in the subsidiary amounting to Baht 409,500 under shareholders' equity in the consolidated financial statements.

Purchase transactions of investments in the subsidiary

During the nine-month period ended 31 December 2014, the Company purchased 209 million ordinary shares of the subsidiary at prices of Baht 11 - Baht 14 per share. The purchase transactions are detailed below.

	(Unit: Thousand Baht)
	Consolidated
	<u>financial statements</u>
Purchase price	2,682,528
Less: Non-controlling interests of subsidiary adjusted	<u>(126,216)</u>
Deficit from the changes in the ownership interests in subsidiary	<u><u>2,556,312</u></u>

(Unaudited but reviewed)

Sale transactions of investments in the subsidiary

During the nine-month period ended 31 December 2014, the Company sold 84 million ordinary shares of the subsidiary at a price of Baht 12.3 per share. The sale transactions are detailed below.

	(Unit: Thousand Baht)	
	Consolidated	Separate
	financial statements	financial statements
Selling price of investments in the subsidiary	1,033,200	1,033,200
Less: Selling expenses relating to the sales of investments in the subsidiary	(225)	(225)
Cash receipt from the sales of investments in the subsidiary	1,032,975	1,032,975
Less: Cost of investments in the subsidiary	-	(666,820)
Cash receipt from the sales of investments in the subsidiary /		
Gain on sales of investments in subsidiary	1,032,975	366,155
Less: Related taxes on consolidated financial statements	(73,231)	-
Net cash receipt from the sales of investments in the subsidiary /		
Gain on sales of investments in subsidiary	959,744	366,155
Less: Non-controlling interests of subsidiary	(54,108)	-
Surplus from the changes in the ownership interests in a subsidiary / Gain on sales of investments in subsidiary	905,636	366,155

Due to the sales of investments above, the Company reversed the surplus on business combination under common control of approximately Baht 75 million under shareholders' equity in the separate financial statements.

As a result of the exercise of warrants, purchases and sales of ordinary shares of the subsidiary, the Company's shareholding in the subsidiary increased from 10.84% to 14.49% (51% held by BTSC).

888 Media Company Limited (held by VGI Global Media Public Company Limited)

On 19 December 2014, the Extraordinary General Meeting of the subsidiary's shareholders No. 1/2014 passed a resolution to decrease its share capital from Baht 20 million (2 million ordinary shares with a par value of Baht 10 each) to Baht 5 million (0.5 million ordinary shares with a par value of Baht 10 each) which is currently in the process.

Point of View (POV) Media Group Company Limited (held by VGI Global Media Public Company Limited)

On 22 January 2015, the Extraordinary General Meeting of the subsidiary's shareholders No. 1/2015 passed a resolution to decrease its share capital from Baht 40 million (3,898,000 ordinary shares and 102,000 preference shares with a par value of Baht 10 each) to Baht 10 million (1 million ordinary shares with a par value of Baht 10 each) which is currently in the process.

Bangkok Payment Solutions Company Limited (held by BTS Land Company Limited)

On 3 April 2014, a meeting of Executive Committee of the Company passed a resolution to let BTS Land Company Limited, which is a 100%-held subsidiary, jointly invest in Bangkok Payment Solutions Company Limited, which is engaged in developing software and providing technology services, including technology associated with Thailand's mass transit and payment systems, with a registered share capital of Baht 25 million, 50% called up (5 million ordinary shares with a par value of Baht 5 each). The subsidiary held a 60% interest in this company, which registered its incorporation on 30 April 2014.

Little Corner Company Limited (held by Man Kitchen Company Limited)

On 16 October 2013, a meeting of Executive Committee of the Company passed a resolution to establish Little Corner Company Limited to engage in the restaurant business, with a registered share capital of Baht 10 million (100,000 ordinary shares with a par value of Baht 100 each), with Man Kitchen Company Limited to hold a 50% interest. This company registered its incorporation on 8 July 2014. Subsequently, on 29 August 2014, the Annual General Meeting of this company's shareholders passed a resolution to approve an increase in its share capital from Baht 10 million to Baht 60 million by issuing 500,000 new ordinary shares with a value of Baht 100 each. On 22 September 2014, Man Kitchen Company Limited purchased 400,000 of the additional ordinary shares, resulting in increase in its interest in this company from 50% to 75%.

## 9. Investments in joint ventures

Investments in joint ventures are as follows:

Company's name	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	Equity method		Cost method	
	31 December 2014	31 March 2014	31 December 2014	31 March 2014
		(Audited)		(Audited)
BTS Sansiri Holding One Ltd.	-	-	50,000	-
Midas Global Media Co., Ltd.	52,051	44,517	-	-
Total	52,051	44,517	50,000	-

### BTS Sansiri Holding One Limited (held by the Company)

On 15 October 2014, a meeting of the Executive Committee of the Company passed resolutions approving the Company's entry into a strategic alliance framework agreement with Sansiri Public Company Limited ("SIRI"), to exclusively partner together on the development of residential projects for sale located within a 500-meter radius of all rail mass transit stations (existing and future), and approving the establishment of a 50:50 joint venture company with SIRI for the first project to be developed under this collaboration, i.e. the residential project for sale on approximately 5-rai (8,000 sq.m.) of land located near BTS Mo Chit Station, under the name "BTS Sansiri Holding One Ltd." with a registered share capital of Baht 100 million (1,000,000 ordinary shares with a par value of Baht 100 each). This company registered its incorporation on 19 December 2014.

During the current period, the Company recorded elimination of 50% of the gain on sale of land, in proportion to the Company's shareholding in BTS Sansiri Holding One Ltd. under equity method, as discussed in Note 13 to the interim financial statements. As a result, the value of the investment in BTS Sansiri Holding One Ltd. under the equity method was negative. The Company presented the negative investment value as "Provision for transaction under equity method of investment in a joint venture" in the consolidated statement of financial position.

Midas Global Media Company Limited (held by VGI Global Media Public Company Limited)

Subsequently, on 22 October 2014, the Extraordinary General Meeting of the jointly controlled entity's shareholders No. 3/2014 approved an increase in the jointly controlled entity's issued and paid-up capital from Baht 150 million (15 million ordinary shares of Baht 10 each) to Baht 207 million (20.7 million ordinary shares of Baht 10 each), through the issuance of 5.7 million additional ordinary shares with a par value of Baht 10 each, to the existing shareholders of the jointly controlled entity, at a price of Baht 10 per share. The jointly controlled entity has issued the new ordinary shares and registered the increase of its capital with the Ministry of Commerce on 4 November 2014. The subsidiary still holds a 30% interest in the jointly controlled entity.

**10. Investments in associates**

Investments in associates are as follows:

Company's name	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	Equity method		Cost method	
	31 December	31 March	31 December	31 March
	2014	2014	2014	2014
		(Audited)		(Audited)
BTS Rail Mass Transit Growth Infrastructure Fund	13,416,454	13,877,048	20,684,667	20,833,200
Absolute Hotel Services Co., Ltd.	14,431	16,875	4,000	4,000
Absolute Hotel Services Hong Kong Ltd. <sup>(1)</sup>	-	-	-	-
Bayswater Co., Ltd.	4,957	5,042	5,000	5,000
Master Ad Public Co., Ltd.	612,450	-	-	-
<b>Total</b>	<b>14,048,292</b>	<b>13,898,965</b>	<b>20,693,667</b>	<b>20,842,200</b>

<sup>(1)</sup> held by Tanayong Hong Kong Limited and Absolute Hotel Services Company Limited

BTS Rail Mass Transit Growth Infrastructure Fund ("BTSGIF") (held by the Company)

In June 2014, the Company received a dividend of Baht 297 million from BTSGIF (at a rate of Baht 0.154 per share) in respect of its operating results from 1 January 2014 to 31 March 2014.

In September 2014, the Company received a dividend of Baht 291 million from BTSGIF (at a rate of Baht 0.151 per share) in respect of its operating results from 1 April 2014 to 30 June 2014 and received the return of capital amounting to Baht 149 million (at a rate of Baht 0.077 per share).



(Unaudited but reviewed)

In November 2014, the Company received a dividend of Baht 301 million from BTSGIF (at a rate of Baht 0.156 per share) in respect of its operating results from 1 July 2014 to 30 September 2014.

Investment in BTSGIF under equity/cost method is detailed below.

(Unit: Thousand Baht)

Company's name	Consolidated		Separate	
	financial statements		financial statements	
	Equity method		Cost method	
	31 December	31 March	31 December	31 March
	2014	2014	2014	2014
		(Audited)		(Audited)
Cost	20,833,200	20,833,200	20,833,200	20,833,200
Add: Accumulated share of profit from investment	1,189,672	612,464	-	-
Less: Gain on sale of future net fare box revenues in proportion to the Company's investment	(6,748,791)	(6,748,791)	-	-
Less: Accumulated dividend income	(1,709,094)	(819,825)	-	-
Less: Return of capital	(148,533)	-	(148,533)	-
Net	<u>13,416,454</u>	<u>13,877,048</u>	<u>20,684,667</u>	<u>20,833,200</u>

Absolute Hotel Services Company Limited (held by the Company)

On 30 July 2014, the Annual General Meeting of Absolute Hotel Services Company Limited passed a resolution to approve to pay a dividend of Baht 14 million (at a rate of Baht 5.6 per share) in respect of its operating results for the year ended 31 March 2014 (Baht 7 million paid to the Company).

Master Ad Public Company Limited (held by VGI Global Media Public Company Limited)

On 12 May 2014, a subsidiary (VGI Global Media Public Company Limited) invested in 73.5 million ordinary shares of Master Ad Public Company Limited, at a price of Baht 9 per share, or for a total of Baht 661.5 million, through the big lot board in the Stock Exchange of Thailand, in accordance with a resolution passed by the subsidiary's Board of Directors meeting No. 3/2014 on 9 May 2014. As a result, the subsidiary holds 24.43% of all issued shares of this company, and classifies its investment in such company as investment in an associate.

Subsequently, in June 2014, the subsidiary gradually invested in a further 1.4 million ordinary shares of the associate, at prices of approximately Baht 14 per share, or for a total of Baht 19.65 million. As a result, the shareholding of the subsidiary increased from 24.43% to 24.89% of all issued shares of the associate.

On 26 September 2014, the Extraordinary General Meeting of the associate's shareholders No. 1/2014 passed the following significant resolutions.

- a) Change number and par value of the ordinary shares, whereby the number of the ordinary shares increased by 2,708,072,550 ordinary shares, from 300,896,950 ordinary shares to 3,008,969,500 ordinary shares, and the par value of the ordinary shares reduced from Baht 1 each to Baht 0.1 each. The associate registered the changes in number and par value of its ordinary shares with the Ministry of Commerce on 29 September 2014.
- b) Issue up to 752,242,375 warrants to purchase newly issued ordinary shares of the associate (MACO-W1), to be allocated to the existing shareholders of the associate on a pro rata basis to their respective shareholding (rights offering), at no cost. The allocation ratio is 1 warrant to 4 existing ordinary shares. The term of the warrants is to be 3 years from the issuance date and the warrant holders are entitled to exercise the warrants for the first time on the last business day of the first quarter after 2 years from the issuance date. The exercise ratio is 1 warrant per an ordinary share and the exercise price is Baht 2 per share. All are currently in the process.

The associate issued and allocated 187,250,000 warrants to the subsidiary on 3 November 2014.

Subsequently, on 19 November 2014, the subsidiary sold 187,250,000 warrants to purchase the newly issued ordinary shares of the associate to unrelated parties through the Stock Exchange of Thailand, at a price of approximately Baht 0.6828 per warrant, or for a total of approximately Baht 128 million. The subsidiary recognised an allocation of costs of the warrants from the cost of investments in the associate, with reference to the fair values of the warrants and the ordinary shares of the associate, and recorded a gain on the sale of the warrants amounting to approximately Baht 53 million in the consolidated statement of comprehensive income for the current period.

Furthermore, in December 2014, the subsidiary gradually purchased a 10,919,100 warrants to purchase the newly issued ordinary shares of the associate in the Stock Exchange of Thailand, at prices of approximately Baht 0.39 per warrant, or for a total of approximately Baht 4 million, in accordance with a resolution passed by the subsidiary's Board of Directors meeting No. 9/2014 on 28 November 2014. The subsidiary classifies its investment in such warrants as a part of investments in an associate.

(Unaudited but reviewed)

The associate is a public company incorporated and domiciled in Thailand and is principally engaged in advertising, leasing of property and the purchase/sale of electronic billboards.

Management believed that the assets and liabilities of the associate as at 30 June 2014 and at the share acquisition dates were not significantly different. Details of the book values of identifiable assets and liabilities of the associate as at 30 June 2014 are as follows.

	(Unit: Thousand Baht)
	<u>Book value</u>
<b>Assets</b>	
Cash and cash equivalents	191,744
Short-term investments	188,738
Trade and other receivables	197,095
Inventories	6,695
Other current assets	8,882
Investments in a joint venture and associates	27,457
Restricted deposits at financial institutions	6,452
Investment property	35,317
Buildings and equipment	123,882
Goodwill	13,998
Deferred tax assets	3,306
Prepaid rent for billboard space	13,297
Other non-current assets	48,501
<b>Total assets</b>	<u>865,364</u>
<b>Liabilities</b>	
Bank overdrafts and short-term loans from financial institutions	35,000
Trade and other payables	98,447
Income tax payable	10,345
Undue output VAT	10,599
Other current liabilities	2,701
Provision for long-term employee benefits	13,320
Other non-current liabilities	2,853
<b>Total liabilities</b>	<u>173,265</u>
<b>Net asset value</b>	<u>692,099</u>

(Unaudited but reviewed)

However, the subsidiary is in the process of assessing the fair values of the identifiable assets and liabilities of the associate at the share acquisition dates.

In addition, as at 31 December 2014, the fair value of the investments in the associate, which is listed on the Stock Exchange of Thailand, amounted to approximately Baht 1,083 million.

## 11. Other long-term investments

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	31 December 2014	31 March 2014	31 December 2014	31 March 2014
		(Audited)		(Audited)
<b>Fixed deposits with maturity date due more than 1 year</b>	1,008,778	1,082,281	-	-
<b>Held-to-maturity securities</b>				
Domestic private debt securities	1,448,000	3,020,743	-	-
Foreign private debt securities	116,220	116,779	108,133	108,408
	<u>1,564,220</u>	<u>3,137,522</u>	<u>108,133</u>	<u>108,408</u>
<b>Investments in available for sale</b>				
Domestic marketable equity securities	4,466,967	878,815	4,466,967	878,815
Foreign marketable equity securities	1,066,507	641,047	641,047	641,047
	<u>5,533,474</u>	<u>1,519,862</u>	<u>5,108,014</u>	<u>1,519,862</u>
Less: Allowance for change in value	<u>(428,675)</u>	<u>(93,815)</u>	<u>(433,368)</u>	<u>(93,815)</u>
	<u>5,104,799</u>	<u>1,426,047</u>	<u>4,674,646</u>	<u>1,426,047</u>
<b>Other investments</b>				
Domestic non-marketable equity securities	118,583	118,583	118,583	118,583
Foreign non-marketable equity securities	785,351	473,751	785,351	473,751
	<u>903,934</u>	<u>592,334</u>	<u>903,934</u>	<u>592,334</u>
Total	<u>8,581,731</u>	<u>6,238,184</u>	<u>5,686,713</u>	<u>2,126,789</u>

During the current period, the Company sold available for sale investments totaling Baht 1,578 million and recorded a gain on the sales of investments amounting to Baht 170 million (2013:Nil) in the profit or loss.

The other long-term investments of Baht 2,317 million were pledged to secure short-term loans from financial institutions and a bank guarantee issued by a bank on behalf of the subsidiary as security for the long-term debentures.

(Unaudited but reviewed)

## 12. Project costs - media

Movements of the project costs - media account during the nine-month period ended 31 December 2014 are summarised below.

	(Unit: Thousand Baht)
	Consolidated
	<u>financial statements</u>
Net book value as at 1 April 2014	2,340,067
Amortisation for period	<u>(9,531)</u>
Net book value as at 31 December 2014	<u><u>2,330,536</u></u>

## 13. Investment properties

Movements of the investment property account during the nine-month period ended 31 December 2014 are summarised below.

	(Unit: Thousand Baht)	
	Consolidated	Separate
	<u>financial statements</u>	<u>financial statements</u>
Net book value as at 1 April 2014	3,101,461	1,691,151
Additions during the period - at cost	745,033	150,473
Disposal during the period - net book value of disposal date	(695,077)	(1,159)
Transfer to property, plant and equipment	(4,562)	(28,340)
Depreciation for the period	<u>(8,717)</u>	<u>(37,190)</u>
Net book value as at 31 December 2014	<u><u>3,138,138</u></u>	<u><u>1,774,935</u></u>

On 15 October 2014, a meeting of the Executive Committee of the Company passed resolutions to approve the sale by the Company's wholly owned subsidiary of approximately 5 rai (8,000 sq.m.) of land to BTS Sansiri Holding One Ltd. for a consideration of Baht 1,411 million. The subsidiary recognized a gain on the sale of the land of Baht 368 million (after eliminating 50% in proportion to the Company's shareholding in BTS Sansiri Holding One Ltd. under the equity method) and presented this as a separate item in the consolidated statement of comprehensive income for the current period.

The Company and its subsidiaries have pledged investment properties amounting to approximately Baht 85 million (31 March 2014: Baht 1,157 million) (Separate financial statement: Baht 464 million (31 March 2014: Baht 382 million)) as collateral against credit and guarantee facilities received from a financial institution and a creditor per rehabilitation plan.

(Unaudited but reviewed)

#### 14. Property, plant and equipment

Movements of the property, plant and equipment account during the nine-month period ended 31 December 2014 are summarised below.

	(Unit: Thousand Baht)	
	Consolidated	Separate
	financial statements	financial statements
Net book value as at 1 April 2014 - restated	7,737,759	484,837
Additions during the period - at cost	1,094,410	239,141
Capitalised interest	763	-
Disposal / write-off during the period - net book value		
of disposal / write-off date	(1,200)	(3)
Transfer from (to) other assets	(19,027)	29,757
Depreciation for the period	(299,661)	(17,784)
Increase in impairment	(7,994)	-
Translation adjustments	161	-
Net book value as at 31 December 2014	<u>8,505,211</u>	<u>735,948</u>

The Company has mortgaged land and construction thereon with net book value as at 31 December 2014 of Baht 2,669 million (31 March 2014: Baht 5,179 million) as collateral for guarantee facilities from a financial institution.

#### 15. Leasehold rights

Movements of the leasehold right account during the nine-month period ended 31 December 2014 are summarised below.

	(Unit: Thousand Baht)	
	Consolidated	Separate
	financial statements	financial statements
Net book value as at 1 April 2014	13,858	8,550
Transfer to property, plant and equipment	(1,417)	(1,417)
Amortisation for the period	(586)	(298)
Net book value as at 31 December 2014	<u>11,855</u>	<u>6,835</u>

(Unaudited but reviewed)

## 16. Intangible assets

Movements of the intangible asset account during the nine-month periods ended 31 December 2014 are summarised below.

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
Net book value as at 1 April 2014	65,823	208
Additions during the period - at cost	12,400	-
Transfer from other assets	4,343	-
Amortisation for the period	(14,348)	(92)
Net book value as at 31 December 2014	68,218	116

## 17. Trade and other payables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	31 December 2014	31 March 2014	31 December 2014	31 March 2014
	(Audited)		(Audited)	
Trade payables - related parties	1,657	495	-	-
Trade payables	222,232	527,808	4,671	1,762
Other payables - related parties	117,270	3,765	27,671	45,624
Other payables	186,081	203,602	10,513	6,856
Accrued interest expenses - related party	-	-	12,495	-
Accrued interest expenses	20,537	41,751	-	-
Retention payable	183,174	227,208	5,851	3,321
Deposit payable	194,345	161,288	30,000	30,000
Accrued expenses - related parties	-	-	106	444
Accrued expenses	634,285	817,889	7,601	29,583
Dividend payable	255,523	238,636	64,949	57,099
Total trade and other payables	1,815,104	2,222,442	163,857	174,689

**18. Bank overdraft and short-term loans from financial institutions**

Movements of the bank overdraft and short-term loans from financial institution account during the nine-month period ended 31 December 2014 were summarised below.

	(Unit: Thousand Baht)	
	Consolidated	Separate
	<u>financial statements</u>	<u>financial statements</u>
Balance as at 1 April 2014	-	-
Add: Issuance of promissory notes	510,000	-
Less: Repayment	<u>(270,000)</u>	<u>-</u>
Balance as at 31 December 2014	<u>240,000</u>	<u>-</u>

During the period, there are new bank overdrafts and short-term loans from financial institutions as follows:

The Company

- a) A facility of Baht 20 million is subject to interest at a rate tied to the Minimum Overdraft Rate (MOR). As at 31 December 2014, the Company has not drawn down this facility.
- b) A facility of Baht 3,000 million is subject to interest at the rate agreed every time a drawdown is made. As at 31 December 2014, the Company has not drawn down this facility.
- c) A facility of Baht 2,500 million is subject to interest at the rate agreed every time a drawdown is made. As at 31 December 2014, the Company has not drawn down this facility.

The subsidiariesBTSC

A facility of Baht 1,500 million, subject to interest at the rate agreed every time a drawdown is made, is secured by the subsidiary's saving and fixed deposits. As at 31 December 2014, the subsidiary has not drawn down this facility.

VGI Global Media Public Company Limited

The promissory notes of Baht 240 million, subject to interest at a rate of 2.9% per annum, are to be repaid within January and March 2015.



(Unaudited but reviewed)

## 19. Long-term loans

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	31 December	31 March	31 December	31 March
	2014	2014	2014	2014
		(Audited)		(Audited)
Long-term loans	1,231,396	240,000	993,396	-
Less: Current portion	(24,500)	(10,000)	-	-
Long-term loans - net of current portion	<u>1,206,896</u>	<u>230,000</u>	<u>993,396</u>	<u>-</u>

Movements of the long-term loan account during the nine-month period ended 31 December 2014 are summarised below.

(Unit: Thousand Baht)

	Consolidated	Separate
	financial statements	financial statements
Balance as at 1 April 2014	240,000	-
Add: Additional borrowings	993,396	993,396
Less: Repayment	(2,000)	-
Balance as at 31 December 2014	<u>1,231,396</u>	<u>993,396</u>

During the period, the Company entered into a new loan agreement with a financial institution, granting a facility of USD 30 million, subject to interest at LIBOR plus a margin stipulated in the agreement. The loan is to be repaid within April 2016 and is secured by the Company's fixed deposit amounting to RMB 215 million. As at 31 December 2014, the outstanding balance of this loan was USD 30 million, equivalent to Baht 993 million.

Under the loan agreement, there are normal covenants relating to various matters as required in the normal course of business.

## 20. Long-term debentures

(Unit: Thousand Baht)

	Consolidated financial statements	
	31 December 2014	31 March 2014
		(Audited)
Long-term debentures	2,811,448	6,415,086
Less: Current portion	(1,466,910)	(3,607,630)
Long-term debentures - net of current portion	<u>1,344,538</u>	<u>2,807,456</u>

(Unaudited but reviewed)

Movement of the long-term debenture account during the nine-month period ended 31 December 2014 are summarised below.

	(Unit: Thousand Baht)
	Consolidated financial statements
Balance as at 1 April 2014	6,415,086
Repayment during the period	(3,611,300)
Amortisation of deferred debenture issuing costs for period	7,662
Balance as at 31 December 2014	<u>2,811,448</u>

The debenture agreement includes certain restrictive covenants pertaining to, among other things, limitations on creation of indebtedness, compliance with the concession agreement, and the maintenance of financial ratios.

The debentures were secured by the letter of guarantee provided by a bank of Baht 3,045 million which the letter of guarantee was secured by the subsidiary's current investments and other long-term investments.

## 21. Provision for long-term employee benefits

Movements in the provision for long-term employee benefit account during the nine-month period ended 31 December 2014 are summarised below.

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
Balance as at 1 April 2014	557,624	24,622
Current service cost	38,719	1,901
Interest cost	15,864	733
Benefits paid during the period	(12,836)	(886)
Balance as at 31 December 2014	<u>599,371</u>	<u>26,370</u>

Long-term employee benefit expenses included in the profit or loss for the three-month and nine-month periods ended 31 December 2014 amounted to Baht 16 million and Baht 55 million, respectively (Separate financial statements: Baht 1 million and Baht 3 million, respectively) (2013: Baht 19 million and Baht 54 million, respectively (Separate financial statements: Baht 1 million and Baht 3 million, respectively)).

During the three-month and nine-month periods ended 31 December 2014, long-term employee benefits that can be claimed from BTS Rail Mass Transit Growth Infrastructure Fund in the future, in accordance with the bases and assumptions of the management, amounted to Baht 9 million and Baht 25 million, respectively (2013: Baht 9 million and Baht 25 million, respectively).

## 22. Provisions

Movements in provision account during the nine-month period ended 31 December 2014 are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements			
	Special business tax	Maintenance or restoration of infrastructure	Construction cost of car park building and sky walk	Total
Balance as at 1 April 2014 - restated	1,083,484	229,246	-	1,312,730
Increase during the period	73,211	67,066	231,000	371,277
Decrease during the period	(36,628)	-	-	(36,628)
Revision of provision	26,467	-	-	26,467
Balance as at 31 December 2014	<u>1,146,534</u>	<u>296,312</u>	<u>231,000</u>	<u>1,673,846</u>
As at 31 December 2014				
Current	60,056	-	-	60,056
Non-current	<u>1,086,478</u>	<u>296,312</u>	<u>231,000</u>	<u>1,613,790</u>
	<u>1,146,534</u>	<u>296,312</u>	<u>231,000</u>	<u>1,673,846</u>

### Special Business Tax of BTS Rail Mass Transit Growth Infrastructure Fund (“BTSGIF”)

During the period, a subsidiary revised the provision for special business tax since BTSGIF revised its projections of net future fare box revenues and passengers over the remaining period of the Core Bangkok Mass Transit System. These projections are assumptions used in calculating the provisions for special business tax. The subsidiary’s management believes that the assumptions are appropriate under the current circumstance.

### Maintenance or restoration of infrastructure

As a result of the adoption of TFRIC 12 *Service Concession Arrangements*, during the first quarter of current year, a subsidiary recorded provision for its contractual obligations to maintain or restore infrastructure and restated the prior period’s financial statements, presented as comparative information, as though the subsidiary had initially used this TFRIC.

### Construction cost of car park building and sky walk

The subsidiary recorded provision for its contractual obligations with a bank to construct a car park building and sky walk.

### **23. Share capital / Share premium**

As at 31 December 2014, the Company's issued and fully paid share capital has increased from Baht 47,656,922,100 (11,914,230,525 ordinary shares with a par value of Baht 4 each) to Baht 47,677,000,644 (11,919,250,161 ordinary shares with a par value of Baht 4 each) as a result of the exercise of the warrants (BTS-WA) to ordinary shares amounting to Baht 20,078,544 (5,019,636 ordinary shares with a value of Baht 4 each), resulting in an increase in total share premium to Baht 1,807,590,612 (including adjustment to transfer amounting to Baht 8,470,636 of capital reserve for share-based payment transaction to share premium).

The Company registered the corresponding increase in its paid-up capital with the Ministry of Commerce on 3 October 2014.

### **24. Warrants**

Warrants to purchase new ordinary shares of the Company issued to the employees of the Company and its subsidiaries (BTS-WA)

In September 2014, the Company received advance subscription of Baht 4.375 per share to 5,019,636 of the additional ordinary shares arising from the exercise of the warrants to purchase new ordinary shares of the Company issued to the employees of the Company and its subsidiaries (BTS-WA) of 31,372,725 units, a total of Baht 21,960,904. As at 31 December 2014, there were a total of 37,772,175 outstanding unexercised warrants.

### **25. Treasury shares / Appropriated retained earnings for treasury shares**

On 8 August 2014, the Board of Directors of the Company passed a resolution to approve a program to repurchase up to 600 million shares (par value of Baht 4 each), or 5% of the total number of shares in issue, with a budget of Baht 6,000 million, for liquidity surplus management purposes. The shares are to be repurchased on the Stock Exchange of Thailand within the period of 6 months, starting from 25 August 2014 to 24 February 2015, and can be resold more than 6 months after completing the repurchase. As at 31 December 2014, the Company had purchased back 95.8 million ordinary shares, for a total of approximately Baht 925.2 million or 0.8% of the total number of shares in issue.

According to letter No. Gor Lor Tor. Chor Sor. (Vor) 2/2548 of the Office of the Securities and Exchange Commission, dated 14 February 2005, concerning the acquisition of treasury shares, a public limited company may purchase back treasury shares in an amount not exceeding the amount of its retained earnings and is to appropriate an equal amount of retained earnings to a reserve for treasury shares, which must be maintained until the Company either sells the treasury shares or reduces its paid-up share capital by an amount equal to the value of the treasury shares which it could not sell. As at 31 December 2014, the Company appropriated the full required amount of retained earnings to a reserve for the treasury shares.

(Unaudited but reviewed)

## 26. Service income

Details of service income are as follows:

(Unit: Thousand Baht)

For the three-month periods ended 31 December

	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
		(Restated)		
Advertising income	653,468	657,864	-	-
Revenues from providing of train operation services	395,597	379,229	-	-
Revenues from servicing of spaces	164,762	171,023	-	-
Revenues from hotel and restaurant operations	247,399	222,986	-	-
Other service income	135,056	132,520	30,173	33,479
Total	<u>1,596,282</u>	<u>1,563,622</u>	<u>30,173</u>	<u>33,479</u>

(Unit: Thousand Baht)

For the nine-month periods ended 31 December

	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
		(Restated)		
Advertising income	1,938,974	2,098,305	-	-
Revenues from providing of train operation services	1,194,915	966,828	-	-
Revenues from servicing of spaces	495,768	495,429	-	-
Revenues from hotel and restaurant operations	641,530	562,840	-	-
Other service income	466,547	320,030	81,193	84,986
Total	<u>4,737,734</u>	<u>4,443,432</u>	<u>81,193</u>	<u>84,986</u>

**27. Interest income**

Details of interest income are as follows:

(Unit: Thousand Baht)

For the three-month periods ended 31 December

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
	(Restated)			
Interest income under concession agreement	32,995	31,843	-	-
Interest income under financial lease agreement	1,057	1,437	-	-
Interest income from financial institutions	213,633	327,298	13,286	38,564
Interest income from related parties	606	-	27,551	41,531
<b>Total</b>	<b>248,291</b>	<b>360,578</b>	<b>40,837</b>	<b>80,095</b>

(Unit: Thousand Baht)

For the nine-month periods ended 31 December

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
	(Restated)			
Interest income under concession agreement	99,326	93,526	-	-
Interest income under financial lease agreement	3,458	4,582	-	-
Interest income from financial institutions	764,610	929,180	64,128	57,258
Interest income from related parties	606	-	76,660	117,480
<b>Total</b>	<b>868,000</b>	<b>1,027,288</b>	<b>140,788</b>	<b>174,738</b>

**28. Income tax**

Interim corporate income tax was calculated on profit before income tax for the period, using the estimated effective tax rate for the year.

Income tax expenses for the three-month and nine-month periods ended 31 December 2014 and 2013 are made up as follows:

(Unit: Thousand Baht)

	For the three-month periods ended 31 December			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
		(Restated)		
<b>Current income tax:</b>				
Interim corporate income tax charge	339,008	960,560	14,773	726,203
<b>Deferred tax:</b>				
Relating to origination and reversal of temporary differences	(74,769)	(524,977)	(4,577)	158,225
<b>Income tax expense reported in the statements of comprehensive income</b>	<b>264,239</b>	<b>435,583</b>	<b>10,196</b>	<b>884,428</b>

(Unit: Thousand Baht)

	For the nine-month periods ended 31 December			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
		(Restated)		
<b>Current income tax:</b>				
Interim corporate income tax charge	788,249	1,420,760	107,238	726,203
<b>Deferred tax:</b>				
Relating to origination and reversal of temporary differences	(120,554)	2,264,561	3,888	251,459
<b>Income tax expense reported in the statements of comprehensive income</b>	<b>667,695</b>	<b>3,685,321</b>	<b>111,126</b>	<b>977,662</b>

(Unaudited but reviewed)

The amounts of income tax relating to each component of other comprehensive income for the three-month and nine-month periods ended 31 December 2014 and 2013 are as follows:

(Unit: Thousand Baht)

	For the three-month periods ended 31 December			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
Deferred tax relating to				
loss on changes in value of				
available-for-sale investments	<u>30,250</u>	<u>7,925</u>	<u>31,189</u>	<u>7,925</u>

(Unit: Thousand Baht)

	For the nine-month periods ended 31 December			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
Deferred tax relating to				
loss on changes in value of				
available-for-sale investments	<u>66,972</u>	<u>14,017</u>	<u>67,911</u>	<u>14,017</u>

## 29. Basic earnings per share

Basic earnings per share is calculated by dividing profit for the period attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the period.

Diluted earnings per share is calculated by dividing profit for the period attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the period plus the weighted average number of ordinary shares which would need to be issued to convert all dilutive potential ordinary shares into ordinary shares. The calculation assumes that such conversion took place either at the beginning of the period or on the date the potential ordinary shares were issued.



(Unaudited but reviewed)

Details of calculation of earnings per share for the three-month and nine-month periods ended 31 December 2014 and 2013 are as below.

Consolidated financial statements						
For the three-month periods ended 31 December						
Profit		Weighted average number of ordinary shares		Earnings per share		
<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>	
Thousand Baht	Thousand Baht	Thousand shares	Thousand shares	Baht	Baht	
	(Restated)				(Restated)	
<b>Basic earnings per share</b>						
Profit attributable to equity holders of the Company	981,289	437,209	11,823,410	11,886,053	<u>0.08300</u>	<u>0.03678</u>
<b>Effect of dilutive potential ordinary shares</b>						
Warrants (BTS-W2)	-	-	-	14,547		
Warrants (BTS-WA)	-	-	3,405	-		
Warrants (BTS-WB)	-	-	6,213	3,461		
<b>Diluted earnings per share</b>						
Profit of ordinary shareholders assuming the conversion of dilutive potential ordinary shares	<u>981,289</u>	<u>437,209</u>	<u>11,833,028</u>	<u>11,904,061</u>	<u>0.08293</u>	<u>0.03673</u>
Separate financial statements						
For the three-month periods ended 31 December						
Profit		Weighted average number of ordinary shares		Earnings per share		
<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>	
Thousand Baht	Thousand Baht	Thousand shares	Thousand shares	Baht	Baht	
<b>Basic earnings per share</b>						
Profit attributable to equity holders of the Company	1,194,532	2,819,836	11,823,410	11,886,053	<u>0.10103</u>	<u>0.23724</u>
<b>Effect of dilutive potential ordinary shares</b>						
Warrants (BTS-W2)	-	-	-	14,547		
Warrants (BTS-WA)	-	-	3,405	-		
Warrants (BTS-WB)	-	-	6,213	3,461		
<b>Diluted earnings per share</b>						
Profit of ordinary shareholders assuming the conversion of dilutive potential ordinary shares	<u>1,194,532</u>	<u>2,819,836</u>	<u>11,833,028</u>	<u>11,904,061</u>	<u>0.10095</u>	<u>0.23688</u>

(Unaudited but reviewed)

Consolidated financial statements						
For the nine-month periods ended 31 December						
Profit		Weighted average number of ordinary shares		Earnings per share		
<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>	
Thousand Baht	Thousand Baht	Thousand shares	Thousand shares	Baht	Baht	
	(Restated)				(Restated)	
<b>Basic earnings per share</b>						
Profit attributable to equity holders of the Company	2,264,852	12,192,492	11,874,844	11,613,439	0.19073	1.04986
<b>Effect of dilutive potential ordinary shares</b>						
Warrants (BTS-W2)	-	-	-	144,163		
Warrants (BTS-WA)	-	-	4,893	6,876		
Warrants (BTS-WB)	-	-	5,398	1,987		
<b>Diluted earnings per share</b>						
Profit of ordinary shareholders assuming the conversion of dilutive potential ordinary shares	<u>2,264,852</u>	<u>12,192,492</u>	<u>11,885,135</u>	<u>11,766,465</u>	<u>0.19056</u>	<u>1.03621</u>

Separate financial statements						
For the nine-month periods ended 31 December						
Profit		Weighted average number of ordinary shares		Earnings per share		
<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>	
Thousand Baht	Thousand Baht	Thousand shares	Thousand shares	Baht	Baht	
<b>Basic earnings per share</b>						
Profit attributable to equity holders of the Company	3,084,977	19,974,116	11,874,844	11,613,439	0.25979	1.71991
<b>Effect of dilutive potential ordinary shares</b>						
Warrants (BTS-W2)	-	-	-	144,163		
Warrants (BTS-WA)	-	-	4,893	6,876		
Warrants (BTS-WB)	-	-	5,398	1,987		
<b>Diluted earnings per share</b>						
Profit of ordinary shareholders assuming the conversion of dilutive potential ordinary shares	<u>3,084,977</u>	<u>19,974,116</u>	<u>11,885,135</u>	<u>11,766,465</u>	<u>0.25957</u>	<u>1.69755</u>

(Unaudited but reviewed)

Details of calculation of earnings per share from continued operation for the nine-month periods ended 31 December 2014 and 2013 are as below.

(Unit: Thousand Baht)

Consolidated financial statements						
For the nine-month periods ended 31 December						
Profit		Weighted average number of ordinary shares		Earnings per share		
<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>	
Thousand Baht	Thousand Baht	Thousand shares	Thousand shares	Baht	Baht	
	(Restated)				(Restated)	
<b>Basic earnings per share</b>						
Profit attributable to equity holders of the Company						
2,264,852	12,162,887	11,874,844	11,613,439	0.19073	1.04731	
<b>Effect of dilutive potential ordinary shares</b>						
Warrants (BTS-W2)	-	-	144,163			
Warrants (BTS-WA)	-	4,893	6,876			
Warrants (BTS-WB)	-	5,398	1,987			
<b>Diluted earnings per share</b>						
Profit of ordinary shareholders assuming the conversion of dilutive potential ordinary shares						
2,264,852	12,162,887	11,885,135	11,766,465	0.19056	1.03369	

(Unit: Thousand Baht)

Separate financial statements						
For the nine-month periods ended 31 December						
Profit		Weighted average number of ordinary shares		Earnings per share		
<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>	
Thousand Baht	Thousand Baht	Thousand shares	Thousand shares	Baht	Baht	
<b>Basic earnings per share</b>						
Profit attributable to equity holders of the Company						
3,084,977	19,974,116	11,874,844	11,613,439	0.25979	1.71991	
<b>Effect of dilutive potential ordinary shares</b>						
Warrants (BTS-W2)	-	-	144,163			
Warrants (BTS-WA)	-	4,893	6,876			
Warrants (BTS-WB)	-	5,398	1,987			
<b>Diluted earnings per share</b>						
Profit of ordinary shareholders assuming the conversion of dilutive potential ordinary shares						
3,084,977	19,974,116	11,885,135	11,766,465	0.25957	1.69755	

(Unaudited but reviewed)

An exercise price of the warrant to purchase the ordinary shares of the Company (BTS-W3) was higher than the average market price of the Company's shares for the three-month and nine-month periods ended 31 December 2014. Therefore, the Company has not assumed conversion of the warrant in the calculation of diluted earnings per share.

### 30. Dividends

Dividends	Approved by	Total dividends (Million Baht)	Dividend per share (Baht)
Interim dividends for 2012/2013	Board of Directors' meeting on 19 April 2013	2,052	0.18
Final dividends for 2012/2013	Annual General Meeting of the shareholders on 26 July 2013	513	0.045
Interim dividends for 2013/2014	Board of Directors' meeting on 9 August 2013	<u>2,190</u>	0.19
Total for the nine-month period ended 31 December 2013		<u><u>4,755</u></u>	
Final dividends for 2013/2014	Annual General Meeting of the shareholders on 25 July 2014	<u>2,501</u>	0.21
Total for the nine-month period ended 31 December 2014		<u><u>2,501</u></u>	

### 31. Foreign currency assets/liabilities

As at 31 December 2014 and 31 March 2014, the Company and subsidiaries had assets and liabilities in foreign currency as follows:

Consolidated financial statements					
Foreign currency	31 December 2014		31 March 2014		Average exchange rate as at 31 December 2014  (Baht per 1 Foreign currency unit)
	Financial assets	Financial liabilities	Financial assets	Financial liabilities	
	(Million)	(Million)	(Audited) (Million)	(Audited) (Million)	
USD	58	32	77	4	32.9630
EUR	11	1	-	4	40.0530
SGD	-	2	-	2	24.8959
HKD	-	5	-	5	4.2516
RMB	1,702	-	1,713	22	5.2998

(Unaudited but reviewed)

Separate financial statements					
Foreign currency	31 December 2014		31 March 2014		Average exchange rate as at 31 December 2014 (Baht per 1 Foreign currency unit)
	Financial assets	Financial liabilities	Financial assets	Financial liabilities	
	(Million)	(Million)	(Audited) (Million)	(Audited) (Million)	
USD	58	30	76	-	32.9630
RMB	215	-	188	-	5.2998

As at 31 December 2014, the Company and its subsidiary have entered into cross currency swap and forward exchange agreements amounting to USD 24 million and RMB 1,702 million (Separate financial statement: USD 24 million and RMB 215 million) (31 March 2014: USD 63 million and RMB 1,712 million (Separate financial statement: USD 63 million and RMB 188 million)) under which the contractual rates are Baht 31.25 - 32.46 per USD and Baht 5.23 - 5.45 per RMB, respectively (Separate financial statement: Baht 31.25 - 32.46 per USD and Baht 5.3772 per RMB, respectively) (31 March 2014: Baht 31.25 - 33.10 per USD and Baht 5.1686 - 5.4500 per RMB, respectively (Separate financial statement: Baht 31.25 - 33.10 per USD and Baht 5.1686 per RMB, respectively)).

## 32. Commitments and contingent liabilities

As at 31 December 2014, the Company and its subsidiaries had commitments and contingent liabilities as follows:

### 32.1 Capital commitments

- a) The Company and its subsidiaries (HHT Construction Company Limited, Muangthong Assets Company Limited, Nuvo Line Agency Company Limited, Kamkoong Property Company Limited and Mak8 Company Limited) had outstanding commitments of approximately Baht 224 million (31 March 2014: Baht 380 million) in respect of agreements of consultation, design and construction projects.
- b) The Company and its subsidiary (Nuvo Line Agency Company Limited) had outstanding commitments with a subsidiary (HHT Construction Company Limited) approximately Baht 253 million (31 March 2014: Baht 406 million) in respect of renovation and development of golf course and construction in progress.
- c) The Company had outstanding commitments of USD 31 million (31 March 2014: USD 40 million) in respect of overseas investments.

- d) A subsidiary (BTSC) had capital commitments totaling approximately Baht 54 million (31 March 2014: Baht 20 million) in respect of a change and improvement of signaling system for elevated train operation and traction power supply system.
- e) A subsidiary (BTSC) had capital commitments of Baht 8 million (31 March 2014: AUD 1 million and Baht 7 million) in respect of the acquisition of equipment for Automatic Fare Collection System.
- f) A subsidiary (BTSC) had commitments of approximately EUR 2 million and USD 1 million (31 March 2014: EUR 2 million and USD 1 million) in respect of the acquisition of spare parts.
- g) A subsidiary (Bangkok Smartcard System Company Limited) had outstanding commitments of approximately RMB 5 million (31 March 2014: RMB 5 million) relating to development costs for common ticketing system.
- h) A subsidiary (Carrot Rewards Company Limited) entered into a contract for implementation and management the privileges card of the common ticketing system and installation of related equipment. Under the contract, the subsidiary is committed to pay a service fee in the future and comply with certain conditions as specified in the agreement.
- i) A subsidiary (VGI Global Media Public Company Limited) had outstanding commitments of approximately Baht 3 million (31 March 2014: SGD 10 million and Baht 46 million), relating to the acquisition and installation of equipment.
- j) The subsidiaries (Dnal Company Limited and Kamkoong Property Company Limited) had outstanding commitments of approximately Baht 276 million (31 March 2014: Baht 255 million) relating to the agreements to purchase and to sell of land and building.

Under the Net Revenue and Purchase Transfer Agreement, BTS Rail Mass Transit Growth Infrastructure Fund will be responsible for the commitments as discussed in d) and e).

Obligations as discussed in f) will be allocated for collection from BTS Rail Mass Transit Growth Infrastructure Fund in accordance with bases and assumptions determined by the subsidiary's management, who have assessed the appropriateness of these bases and assumptions.

### **32.2 Lease and service commitments**

- a) The Company entered into leasehold agreements for the period of 30 years, as from 1 July 1997 and 1 December 1997. The monthly rental charges are Baht 200,000 and Baht 500,000, respectively and will be increased by 5% each year of the lease period.
- b) The Company entered into agreements with the Ministry of Finance to lease land for building construction, which the Company must complete within February 2015. During the construction, the Company is to pay rental of Baht 0.1 million per month for land usage, and after handing over the building, the Company is committed to pay an annual rental for 30 years. The rental charge is Baht 0.8 million per year and will be increased by 15% every 5 years of the lease period to November 2044.

(Unaudited but reviewed)

- c) A subsidiary (Muangthong Assets Company Limited) had an outstanding commitment of approximately Baht 5 million (31 March 2014: Baht 5 million) in respect of a fourteen-year land and building lease agreement.
- d) A subsidiary (BTSC) had commitments of approximately Baht 174 million (31 March 2014: Baht 194 million) relating to its operations under the agreements of the Bus Rapid Transit (BRT) project - Chong Nonsi to Sa-pan Krung Thep Line (Chong Nonsi - Ratchaphruek).
- e) The subsidiaries had committed to pay fees of approximately SGD 1 million and Baht 396 million (31 March 2014: SGD 2 million, HKD 1 million, RMB 1 million and Baht 419 million) relating to lease and service agreements.
- f) A subsidiary (BTSC) had commitments of approximately Baht 8 million (31 March 2014: Baht 6 million) relating to service agreements with a subsidiary (VGI Global Media Public Company Limited) (Airtime on Plasma Screen on platform, LCD in the train, Platform Truss LED and Platform Screen Door LCD).

Certain obligations as discussed in e) will be allocated for collection from BTS Rail Mass Transit Growth Infrastructure Fund in accordance with bases and assumptions determined by the subsidiary's management, who have assessed the appropriateness of these bases and assumptions.

### **32.3 Commitments under maintenance contract**

On 30 December 2004, a subsidiary (BTSC) entered into a ten-year maintenance contract with a contractor. Under the contract, the subsidiary has capital commitments in respect of the cost of maintenance and spares supply service fees in relation to the project over a period of 10 years. The amount to be paid for the first year was approximately Baht 195.7 million and EUR 1.7 million and in the future years, this amount was to be adjusted upwards with reference to the consumer price index. During the three-month and nine-month periods ended 31 December 2014, the subsidiary paid costs of maintenance and spares supply service fees amounting to approximately Baht 50 million and EUR 0.4 million and Baht 150 million and EUR 1.4 million, respectively (2013: Baht 50 million and EUR 0.5 million and Baht 131 million and EUR 1.4 million, respectively).

Subsequently, on 15 September 2014, the subsidiary entered into a fifteen-year maintenance contract with the same contractor. Under the contract, the subsidiary has capital commitments in respect of the cost of maintenance and spares supply service fees in relation to the project over a period of 15 years. The amount to be paid for the first year is approximately Baht 253 million and EUR 3 million and in the future years, the amount to be paid will be adjusted upwards with reference to the consumer price index. The contract is effective from 1 January 2015.

Obligations will be allocated for collection from BTS Rail Mass Transit Growth Infrastructure Fund in accordance with bases and assumptions determined by the subsidiary's management, who have assessed the appropriateness of these bases and assumptions.

#### **32.4 Long-term contract commitments**

- a) The Company entered into a service agreement with an associate (Absolute Hotel Services Company Limited), which is to furnish the Company and its subsidiary with consultation and hotel business management-related services. Under the conditions of the agreement, the Company is to pay service fees of Baht 1.4 million per month. The fees for the three-month and nine-month periods ended 31 December 2014 amounted to approximately Baht 4 million and Baht 13 million (2013: Baht 4 million and Baht 13 million).
- b) The Company entered into a management agreement with its subsidiaries (Tanayong Property Management Company Limited and BTS Assets Company Limited), which is to furnish the subsidiaries with systems management services. Under the conditions of the agreement, the Company is to pay service fees at the rate specified in the agreement. During the three-month and nine-month periods ended 31 December 2014, the Company paid management fee amounted to Baht 5 million and Baht 15 million (2013: Baht 6 million and Baht 17 million).
- c) The subsidiaries (Muangthong Assets Company Limited and BTS Assets Company Limited) entered into service agreements with an associate (Absolute Hotel Services Company Limited), which is to furnish the subsidiaries with royalty and hotel business management - related services. The subsidiaries are to pay service fees at a rate as stipulated in the agreements. The fees for the three-month and nine-month periods ended 31 December 2014 amounted to approximately Baht 7 million and Baht 18 million (2013: Baht 7 million and Baht 18 million).
- d) A subsidiary (BTSC) had commitments of approximately Baht 8,627 million (31 March 2014: Baht 8,627 million) in respect of acquisitions of elevated train carriages required for future compliance with the operation and maintenance contract for a mass transit system in Bangkok.



(Unaudited but reviewed)

- e) A subsidiary (VGI Global Media Public Company Limited) had outstanding commitments with respect to minimum guarantees under concession agreements for the management and provision of advertising space in department stores, and other related agreements. Fees are payable as follows:

	<u>31 December 2014</u>	<u>31 March 2014</u> (Audited)
Fees payable:		
Up to 1 year	400	536
Over 1 and up to 5 years	1,819	86

These amounts will be adjusted in accordance with actual performance, based on certain rates stipulated in the agreements.

### 32.5 Other commitments

A subsidiary (Nuvo Line Agency Company Limited) had outstanding commitments with a subsidiary (BTSC) in respect of the train ticket for project. The subsidiary is to pay at a rate as specified in the agreement.

### 32.6 Guarantees

- a) There was a bank guarantee of Baht 23 million (31 March 2014: Baht 23 million) issued by a bank on behalf of the Company to the Ministry of Finance for construction of a building on state-owned land.
- b) A subsidiary (BTSC) had outstanding bank guarantees issued by a bank on behalf of the subsidiary amounting to approximately Baht 57 million to guarantee electricity use (31 March 2014: Baht 42 million) and Baht 3,045 million to guarantee the long-term debentures (31 March 2014: Baht 6,896 million). In addition, there was an outstanding bank guarantee of Baht 20 million issued by a bank on behalf of BSV Consortium by Bangkok Mass Transit System Public Company Limited as Lead Firm (31 March 2014: Nil) as the bond for a bid for an Establishment of Central Clearing House project (CCH). A saving account of Baht 20 million has been pledged as collateral.

BTS Rail Mass Transit Growth Infrastructure Fund will be responsible for the bank guarantees amounting to approximately Baht 42 million issued by a bank on behalf of the subsidiary to the Metropolitan Electricity Authority to guarantee electricity use.

- c) The subsidiaries had additional bank guarantees issued by banks as required in their normal operations of approximately SGD 9 million and Baht 203 million (31 March 2014: SGD 9 million and Baht 187 million).

- d) The Company provided a guarantee on BTSC's compliance to BTS Rail Mass Transit Growth Infrastructure Fund as discussed in Sponsor Support and Guarantee Agreement.

### **32.7 Litigations**

- a) The Company and two subsidiaries (Yong Su Company Limited and Dnal Company Limited), as mortgagors of the assets placed as security for the Company's bonds, were sued by a local bank, for payment of the secured bonds, together with interest charges and other related expenses, totaling approximately Baht 4,251 million. The Court of First Instance ordered the two subsidiaries to make payment of such amount. The two subsidiaries appealed the decision and the Appeals Court found in accordance with the Court of First Instance. However, the bank has submitted settlement claims under the Company's business rehabilitation plan and the Company held an open auction of such assets in order to make payment to the bank. Therefore, the subsidiaries have not set aside provision for the contingent liability in their accounts.
- b) A creditor under the Company's business rehabilitation plan filed a petition with the Central Bankruptcy Court, asking the court to overturn the order of the official receiver regarding the revocation of claims for settlement of debt. The Central Bankruptcy Court also dismissed the claim and the creditor filed an appeal with the Supreme Court. The case is currently being considered by the Supreme Court. The maximum amount that the Company would have to pay under the rehabilitation plan is approximately Baht 96 million, and the Company has already recorded this liability in the accounts.
- c) A creditor under the Company's business rehabilitation plan filed a petition with the Central Bankruptcy Court, asking the court to overturn the order of the official receiver regarding the amount of debt settlement it is entitled to receive. The Central Bankruptcy Court ordered the amendment of the amounts of the debt settlement entitlements. The creditor appealed the order of the Central Bankruptcy Court to the Supreme Court, and the case is currently being considered by the Supreme Court. The maximum amount of payment or transfer of assets that the Company would have to make under the plan amounts to approximately Baht 587 million, and a cash amount equal to the amount payable has been deposited with the Central Bankruptcy Court as collateral. However, the Company has already recorded this liability in its accounts.
- d) A subsidiary (Muangthong Assets Company Limited) has been sued by an individual for payment for loss of property amounting to approximately Baht 6 million. Currently, the lawsuit is being in the Supreme Court process. However, the subsidiary believes that it will suffer no significant loss as a result of this litigation.

- e) On 11 February 2002, a subsidiary (BTSC) was sued for damages as the second defendant in a tort case, whereby a company alleged that the subsidiary's contractor caused damage to a section of underground fuel pipeline in the area of a train station and claimed compensation of approximately Baht 108 million. At present, the case is under consideration of the courts. However, the subsidiary has not recorded any allowance for the damage in its accounts since the subsidiary believes that, as an employer, it is, in any case, not liable to third parties for damages caused by its contractor, and that the case will therefore have no significant impact.
- f) A creditor under the business rehabilitation plan of a subsidiary (BTSC) has filed a petition with the Central Bankruptcy Court with respect to its claim of approximately Baht 307 million, of which the official receiver ordered the subsidiary to pay approximately Baht 21 million. However, the Court dismissed the petition and currently, the case is being considered by the Supreme Court. The subsidiary believes that it will have no significant impact.
- g) Bangkok Metropolitan Administration has called for a subsidiary (BTSC) to pay Baht 87 million for the use of state-owned land, together with penalties and surcharges on the outstanding amount at a rate of 18% per annum, and a letter of guarantee fee for a building construction contract amounting to approximately Baht 11 million. The subsidiary is arguing that the subsidiary has no obligation to pay these expenses because, under its concession agreement, The subsidiary has the right to use such land of the Bangkok Mass Transit System without liability for payment of any rental, fees and other expenses. Currently, the case is in the process of arbitration. The subsidiary believes that it will have no significant impact.
- h) A subsidiary (BTSC) was sued together with Bangkok Metropolitan Administration and the Bangkok Governor in an administrative case seeking to have elevators and facilities for the disabled installed at 23 elevated train stations and on elevated trains. The Administrative Court of First Instance dismissed the case since, in their opinion, when the Concession Agreement was concluded there were no laws requiring that the defendants build elevators and facilities for the disabled. Subsequently, the plaintiffs appealed to the Supreme Administrative Court and on 21 January 2015, the Supreme Administrative Court issued an order reversing the decision of the Administrative Court of First Instance and ordering the Bangkok Governor, on behalf of the Bangkok Metropolitan Administration, to provide elevators and facilities for the disabled at 23 elevated train stations and on elevated trains within 1 year. The subsidiary was ordered to support the provision of these facilities.

**33. Segment information**

The Company and its subsidiaries are organised into business units based on its products and services. During the current period, the Company and its subsidiaries have not changed the organisation of their reportable segments.

The following table presents revenue and profit information regarding the Company and its subsidiaries' operating segments for the three-month and nine-month periods ended 31 December 2014 and 2013.

(Unit: Million Baht)

	For the three-month periods ended 31 December								Consolidated	
	Media segment		Property segment		Service segment		Elimination		financial statements	
	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
Revenues from external customers	783	801	88	444	813	1,432	-	-	1,684	2,677
Inter-segment revenues	6	4	-	-	89	76	(95)	(80)	-	-
Total revenues	<u>789</u>	<u>805</u>	<u>88</u>	<u>444</u>	<u>902</u>	<u>1,508</u>	<u>(95)</u>	<u>(80)</u>	<u>1,684</u>	<u>2,677</u>
Segment profit	453	515	34	169	386	390			873	1,074
Unallocated revenues and expenses:										
Dividend income									3	-
Interest income									248	360
Gain on sale of land									368	-
Gain on sales of investments									70	-
Gain on sales of warrants									53	-
Gain on sales of assets									2	-
Other income									53	16
Servicing and selling expenses									(49)	(67)
Administrative expenses									(377)	(377)
Share of loss from investments in joint ventures									(4)	-
Share of profit from investments in associates									204	158
Finance cost									(78)	(134)
Income tax expenses									(264)	(436)
Profit for the period									<u>1,102</u>	<u>594</u>
Non-controlling interests of the subsidiaries									<u>(120)</u>	<u>(157)</u>
Profit attributable to equity holders of the Company									<u>982</u>	<u>437</u>

## (Unaudited but reviewed)

(Unit: Million Baht)

For the nine-month periods ended 31 December

	Media segment		Property segment		Service segment		Elimination		Consolidated financial statements	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
Revenues from external customers	2,330	2,498	338	1,862	2,458	2,763	-	-	5,126	7,123
Inter-segment revenues	17	9	-	-	257	217	(274)	(226)	-	-
Total revenues	<u>2,347</u>	<u>2,507</u>	<u>338</u>	<u>1,862</u>	<u>2,715</u>	<u>2,980</u>	<u>(274)</u>	<u>(226)</u>	<u>5,126</u>	<u>7,123</u>
Segment profit	1,361	1,557	128	716	1,147	823			2,636	3,096
Unallocated revenues and expenses:										
Dividend income									32	3
Interest income									868	1,027
Gain on sale of land									368	-
Gain on sales of investments									176	-
Gain on sales of warrants									53	-
Gain on sale of net future fare box revenues									-	13,498
Gain on sales of assets									3	380
Other income									130	62
Servicing and selling expenses									(128)	(293)
Administrative expenses									(1,123)	(1,046)
Share of loss from investments in joint ventures									(10)	-
Share of profit from investments in associates									602	460
Finance cost									(324)	(500)
Income tax expenses									(668)	(3,685)
Profit from discontinued operation									-	30
Profit for the period									2,615	13,032
Non-controlling interests of the subsidiaries									(350)	(840)
Profit attributable to equity holders of the Company									<u>2,265</u>	<u>12,192</u>

**34. Investment in Natural Park Public Company Limited (“NPARK”)**

On 24 November 2014, a meeting of the Board of Directors of the Company passed a resolution to approve the Company’s disposal of all ordinary shares in BTS Assets Company Limited (“BTSA”) and Kamkoong Property Company Limited (“Kamkoong”), to NPARK at a price of not less than Baht 8,616.47 million but not exceeding Baht 9,409.14 million. The final selling price of BTSA and Kamkoong’s shares will be determined based on the actual area of the land plots before the closing date. In return, the Company will be entitled to compensation in the form of newly issued ordinary shares of NPARK, with the number of these to be calculated based on the final selling price. This means not less than 183,329.13 million new shares of NPARK but not more than 200,194.38 million shares, with a par value of Baht 1 per share and at an offering price of Baht 0.047 per share (representing not less than 33.66% but not exceeding 35.66% of the total issued shares of NPARK as of the closing date). In addition, the Company will receive warrants to purchase ordinary shares of NPARK No. 2 (“NPARK-W2 Warrants”) at a rate of 1 warrant for every 2 newly issued ordinary shares issued to the Company, at no cost. Each warrant can be exercised to purchase one ordinary share at an exercise price of Baht 0.047 per share. Currently, the transaction is in process.

**35. Events after the reporting period**

- 35.1 On 5 January 2015, a meeting No. 1/2015 of Board of Directors of a subsidiary (VGI Global Media Public Company Limited) passed a resolution to declare to the shareholders interim dividends of Baht 0.14 per share, or a total of Baht 480 million, in respect of the operating results for the six-month period ended 30 September 2014. The dividends will be paid on 30 January 2015 and will be recorded in the fourth quarter of the year ended 31 March 2015.
- 35.2 On 9 January 2015, a meeting No. 1/2015 of Board of Directors of the Company passed a resolution to declare to the shareholders interim dividends of Baht 0.30 per share, or a total of Baht 3,547 million, in respect of the operating results for the six-month period ended 30 September 2014. The dividends will be paid on 5 February 2015 and will be recorded in the fourth quarter of the year ended 31 March 2015.

35.3 On 9 January 2015, a meeting of Board of Directors of the Company passed the resolutions to approve in principle the business cooperation between the Company, Bangkok Smartcard System Company Limited (“BSS”) and AEON Thana Sinsap (Thailand) Public Company Limited (“AEONTS”) for the joint issue of the Co-Branded Rabbit and the securitization project, the setting up of the SPV for the securitization, the setting up of a new subsidiary to hold shares in the SPV and the delegation of power to the Executive Committee to consider and make decision on the details related to these matters. On 28 January 2015, a meeting of the Executive Committee of the Company passed the resolutions to approve these projects and the signing of the memorandum of understanding for the business cooperation. The details are as summarized below.

**Memorandum of Understanding for Business Cooperation**

Parties: The Company, BSS and AEONTS

Signing Date: 2 February 2015

Scope of Cooperation: The Co-Branded Rabbit Program and the Securitization Project

**Newly established subsidiary**

Company Name: BSS Holdings Company Limited

Type of Business: Investment in the securities of other companies

Company Incorporation Status: In process of registration for incorporation on 2 February 2015

Initial Capital and Shares: Baht 300 million, divided into 3 million ordinary shares with a par value of Baht 100 each

Shareholding Structure: 100% shares held by the Company

**A Special Purpose Vehicle under the Securitization Project**

Company Name: AEON Rabbit Special Purpose Vehicle Company Limited

Type of Business: A special purpose vehicle incorporated under the Emergency Decree regarding Securitization B.E.2540 (1997)

Company Incorporation Status: Targeted for the registration for incorporation within the 1st quarter of 2015 (calendar year)

Capital and Shares: Baht 40,000, divided into 398 ordinary shares with a par value of Baht 100 each and 2 preference shares with a par value of Baht 100 each

Shareholding Structure: 51% shares held by BSS Holdings and another 49% shares held by AEONTS and the person designated by AEONTS

The details of the transactions above are on the SET’s web site (<http://www.set.or.th>).

35.4 On 28 January 2015, a meeting No. 2/2015 of Board of Directors of a subsidiary (VGI Global Media Public Company Limited) passed the following significant resolutions:

- a) Pay stock dividends by issuing up to 3,432,002,875 newly issued ordinary shares with a par value of Baht 0.1 each at the ratio of every 1 existing share for 1 stock dividend or equivalent to the cash dividends at the rate of Baht 0.1 per share and interim cash dividends at the rate of Baht 0.011111111111 per share or in the total amount of not exceeding Baht 38.14 million, or a total of not exceeding Baht 381 million, in respect of the operating results for the three-month period ended 31 December 2014. The dividends will be paid on 31 January 2015 and will be recorded in the fourth quarter of the year ended 31 March 2015.
- b) Adjustment to the exercise price and exercise ratio of the warrants to purchase the newly issued ordinary shares of the subsidiary from the exercise price of Baht 14 per share and the exercise ratio of 1 unit : 1 share to the exercise price of Baht 7 per share and the exercise ratio of 1 unit : 2 shares.
- c) Decrease the subsidiary's registered share capital from Baht 4 28,996,703.20 to Baht 428,996,626.50 by cancellation of 767 unissued ordinary shares with a par value of Baht 0.1 each.
- d) Increase the subsidiary's registered share capital from Baht 428,996,626.50 to Baht 857,993,253 by issuing 4,289,966,265 ordinary shares with a par value of Baht 0.1 each to accommodate the stock dividend payment.

**36. Approval of interim financial statements**

These interim financial statements were authorised for issue by the Company's Board of Directors on 9 February 2015.