

BTS Group Holdings Public Company Limited
and its subsidiaries
Report and consolidated interim financial statements
for the three-month and six-month periods ended
30 September 2016

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 30 September 2016, the related consolidated statements of comprehensive income for the three-month and six-month periods ended 30 September 2016, and the related consolidated statements of changes in shareholders' equity and cash flows for the six-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 periods. 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 matters

I draw attention to the following matters:

- a) As discussed in Note 6.2.2 to the interim financial statements regarding the acquisition of investment in a subsidiary, the measurement of the identifiable assets acquired, the liabilities assumed and non-controlling interests in the subsidiary at the acquisition-date fair value, the measurement of goodwill, which has been completed during the current quarter. The subsidiary then recorded goodwill from the acquisition of the investment amounting to approximately Baht 880 million. The subsidiary also recognised gain on change in status of investment amounting to approximately Baht 207 million in the first quarter of the current year.
- b) As discussed in Note 30.8.2 to the interim financial statements regarding litigation, a company filed petitions with the Central Bankruptcy Court relating to the land that a jointly controlled entity purchased through an auction.

My conclusion is not qualified in respect of these matters.

Other matters

The consolidated statement of financial position of BTS Group Holdings Public Company Limited and its subsidiaries, and the separate statement of financial position of BTS Group Holdings Public Company Limited as at 31 March 2016, presented herein as comparative information, were audited by another auditor of our office who expressed an unqualified opinion on those statements and drew attention to the land that a jointly controlled entity purchased through an auction as discussed under the preceding heading and the disposal of ordinary shares of subsidiaries and receipt of compensation in the form of newly issued ordinary shares and newly issued warrants to purchase the ordinary shares of an associate, and recording a gain on the transactions, under her report dated 27 May 2016. The consolidated statements of comprehensive income for the three-month and six-month periods ended 30 September 2015, and the related consolidated statements of changes in shareholders' equity and cash flows for the six-month period then ended of BTS Group Holdings Public Company Limited and its subsidiaries, and the separate financial statements of BTS Group Holdings Public Company Limited for the same periods, presented herein as comparative information, were also reviewed by the aforementioned auditor who concluded, under her report dated 9 November 2015, that nothing had come to her attention that caused her to believe that the interim financial information was not prepared, in all material respects, in accordance with Thai Accounting Standard 34 *Interim Financial Reporting* and drew attention to the disposal of ordinary shares of subsidiaries and receipt of compensation in the form of newly issued ordinary shares and newly issued warrants to purchase the ordinary shares of an associate, and recording a gain on the transactions.

Waraporn Prapasirikul
Certified Public Accountant (Thailand) No. 4579

EY Office Limited
Bangkok: 7 November 2016

BTS Group Holdings Public Company Limited and its subsidiaries

Statement of financial position

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|--|--|----------------------|--------------------------------------|----------------------|
| | As at | As at | As at | As at |
| <u>Note</u> | <u>30 September 2016</u> | <u>31 March 2016</u> | <u>30 September 2016</u> | <u>31 March 2016</u> |
| | (Unaudited but reviewed) | (Audited) | (Unaudited but reviewed) | (Audited) |
| Assets | | | | |
| Current assets | | | | |
| Cash and cash equivalents | 2,524,226 | 2,364,654 | 1,084,758 | 381,354 |
| Current investments | 3 3,122,817 | 4,666,218 | 1,162,324 | 864,109 |
| Bank account for advances from cardholders | 320,965 | 284,786 | - | - |
| Trade and other receivables | 4 961,844 | 1,080,791 | 176,527 | 215,463 |
| Current portion of receivable under concession agreement | 95,822 | 94,584 | - | - |
| Current portion of receivable under finance lease agreement | 17,592 | 29,646 | - | - |
| Unbilled receivables | 95,269 | 30,479 | - | - |
| Advances to contractors | 828,951 | 28,848 | 62 | 7,382 |
| Short-term loans to related parties | 2 46,172 | 14,318 | - | - |
| Current portion of long-term loan to related party | 2 80,494 | 53,662 | - | - |
| Real estate development costs | 5 728,422 | 508,492 | 728,422 | 508,492 |
| Assets awaiting transfer under rehabilitation plan | 68,245 | 68,254 | 68,245 | 68,254 |
| Investments in subsidiaries awaiting transfer under rehabilitation plan | 224,343 | 224,343 | 197,438 | 197,438 |
| Accrued income | 271,702 | 205,607 | - | - |
| Prepaid expenses | 113,705 | 82,790 | 10,788 | 7,733 |
| Withholding tax deducted at source and prepaid corporate tax | 297,349 | 278,165 | 253,724 | 247,940 |
| Other current assets | 270,836 | 151,057 | 29,641 | 6,932 |
| Total current assets | 10,068,754 | 10,166,694 | 3,711,929 | 2,505,097 |

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)

| | Consolidated financial statements | | Separate financial statements | |
|--|--|----------------------|--------------------------------------|----------------------|
| | As at | As at | As at | As at |
| <u>Note</u> | <u>30 September 2016</u> | <u>31 March 2016</u> | <u>30 September 2016</u> | <u>31 March 2016</u> |
| | (Unaudited but reviewed) | (Audited) | (Unaudited but reviewed) | (Audited) |
| Non-current assets | | | | |
| Restricted deposits | 115,185 | 1,269,299 | 30,000 | 1,183,680 |
| Cash deposited as collateral for debt settlement | 170,919 | 170,919 | 170,919 | 170,919 |
| Loans to related parties | 2 7,517,167 | 5,948,521 | 11,915,458 | 9,834,508 |
| Investments in subsidiaries | 6 - | - | 34,335,691 | 35,493,999 |
| Investments in joint ventures | 7 1,365,555 | 638,098 | - | - |
| Investments in associates | 8 20,008,467 | 21,019,678 | 29,937,464 | 30,060,920 |
| Other long-term investments | 9 10,663,964 | 9,751,429 | 8,067,881 | 7,106,865 |
| Project costs - media | 2,282,938 | 2,297,385 | - | - |
| Reusable spare parts | 89,363 | 91,256 | - | - |
| Land and projects awaiting development | 2,200,873 | 2,078,365 | - | - |
| Investment properties | 10 782,969 | 733,950 | 1,665,785 | 1,645,630 |
| Property, plant and equipment | 11 6,159,867 | 5,673,905 | 430,253 | 419,002 |
| Leasehold rights | 10,491 | 10,881 | 6,142 | 6,341 |
| Intangible assets | 12 667,638 | 345,534 | 454 | 266 |
| Goodwill | 6.2.2 958,831 | 78,656 | - | - |
| Unallocated costs of business acquisition | 79,721 | 79,721 | - | - |
| Deposit and advances for asset acquisitions | 30.5 1,386,922 | 128,807 | 28,398 | - |
| Accrued income | 466,904 | 447,691 | - | - |
| Rights of claim from acquisition of debts per rehabilitation plan | 255,515 | 255,515 | - | - |
| Receivable under concession agreement - net of current portion | 3,472,422 | 3,520,647 | - | - |
| Receivable under finance lease agreement - net of current portion | - | 2,550 | - | - |
| Prepaid expenses | 479,217 | 317,931 | - | - |
| Deferred tax assets | 46,024 | 38,228 | 282,628 | 267,839 |
| Other non-current assets | 233,215 | 103,034 | 12,758 | 13,185 |
| Total non-current assets | 59,414,167 | 55,002,000 | 86,883,831 | 86,203,154 |
| Total assets | 69,482,921 | 65,168,694 | 90,595,760 | 88,708,251 |

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)

| | Consolidated financial statements | | Separate financial statements | | |
|---|--|--------------------------|--------------------------------------|--------------------------|----------------------|
| | As at | As at | As at | As at | |
| | <u>Note</u> | <u>30 September 2016</u> | <u>31 March 2016</u> | <u>30 September 2016</u> | <u>31 March 2016</u> |
| | (Unaudited but reviewed) | (Audited) | (Unaudited but reviewed) | (Audited) | |
| Liabilities and shareholders' equity | | | | | |
| Current liabilities | | | | | |
| Short-term loans from financial institutions | 14 | 1,020,000 | 3,750,000 | - | 3,510,000 |
| Bills of exchange payables | 15 | 13,028,875 | 2,917,307 | 13,028,875 | 2,917,307 |
| Trade and other payables | 13 | 1,663,567 | 1,622,989 | 616,745 | 516,737 |
| Advances received from cardholders | | 316,232 | 280,669 | - | - |
| Short-term loans from related parties | 2 | 3,500 | - | 16,604,000 | 18,033,500 |
| Current portion of long-term loan from related party | 2 | 35,669 | 35,669 | - | - |
| Current portion of creditors per rehabilitation plan | 16 | 461,751 | 610,668 | 434,846 | 610,668 |
| Current portion of long-term loans | 17 | 108,708 | 1,095,222 | - | 1,062,222 |
| Current portion of long-term debentures | 18 | - | 1,347,471 | - | - |
| Unearned revenues | | 97,660 | 133,284 | - | - |
| Fare box revenues awaiting transfer | | 84,017 | 80,986 | - | - |
| Income tax payable | | 302,382 | 294,873 | - | - |
| Short-term provisions | 20 | 63,146 | 58,953 | - | - |
| Other current liabilities | | 262,492 | 227,342 | 41,008 | 40,742 |
| Total current liabilities | | 17,447,999 | 12,455,433 | 30,725,474 | 26,691,176 |
| Non-current liabilities | | | | | |
| Unearned revenues | | 585,308 | 589,488 | - | - |
| Creditors per rehabilitation plan - net of current portion | 16 | 1,437 | 26,952 | 1,437 | 26,952 |
| Long-term loans - net of current portion | 17 | 293,789 | 173,000 | - | - |
| Retention payable | | 132,714 | 136,843 | 25,309 | 18,538 |
| Provision for transaction under equity method of investments in joint ventures | 7 | 546,276 | 455,510 | - | - |
| Provision for long-term employee benefits | 19 | 837,950 | 782,396 | 66,772 | 67,222 |
| Long-term provisions | 20 | 1,364,247 | 1,324,716 | - | - |
| Deferred tax liabilities | | 2,207,553 | 2,215,929 | - | - |
| Other non-current liabilities | | 89,152 | 91,534 | 6,981 | 8,107 |
| Total non-current liabilities | | 6,058,426 | 5,796,368 | 100,499 | 120,819 |
| Total liabilities | | 23,506,425 | 18,251,801 | 30,825,973 | 26,811,995 |

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)

| | Consolidated financial statements | | Separate financial statements | |
|---|--|----------------------|--------------------------------------|----------------------|
| | As at | As at | As at | As at |
| | <u>Note</u> <u>30 September 2016</u> | <u>31 March 2016</u> | <u>30 September 2016</u> | <u>31 March 2016</u> |
| | (Unaudited but reviewed) | (Audited) | (Unaudited but reviewed) | (Audited) |
| Shareholders' equity | | | | |
| Share capital | 21 | | | |
| Registered | | | | |
| 15,928,911,087 ordinary shares of Baht 4 each | | 63,715,644 | 63,715,644 | 63,715,644 |
| Issued and fully paid | | | | |
| 11,934,879,312 ordinary shares of Baht 4 each | | | | |
| (31 March 2016: 11,929,349,186 ordinary shares of Baht 4 each) | | 47,739,517 | 47,717,397 | 47,739,517 |
| Share premium | 21 | 1,853,122 | 1,834,603 | 1,853,122 |
| Deficit on business combination under common control | | (3,371,978) | (3,371,978) | (3,715,435) |
| Surplus from business restructuring under common control | | - | - | 656,734 |
| Adjustment of asset value as a result of business restructuring under common control | | - | - | (479,140) |
| Surplus (deficit) from the changes in the ownership interests in subsidiaries | | 1,296,850 | (59,587) | - |
| Surplus on sales of warrants of the subsidiary | | 494,317 | 494,317 | - |
| Treasury shares | | (925,480) | (925,480) | (925,480) |
| Retained earnings | | | | |
| Appropriated - statutory reserve | | 2,163,731 | 2,163,731 | 2,163,731 |
| Appropriated - treasury share reserve | | 925,480 | 925,480 | 925,480 |
| Unappropriated (deficit) | | (8,436,794) | (5,508,518) | 11,073,551 |
| Other components of shareholders' equity | | 2,082,191 | 2,187,384 | 420,701 |
| Equity attributable to owners of the Company | | 43,820,956 | 45,457,349 | 59,769,787 |
| Non-controlling interest of the subsidiaries | | 2,155,540 | 1,459,544 | - |
| Total shareholders' equity | | 45,976,496 | 46,916,893 | 59,769,787 |
| Total liabilities and shareholders' equity | | 69,482,921 | 65,168,694 | 88,708,251 |
| | | - | - | - |

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

Directors

(Unaudited but reviewed)

BTS Group Holdings Public Company Limited and its subsidiaries**Statement of comprehensive income****For the three-month period ended 30 September 2016**

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

| | Note | Consolidated financial statements | | Separate financial statements | |
|--|--------------|-----------------------------------|------------------|-------------------------------|------------------|
| | | 2016 | 2015 | 2016 | 2015 |
| Profit or loss: | | | | | |
| Revenues | | | | | |
| Service income | 23 | 1,576,189 | 1,223,522 | 36,232 | 30,669 |
| Revenues from sales of real estate | | 5,000 | 210,748 | 5,000 | 6,670 |
| Other income | | | | | |
| Management income | | 700 | - | 11,850 | 11,855 |
| Dividend income | | 48,190 | 45,926 | 1,279,280 | 1,673,780 |
| Interest income | 24 | 180,603 | 95,140 | 159,980 | 23,881 |
| Gain on sales of investments | 3, 6.2.1, 10 | 35,727 | 97,019 | 202,431 | 1,339 |
| Gain on sales of assets | | 2,648 | 73,991 | 2,150 | 10 |
| Gain on reversal of creditors per rehabilitation plan | 16 | 174,432 | 95,568 | 201,337 | 95,568 |
| Others | | 26,596 | 48,841 | 18,045 | 26,806 |
| Total revenues | | 2,050,085 | 1,890,755 | 1,916,305 | 1,870,578 |
| Expenses | | | | | |
| Cost of services and servicing expenses | | 799,856 | 566,267 | 35,717 | 32,235 |
| Cost of sales of real estate | | 3,428 | 125,003 | 3,428 | 4,353 |
| Selling expenses | | 90,285 | 43,979 | 529 | 640 |
| Administrative expenses | | 418,634 | 412,076 | 179,266 | 196,204 |
| Reversal of provision for terminating agreements | | - | (38,692) | - | - |
| Loss on provision for revenues being lower than the minimum guaranteed amounts | | - | 136,600 | - | - |
| Total expenses | | 1,312,203 | 1,245,233 | 218,940 | 233,432 |
| Profit before share of profit (loss) from investments in joint ventures and associates, finance cost and income tax | | | | | |
| | | 737,882 | 645,522 | 1,697,365 | 1,637,146 |
| Share of loss from investments in joint ventures | | (66,345) | (87,843) | - | - |
| Share of profit from investments in associates | | 175,465 | 168,628 | - | - |
| Profit before finance cost and income tax | | 847,002 | 726,307 | 1,697,365 | 1,637,146 |
| Finance cost | | (89,593) | (69,521) | (136,762) | (62,847) |
| Profit before income tax | | 757,409 | 656,786 | 1,560,603 | 1,574,299 |
| Income tax | 25 | (133,172) | (100,647) | (407) | 36,567 |
| Profit for the period | | 624,237 | 556,139 | 1,560,196 | 1,610,866 |
| Other comprehensive income: | | | | | |
| <i>Other comprehensive income to be reclassified to profit or loss in subsequent periods:</i> | | | | | |
| Exchange differences on translation of financial statements in foreign currencies | | 30 | (404) | - | - |
| Gain (loss) on changes in value of available-for-sale investments - net of income tax | | 196,758 | (590,597) | 159,101 | (688,412) |
| Share of loss on changes in value of available-for-sale investments of associate | | (15,398) | - | - | - |
| Other comprehensive income to be reclassified to profit or loss in subsequent periods - net of income tax | | 181,390 | (591,001) | 159,101 | (688,412) |
| Other comprehensive income for the period | | 181,390 | (591,001) | 159,101 | (688,412) |
| Total comprehensive income for the period | | 805,627 | (34,862) | 1,719,297 | 922,454 |

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 30 September 2016

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

| | Note | <u>Consolidated financial statements</u> | | <u>Separate financial statements</u> | |
|--|------|--|-----------------|--------------------------------------|------------------|
| | | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> |
| Profit attributable to: | | | | | |
| Equity holders of the Company | | 548,141 | 473,769 | <u>1,560,196</u> | <u>1,610,866</u> |
| Non-controlling interests of the subsidiaries | | <u>76,096</u> | <u>82,370</u> | | |
| | | <u>624,237</u> | <u>556,139</u> | | |
| Total comprehensive income attributable to: | | | | | |
| Equity holders of the Company | | 728,576 | (119,716) | <u>1,719,297</u> | <u>922,454</u> |
| Non-controlling interests of the subsidiaries | | <u>77,051</u> | <u>84,854</u> | | |
| | | <u>805,627</u> | <u>(34,862)</u> | | |
| Earnings per share | | | | | |
| 26 | | | | | |
| Basic earnings per share | | | | | |
| Profit attributable to equity holders of the Company | | <u>0.04630</u> | <u>0.04005</u> | <u>0.13178</u> | <u>0.13619</u> |
| Diluted earnings per share | | | | | |
| Profit attributable to equity holders of the Company | | <u>0.04629</u> | <u>0.04003</u> | <u>0.13175</u> | <u>0.13610</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 six-month period ended 30 September 2016

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

| | Note | Consolidated financial statements | | Separate financial statements | |
|---|--------------|-----------------------------------|------------------|-------------------------------|------------------|
| | | 2016 | 2015 | 2016 | 2015 |
| Profit or loss: | | | | | |
| Revenues | | | | | |
| Service income | 23 | 2,893,328 | 2,447,799 | 73,036 | 61,659 |
| Revenues from sales of real estate | | 13,800 | 281,578 | 13,800 | 27,127 |
| Other income | | | | | |
| Management income | | 4,750 | - | 23,700 | 23,710 |
| Dividend income | | 141,109 | 118,874 | 1,686,670 | 2,008,454 |
| Interest income | 24 | 344,591 | 229,579 | 292,044 | 52,154 |
| Gain on sales of investments | 3, 6.2.1, 10 | 69,590 | 152,764 | 199,111 | 50,404 |
| Gain on swap of investments | | - | 3,458,510 | - | 4,714,767 |
| Gain on change in status of investment | | 207,438 | - | - | - |
| Gain on sales of assets | | 2,648 | 73,991 | 2,150 | 10 |
| Gain on reversal of creditors per rehabilitation plan | 16 | 174,432 | 95,568 | 201,337 | 95,568 |
| Others | | 37,353 | 129,577 | 32,378 | 54,357 |
| Total revenues | | 3,889,039 | 6,988,240 | 2,524,226 | 7,088,210 |
| Expenses | | | | | |
| Cost of services and servicing expenses | | 1,448,633 | 1,157,183 | 73,341 | 64,070 |
| Cost of sales of real estate | | 9,070 | 166,789 | 9,070 | 19,222 |
| Selling expenses | | 146,678 | 68,453 | 1,187 | 1,961 |
| Administrative expenses | | 752,303 | 770,749 | 307,673 | 318,771 |
| Reversal of provision for terminating agreements | | - | (94,383) | - | - |
| Loss on provision for revenues being lower than the minimum guaranteed amounts | | 28,230 | 136,600 | - | - |
| Total expenses | | 2,384,914 | 2,205,391 | 391,271 | 404,024 |
| Profit before share of profit (loss) from investments in joint ventures and associates, finance cost and income tax expenses | | | | | |
| | | 1,504,125 | 4,782,849 | 2,132,955 | 6,684,186 |
| Share of loss from investments in joint ventures | | (160,694) | (174,791) | - | - |
| Share of profit from investments in associates | | 369,377 | 325,591 | - | - |
| Profit before finance cost and income tax expenses | | 1,712,808 | 4,933,649 | 2,132,955 | 6,684,186 |
| Finance cost | | (177,651) | (149,691) | (264,761) | (108,178) |
| Profit before income tax expenses | | 1,535,157 | 4,783,958 | 1,868,194 | 6,576,008 |
| Income tax expenses | 25 | (282,809) | (1,152,300) | (73) | (884,276) |
| Profit for the period | | 1,252,348 | 3,631,658 | 1,868,121 | 5,691,732 |
| Other comprehensive income: | | | | | |
| <i>Other comprehensive income to be reclassified to profit or loss in subsequent periods:</i> | | | | | |
| Exchange differences on translation of financial statements in foreign currencies | | 140 | (342) | - | - |
| Loss on changes in value of available-for-sale investments - net of income tax | | (53,292) | (541,635) | (59,450) | (672,673) |
| Share of loss on changes in value of available-for-sale investments of associate | | (43,567) | - | - | - |
| Other comprehensive income to be reclassified to profit or loss in subsequent periods - net of income tax | | (96,719) | (541,977) | (59,450) | (672,673) |
| Other comprehensive income for the period | | (96,719) | (541,977) | (59,450) | (672,673) |
| Total comprehensive income for the period | | 1,155,629 | 3,089,681 | 1,808,671 | 5,019,059 |

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 six-month period ended 30 September 2016

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

| Note | <u>Consolidated financial statements</u> | | <u>Separate financial statements</u> | |
|--|--|------------------|--------------------------------------|------------------|
| | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> |
| Profit attributable to: | | | | |
| Equity holders of the Company | 1,096,190 | 3,490,145 | <u>1,868,121</u> | <u>5,691,732</u> |
| Non-controlling interests of the subsidiaries | <u>156,158</u> | <u>141,513</u> | | |
| | <u>1,252,348</u> | <u>3,631,658</u> | | |
| Total comprehensive income attributable to: | | | | |
| Equity holders of the Company | 999,316 | 2,944,840 | <u>1,808,671</u> | <u>5,019,059</u> |
| Non-controlling interests of the subsidiaries | <u>156,313</u> | <u>144,841</u> | | |
| | <u>1,155,629</u> | <u>3,089,681</u> | | |
| Earnings per share | | | | |
| | 26 | | | |
| Basic earnings per share | | | | |
| Profit attributable to equity holders of the Company | <u>0.09261</u> | <u>0.29512</u> | <u>0.15783</u> | <u>0.48128</u> |
| Diluted earnings per share | | | | |
| Profit attributable to equity holders of the Company | <u>0.09258</u> | <u>0.29490</u> | <u>0.15777</u> | <u>0.48092</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**Cash flow statement****For the six-month period ended 30 September 2016**

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|---|--|-------------|--------------------------------------|-------------|
| | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> |
| Cash flows from operating activities | | | | |
| Profit before tax | 1,535,157 | 4,783,958 | 1,868,194 | 6,576,008 |
| Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities: | | | | |
| Depreciation and amortisation | 261,562 | 213,882 | 39,453 | 40,990 |
| Unrealised loss on exchange | 2,832 | 115,840 | 829 | 105,599 |
| Share of loss from investments in joint ventures | 160,694 | 174,791 | - | - |
| Share of profit from investments in associates | (369,377) | (325,591) | - | - |
| Unearned revenue recognition | (18,492) | (18,492) | - | - |
| Provision for long-term employee benefits | 25,257 | 22,380 | 3,948 | 2,964 |
| Amortisation of premium on cross currency swap agreements | (438) | (8,256) | (438) | (8,256) |
| Allowance for doubtful debts (reversal) | (12,533) | 8,206 | (1,162) | (6,720) |
| Gain on reversal of creditors per rehabilitation plan | (174,432) | (95,568) | (201,337) | (95,568) |
| Gain on sales of investments | (69,590) | (152,764) | (199,111) | (50,404) |
| Gain on swap of investments | - | (3,458,510) | - | (4,714,767) |
| Gain on change in status of investment | (207,438) | - | - | - |
| Allowance for impairment loss of assets | 2,635 | - | - | - |
| Unrealised loss (gain) on changes in value of current investments in trading securities | 3,801 | (22,863) | 17,498 | 7,406 |
| Provision for maintenance or restoration of infrastructure | 31,981 | 31,194 | - | - |
| Provision for revenues being lower than the minimum guaranteed amounts | 28,230 | 136,600 | - | - |
| Reversal of provision for terminating agreements | - | (94,383) | - | - |
| Gain on sales of assets | (1,050) | (56,261) | (2,150) | (10) |
| Dividend income | (141,109) | (118,874) | (1,686,670) | (2,008,454) |
| Share-based payment transaction | 5,169 | 5,315 | 1,039 | 886 |
| Allowance for impairment loss of other long-term investment | 7,891 | - | - | - |
| Interest income | (344,591) | (229,579) | (292,044) | (52,154) |
| Interest expenses | 175,532 | 145,706 | 264,761 | 108,178 |
| Profit (loss) from operating activities before changes in operating assets and liabilities | 901,691 | 1,056,731 | (187,190) | (94,302) |

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 six-month period ended 30 September 2016**

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|---|--|------------------|--------------------------------------|------------------|
| | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> |
| Decrease (increase) in operating assets | | | | |
| Bank account for advance from cardholders | (36,179) | (32,563) | - | - |
| Trade and other receivables | 238,755 | 324,252 | (20,564) | 29,602 |
| Receivable under concession agreement | 46,987 | 45,813 | - | - |
| Receivable under finance lease agreement | 14,604 | 13,766 | - | - |
| Unbilled receivables | (64,789) | 3,186 | - | - |
| Spare parts | (2,949) | (242) | - | - |
| Real estate development costs | (219,930) | 148,103 | (219,930) | 15,099 |
| Advances to contractors | (800,104) | 2,550 | 7,320 | 3,473 |
| Advance for acquisition of asset | (1,229,717) | - | - | - |
| Other current assets | (68,379) | 134,751 | (3,194) | (2,945) |
| Other non-current assets | (262,091) | (23,555) | 426 | (1,863) |
| Increase (decrease) in operating liabilities | | | | |
| Trade and other payables | (206,090) | (312,049) | (60,202) | (156,164) |
| Advance from cardholders | 35,563 | 32,458 | - | - |
| Retention payable | (8,865) | (512) | 6,771 | (8,834) |
| Unearned revenues | (32,048) | 27,512 | - | - |
| Fare box revenues awaiting transfer | (2,958) | 8,354 | - | - |
| Provision for long-term employee benefits | (11,561) | (1,576) | (4,398) | 14,863 |
| Provisions | (33,708) | (44,885) | - | - |
| Other current liabilities | <u>2,038</u> | <u>(10,656)</u> | <u>(12,604)</u> | <u>(1,143)</u> |
| Cash from (used in) operating activities | (1,739,730) | 1,371,438 | (493,565) | (202,214) |
| Cash paid for interest expenses | (69,938) | (102,557) | (58,575) | (51,184) |
| Cash paid for corporate income tax | <u>(368,613)</u> | <u>(550,821)</u> | <u>(5,784)</u> | <u>(27,013)</u> |
| Net cash from (used in) operating activities | <u>(2,178,281)</u> | <u>718,060</u> | <u>(557,924)</u> | <u>(280,411)</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**Cash flow statement (continued)****For the six-month period ended 30 September 2016**

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|---|--|--------------------|--------------------------------------|--------------------|
| | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> |
| Cash flows from investing activities | | | | |
| Decrease (increase) in current investments | 1,733,250 | (771,096) | (292,251) | 169,149 |
| Decrease in restricted deposits | 1,154,114 | - | 1,153,680 | - |
| Increase in short-term loans to related parties | (5,498) | - | - | (51,200) |
| Cash received from repayment of short-term loans to related parties | - | - | - | 41,200 |
| Increase in loans to related parties | (5,950,278) | (1,374,000) | (14,450,910) | (1,363,914) |
| Cash received from repayment of loan to related parties | 4,494,700 | 636,468 | 12,369,960 | 649,768 |
| Interest income | 419,395 | 263,949 | 368,258 | 45,292 |
| Dividend received | 870,294 | 739,658 | 1,701,985 | 2,001,461 |
| Net cash from sale of investment in subsidiaries | - | (37,132) | - | - |
| Cash received from sales of investments in subsidiaries | - | - | 1,479,927 | - |
| Cash paid for purchases of other long-term investments | (1,159,898) | (3,872,807) | (1,150,829) | (3,408,965) |
| Cash received from sales of other long-term investments | 174,569 | 2,403,378 | 106,137 | 2,403,378 |
| Cash received from return of capital of subsidiary and associate | 123,456 | 92,592 | 123,456 | 593,592 |
| Cash paid for purchases of investments in subsidiaries | (294,509) | - | (113,893) | (1,669,765) |
| Cash paid for purchases of investments in joint ventures | (951,705) | (350,000) | - | (350,000) |
| Cash received from sale of investment in a joint venture | - | 19,375 | - | - |
| Cash paid for purchases of investments in associates | (80,000) | (100,000) | - | - |
| Advance paid for purchase of land | (28,398) | (46,569) | (28,398) | (46,569) |
| Cash paid for purchase of land and projects awaiting development | (122,507) | (4,909) | - | - |
| Cash paid for purchases of equipment | (415,665) | (183,406) | (21,643) | (15,460) |
| Cash received from sales of equipment | 576 | 30,475 | - | 10 |
| Cash paid for purchases of investment properties | - | - | (57,826) | (42,826) |
| Cash received from sales of investment properties | 12,978 | - | 12,978 | - |
| Cash paid for purchases of intangible assets | (32,297) | (18,943) | (17) | (37) |
| Increase in rights of claim from acquisition of debts per rehabilitation plan | - | (51,482) | - | - |
| Net cash from (used in) investing activities | (57,423) | (2,624,449) | 1,200,614 | (1,044,886) |

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 six-month period ended 30 September 2016**

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|---|--|--------------------|--------------------------------------|------------------|
| | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> |
| Cash flows from financing activities | | | | |
| Increase in short-term loans from financial institutions | 2,320,000 | 200,000 | 1,040,000 | - |
| Cash paid for short-term loans from financial institutions | (4,750,000) | (200,000) | (4,550,000) | - |
| Increase in bills of exchange payables | 16,280,968 | - | 16,280,968 | - |
| Cash paid for bills of exchange payables | (6,240,000) | - | (6,240,000) | - |
| Cash paid for long-term loans from financial institutions | (1,176,270) | (12,000) | (1,056,600) | - |
| Increase in short-term loans from related parties | 3,500 | 13,200 | - | 11,893,500 |
| Cash paid for short-term loans from related parties | - | (13,200) | (1,429,500) | (7,334,000) |
| Cash received from exercised warrants | 27,152 | 46,458 | 27,152 | 46,458 |
| Cash paid for long-term debentures | (1,348,450) | (1,468,900) | - | - |
| Dividend paid | (4,011,306) | (3,546,628) | (4,011,306) | (3,546,628) |
| Dividend paid by subsidiaries to non-controlling interests of subsidiaries | (189,035) | (71,408) | - | - |
| Cash paid for purchases of investments in subsidiaries | (32,983) | (1,543,181) | - | - |
| Cash received from sales of investment in subsidiary | 1,479,927 | - | - | - |
| Cash received from non-controlling interests of subsidiary for exercised warrants | 77 | - | - | - |
| Cash received from non-controlling interests of subsidiaries for issuance of ordinary shares of subsidiaries | 20,090 | 30,740 | - | - |
| Share subscriptions received in advance of the subsidiary by non-controlling interests of the subsidiary | 10,000 | - | - | - |
| Cash paid for liability awaiting final court order | - | (166,847) | - | (166,847) |
| Net cash from (used in) financing activities | <u>2,393,670</u> | <u>(6,731,766)</u> | <u>60,714</u> | <u>892,483</u> |
| Increase (decrease) in translation adjustment | 1,606 | (342) | - | - |
| Net increase (decrease) in cash and cash equivalents | <u>159,572</u> | <u>(8,638,497)</u> | <u>703,404</u> | <u>(432,814)</u> |
| Cash and cash equivalents at beginning of the period | 2,364,654 | 10,111,920 | 381,354 | 605,765 |
| Cash and cash equivalents classified as assets held for sale at beginning of the period | - | 67,820 | - | - |
| Cash and cash equivalents classified as assets held for sale at ending of the period | - | (41,659) | - | - |
| Cash and cash equivalents at end of the period | <u>2,524,226</u> | <u>1,499,584</u> | <u>1,084,758</u> | <u>172,951</u> |
| | - | - | - | - |
| Supplemental cash flow information | | | | |
| Non-cash transactions | | | | |
| Transfer equipment to intangible assets | 15,591 | 19,571 | 267 | 51 |
| Payable of acquisition of equipment | 131,658 | 29,950 | - | 3,137 |
| Receivable from sales of equipment | - | 57,991 | - | - |
| Payable of acquisition of investment properties | - | - | 2,448 | 3,384 |
| Payable of acquisition of investments | 13,415 | 14,962 | 13,415 | 14,962 |
| Receivable from sales of investments | 24,437 | 23,118 | 24,437 | 23,118 |
| Transfer other long-term investments to current investments | - | 1,037,878 | - | 7,850 |
| Increase in investment in associate from swap of investments in subsidiaries | - | 9,468,845 | - | 9,468,845 |
| Transfer short-term loans to long-term loans from financial institutions | 300,000 | - | - | - |
| Transfer long-term loans to related parties and interest receivables to investments in subsidiaries | - | - | - | 2,853,977 |
| Settle return of capital of joint venture with long-term loan to related party | 137,500 | - | - | - |

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 six-month period ended 30 September 2016

(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 subscriptions received in advance | Deficit on business combination under common control | Surplus from the change in the ownership interests in subsidiaries | Surplus on sales of warrants of the subsidiary | Retained earnings | | | Other comprehensive income | | | | Surplus on debenture conversion | Capital reserve on consolidation | Share premium on sales of company's shares held by subsidiaries | Capital reserve for share-based payment transaction | Total other components of shareholders' equity | Amount recognised in equities relating to assets classified as held for sale | Total equity attributable to owners of the Company | Equity attributable to non-controlling interests of the subsidiaries | Total | | |
| | | | | | | Treasury shares | Statutory reserve | Treasury share reserve | Unappropriated | Translation adjustment | Revaluation surplus on assets | Deficit on changes in value of investments | | | | | | | | | | | |
| Balance as at 1 April 2015 | 47,677,001 | 1,807,591 | - | (3,371,978) | 1,353,172 | 494,317 | (925,480) | 1,835,983 | 925,480 | (2,286,690) | (121,419) | 1,797,101 | (440,969) | 1,356,597 | 2,685 | 8,526 | 36,870 | 2,639,391 | 579,587 | 50,728,374 | 1,284,103 | 52,012,477 | |
| Profit for the period | - | - | - | - | - | - | - | - | - | 3,490,145 | - | - | - | - | - | - | - | - | - | 3,490,145 | 141,513 | 3,631,658 | |
| Other comprehensive income for the period | - | - | - | - | - | - | - | - | - | - | (342) | - | (544,963) | - | - | - | - | - | (545,305) | - | 3,328 | (541,977) | |
| Total comprehensive income for the period | - | - | - | - | - | - | - | - | - | 3,490,145 | (342) | - | (544,963) | - | - | - | - | - | (545,305) | - | 2,944,840 | 144,841 | 3,089,681 |
| Exercised warrants | 19,313 | 17,221 | 22,269 | - | - | - | - | - | - | - | - | - | - | - | - | - | (12,345) | (12,345) | - | 46,458 | - | 46,458 | |
| Purchases of investments in subsidiaries | - | - | - | - | (1,418,673) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | (1,418,673) | (124,508) | (1,543,181) | |
| Sale of investment in subsidiary with loss of control | - | - | - | - | - | - | - | - | - | 579,587 | - | - | - | - | - | - | - | - | (579,587) | - | - | - | |
| Issuance of ordinary shares of subsidiaries | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | 30,740 | 30,740 | |
| Dividend paid by subsidiaries to non-controlling interests of the subsidiaries | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | (77,744) | (77,744) | |
| Dividend paid (Note 27) | - | - | - | - | - | - | - | - | - | (3,547,557) | - | - | - | - | - | - | - | - | - | (3,547,557) | - | (3,547,557) | |
| Share-based payment transaction | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | 5,315 | 5,315 | - | 5,315 | - | 5,315 | |
| Balance as at 30 September 2015 | 47,696,314 | 1,824,812 | 22,269 | (3,371,978) | (65,501) | 494,317 | (925,480) | 1,835,983 | 925,480 | (1,764,515) | (121,761) | 1,797,101 | (985,932) | 1,356,597 | 2,685 | 8,526 | 29,840 | 2,087,056 | - | 48,758,757 | 1,257,432 | 50,016,189 | |
| Balance as at 1 April 2016 | 47,717,397 | 1,834,603 | - | (3,371,978) | (59,587) | 494,317 | (925,480) | 2,163,731 | 925,480 | (5,508,518) | (121,698) | 1,797,101 | (881,050) | 1,356,597 | 2,685 | 8,526 | 25,223 | 2,187,384 | - | 45,457,349 | 1,459,544 | 46,916,893 | |
| Profit for the period | - | - | - | - | - | - | - | - | - | 1,096,190 | - | - | - | - | - | - | - | - | - | 1,096,190 | 156,158 | 1,252,348 | |
| Other comprehensive income for the period | - | - | - | - | - | - | - | - | - | - | 140 | - | (97,014) | - | - | - | - | - | (96,874) | 155 | (96,719) | | |
| Total comprehensive income for the period | - | - | - | - | - | - | - | - | - | 1,096,190 | 140 | - | (97,014) | - | - | - | - | - | (96,874) | 999,316 | 156,313 | 1,155,629 | |
| Exercised warrants (Note 21) | 22,120 | 18,519 | - | - | - | - | - | - | - | - | - | - | - | - | - | - | (13,488) | (13,488) | - | 27,151 | - | 27,151 | |
| Purchases of investments in subsidiaries (Note 6.2.1) | - | - | - | - | (30,848) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | (30,848) | (2,135) | (32,983) | |
| Sale of investment in subsidiary with no loss of control (Note 6.2.1) | - | - | - | - | 1,387,208 | - | - | - | - | - | - | - | - | - | - | - | - | - | - | 1,387,208 | 92,719 | 1,479,927 | |
| Exercised warrants of the subsidiary by non-controlling interests of the subsidiary | - | - | - | - | 77 | - | - | - | - | - | - | - | - | - | - | - | - | - | - | 77 | - | 77 | |
| Issuance of ordinary shares of subsidiary | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | 20,090 | 20,090 | |
| Share subscriptions received in advance of the subsidiary | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | 10,000 | 10,000 | |
| Increase in non-controlling interests of the subsidiary as a result of change in status of investment (Note 6.2.2) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | 611,999 | 611,999 | |
| Dividend paid by subsidiaries to non-controlling interests of the subsidiaries | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | (192,990) | (192,990) | |
| Dividend paid (Note 27) | - | - | - | - | - | - | - | - | - | (4,024,466) | - | - | - | - | - | - | - | - | - | (4,024,466) | - | (4,024,466) | |
| Share-based payment transaction | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | 5,169 | 5,169 | - | 5,169 | - | 5,169 | |
| Balance as at 30 September 2016 | 47,739,517 | 1,853,122 | - | (3,371,978) | 1,298,850 | 494,317 | (925,480) | 2,163,731 | 925,480 | (8,436,704) | (121,558) | 1,797,101 | (978,064) | 1,356,597 | 2,685 | 8,526 | 16,904 | 2,082,191 | - | 43,820,956 | 2,155,540 | 45,976,496 | |

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 (continued)

For the six-month period ended 30 September 2016

(Unit: Thousand Baht)

| | Separate financial statements | | | | | | | | | | | | | | | | |
|--|-------------------------------|------------|-------------------|-----------------------|---------------------------|------------------------|----------------------|-------------------|----------------|----------------|----------------------------|----------------------------|---------------------|-------------------|-------------------------|-------------|------------|
| | | | | | | | | | | | | Other components of equity | | | | | |
| | Share subscriptions | | Deficit on | Surplus on | Adjustment of asset value | | | Retained earnings | | | Other comprehensive income | | Capital reserve for | Total other | Amount recognised | Total | |
| | Issued and paid-up | Share | business | swap of investments | Surplus from business | as a result of | Treasury | Appropriated | Treasury share | Unappropriated | Deficit on | Surplus on | share-based | components of | in equities relating to | | |
| share capital | premium | received | combination under | in subsidiaries under | restructuring under | business restructuring | reserve | reserve | reserve | changes in | debtenture | payment | shareholders' | assets classified | | | |
| | | in advance | common control | common control | common control | under common control | value of investments | conversion | transaction | equity | as held for sale | equity | | | | | |
| Balance as at 1 April 2015 | 47,677,001 | 1,807,591 | - | (3,715,435) | 325,065 | - | (925,480) | 1,835,983 | 925,480 | 14,262,722 | (366,468) | 1,356,597 | 36,870 | 1,006,999 | (75,000) | 63,124,926 | |
| Profit for the period | - | - | - | - | - | - | - | - | - | 5,691,732 | - | - | - | - | - | 5,691,732 | |
| Other comprehensive income for the period | - | - | - | - | - | - | - | - | - | - | (672,673) | - | - | (672,673) | - | (672,673) | |
| Total comprehensive income for the period | - | - | - | - | - | - | - | - | - | 5,691,732 | (672,673) | - | - | (672,673) | - | 5,019,059 | |
| Exercised warrants | 19,313 | 17,221 | 22,269 | - | - | - | - | - | - | - | - | - | (12,345) | (12,345) | - | 46,458 | |
| Sale of investment in subsidiary | - | - | - | - | - | - | - | - | - | - | - | - | - | - | 75,000 | 75,000 | |
| Dividend paid (Note 27) | - | - | - | - | - | - | - | - | - | (3,547,557) | - | - | - | - | - | (3,547,557) | |
| Share-based payment transaction | - | - | - | - | - | - | - | - | - | - | - | - | 5,315 | 5,315 | - | 5,315 | |
| Reclassify as amount recognised in equities relating to assets classified as held for sale | - | - | - | - | (325,065) | - | - | - | - | - | - | - | - | - | 325,065 | - | |
| Balance as at 30 September 2015 | 47,696,314 | 1,824,812 | 22,269 | (3,715,435) | - | - | (925,480) | 1,835,983 | 925,480 | 16,406,897 | (1,059,141) | 1,356,597 | 29,840 | 327,296 | 325,065 | 64,723,201 | |
| Balance as at 1 April 2016 | 47,717,397 | 1,834,603 | - | (3,715,435) | - | 656,734 | (479,140) | (925,480) | 2,163,731 | 925,480 | 13,229,896 | (893,350) | 1,356,597 | 25,223 | 488,470 | - | 61,896,256 |
| Profit for the period | - | - | - | - | - | - | - | - | - | - | 1,868,121 | - | - | - | - | 1,868,121 | |
| Other comprehensive income for the period | - | - | - | - | - | - | - | - | - | - | (59,450) | - | - | (59,450) | - | (59,450) | |
| Total comprehensive income for the period | - | - | - | - | - | - | - | - | - | - | 1,868,121 | (59,450) | - | (59,450) | - | 1,808,671 | |
| Exercised warrants (Note 21) | 22,120 | 18,519 | - | - | - | - | - | - | - | - | - | - | (13,488) | (13,488) | - | 27,151 | |
| Sale of investment in subsidiary | - | - | - | 57,006 | - | - | - | - | - | - | - | - | - | - | - | 57,006 | |
| Dividend paid (Note 27) | - | - | - | - | - | - | - | - | - | (4,024,466) | - | - | - | - | - | (4,024,466) | |
| Share-based payment transaction | - | - | - | - | - | - | - | - | - | - | - | - | 5,169 | 5,169 | - | 5,169 | |
| Balance as at 30 September 2016 | 47,739,517 | 1,853,122 | - | (3,658,429) | - | 656,734 | (479,140) | (925,480) | 2,163,731 | 925,480 | 11,073,551 | (952,800) | 1,356,597 | 16,904 | 420,701 | - | 59,769,787 |

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 six-month periods ended 30 September 2016

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 mass transit business, property business, media business and service business. The registered office of the Company is at 21 Soi Choei Phuang, Viphavadi-Rangsit Road, Jompol, Jatujak, Bangkok.

1.2 Basis for preparation of interim financial statements

These interim financial statements are prepared in accordance with Thai Accounting Standard No. 34 (revised 2015) "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 interim financial statements include the financial statements of BTS Group Holdings Public Company Limited and its subsidiaries and have been prepared on the same basis as that applied for the consolidated financial statements for the year ended 31 March 2016. However, during the period, there were changes in the composition of the Group, as follows:

(Unaudited but reviewed)

- a) As discussed in Note 6.1.2 to the interim financial statements, on 8 April 2016, the Company established KMJ 2016 Company Limited to engage in restaurant, food and beverage businesses, with a registered share capital of Baht 41 million (410,000 ordinary shares with a par value of Baht 100 each), with the Company to hold a 51% interest.
- b) As discussed in Note 6.1.3 to the interim financial statements, on 18 May 2016, the Company established Man Food Products Company Limited to engage in producing and selling food, with a registered share capital of Baht 100 million (1,000,000 ordinary shares with a par value of Baht 100 each), with the Company to hold a 100% interest.
- c) As discussed in Note 6.2.2 to the interim financial statements, on 31 May 2016, a subsidiary (VGI Global Media Public Company Limited) acquired 375 million additional ordinary shares of Master Ad Public Company Limited (“MACO”), or 12.46% of all issued shares of MACO, from existing shareholders. Following the acquisition, combined with the 750,967,400 shares of MACO already held by the subsidiary, the subsidiary holds 1,125,967,400 shares of MACO, or 37.42% of all issued shares. Consequently, the subsidiary has rights, or is exposed, to variable returns from its involvement with MACO, and it has the ability to direct the activities that affect the amount of its returns; therefore, it is deemed to have control over MACO and MACO has been fully consolidated since 31 May 2016, which was the date on which the subsidiary obtained control.

1.4 New financial reporting standards

During the period, the Company and its subsidiaries have adopted the revised and new financial reporting standards and accounting treatment guidance issued by the Federation of Accounting Professions which became effective for fiscal years beginning on or after 1 January 2016 (beginning on or after 1 April 2016 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 standards. The adoption of these financial reporting standards did not have any significant impact on the financial statements of the Company and its subsidiaries.

(Unaudited but reviewed)

2. 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 30 September | | | | Pricing policy |
|---|--|----------------------|----------------------|----------------------|------------------------------|
| | Consolidated | | Separate | | |
| | financial statements | financial statements | financial statements | financial statements | |
| | 2016 | 2015 | 2016 | 2015 | |
| <u>Transactions with subsidiaries</u> | | | | | |
| (Eliminated from the consolidated financial statements) | | | | | |
| Interest income | - | - | 91 | 3 | At cost of funds plus margin |
| Management income | - | - | 12 | 12 | Contract price |
| Utility income | - | - | 2 | 3 | Contract price |
| Revenue from guarantee | - | - | 14 | 14 | Contract price |
| Rental income | - | - | 15 | 12 | Contract price |
| Dividend income | - | - | 871 | 1,294 | Announced rate |
| Purchases of fixed assets and investment properties | - | - | - | 16 | Contract price |
| Return of capital | - | - | - | 501 | Announced rate |
| Management fee | - | - | 1 | 2 | Contract price |
| Consultant fee | - | - | 4 | - | Contract price |
| Rental expenses | - | - | 3 | 2 | Contract price |
| Interest expenses | - | - | 90 | 63 | At cost of funds plus margin |
| <u>Transactions with jointly controlled entities and associates</u> | | | | | |
| Interest income | 92 | 12 | - | 12 | At cost of funds plus margin |
| Service income | 26 | 20 | - | - | Contract price |
| Management income | 1 | - | - | - | Contract price |
| Rental income | 2 | - | - | - | Contract price |
| Dividend income | 368 | 352 | 365 | 338 | Announced rate |
| Management fee | 8 | 8 | - | 5 | Contract price |
| Special business tax paid | 22 | 14 | - | - | Mutual agreement |
| Net fare box revenues transferred | 1,105 | 1,152 | - | - | Mutual agreement |
| <u>Transactions with related parties</u> | | | | | |
| Interest income | 1 | 1 | 36 | - | At cost of funds plus margin |
| Service income | 7 | 6 | - | - | Contract price |
| Revenue sharing paid | - | 5 | - | - | Contract price |
| Purchases of fixed assets | 3 | 8 | - | - | Contract price |
| Management fee | 2 | 2 | 5 | - | Contract price |
| Rental expenses | 2 | 1 | - | - | Contract price |

(Unaudited but reviewed)

(Unit: Million Baht)

| | For the six-month periods ended 30 September | | | | Pricing policy |
|---|--|----------------------|----------------------|----------------------|------------------------------|
| | Consolidated | | Separate | | |
| | financial statements | financial statements | financial statements | financial statements | |
| | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> | |
| <u>Transactions with subsidiaries</u> | | | | | |
| (Eliminated from the consolidated financial statements) | | | | | |
| Interest income | - | - | 145 | 7 | At cost of funds plus margin |
| Management income | - | - | 24 | 24 | Contract price |
| Utility income | - | - | 6 | 5 | Contract price |
| Revenue from guarantee | - | - | 27 | 28 | Contract price |
| Rental income | - | - | 28 | 24 | Contract price |
| Dividend income | - | - | 871 | 1,294 | Announced rate |
| Purchases of fixed assets and investment properties | | | | | |
| Return of capital | - | - | - | 501 | Announced rate |
| Management fee | - | - | 3 | 4 | Contract price |
| Consultant fee | - | - | 13 | - | Contract price |
| Rental expenses | - | - | 6 | 6 | Contract price |
| Interest expenses | - | - | 181 | 108 | At cost of funds plus margin |
| <u>Transactions with jointly controlled entities and associates</u> | | | | | |
| Interest income | 175 | 18 | - | 18 | At cost of funds plus margin |
| Service income | 48 | 48 | - | - | Contract price |
| Management income | 5 | - | - | - | Contract price |
| Rental income | 3 | - | - | - | Contract price |
| Dividend income | 726 | 628 | 687 | 604 | Announced rate |
| Return of capital | 261 | 93 | 123 | 93 | Announced rate |
| Management fee | 16 | 15 | - | 9 | Contract price |
| Special business tax paid | 30 | 26 | - | - | Mutual agreement |
| Net fare box revenues transferred | 2,260 | 2,256 | - | - | Mutual agreement |
| <u>Transactions with related parties</u> | | | | | |
| Interest income | 2 | 1 | 98 | - | At cost of funds plus margin |
| Service income | 13 | 8 | - | - | Contract price |
| Revenue from installation service for system work | | | | | |
| Revenue sharing paid | - | 5 | - | - | Contract price |
| Purchase of fixed assets | 7 | 15 | - | - | Contract price |
| Management fee | 5 | 5 | 9 | - | Contract price |
| Rental expenses | 3 | 2 | - | - | Contract price |

(Unaudited but reviewed)

As at 30 September 2016 and 31 March 2016, the balances of the accounts between the Company and those related parties are as follows:

(Unit: Thousand Baht)

| | Consolidated | | Separate | |
|---|----------------------|----------------------|----------------------|----------------------|
| | financial statements | financial statements | financial statements | financial statements |
| | 30 September | 31 March | 30 September | 31 March |
| | 2016 | 2016 | 2016 | 2016 |
| | | (Audited) | | (Audited) |
| <u>Trade and other receivables - related parties (Note 4)</u> | | | | |
| Subsidiary companies | - | - | 103,932 | 50,714 |
| Jointly controlled entities and associated companies | 123,712 | 160,604 | - | - |
| Related companies (held by subsidiary/associated companies/shareholders of related companies) | 19,146 | 2,643 | 6,712 | 101,156 |
| Total trade and other receivables - related parties | <u>142,858</u> | <u>163,247</u> | <u>110,644</u> | <u>151,870</u> |
| <u>Advance to contractor - related party</u> | | | | |
| Subsidiary company | - | - | - | 3,186 |
| Total advance to contractor - related party | <u>-</u> | <u>-</u> | <u>-</u> | <u>3,186</u> |
| <u>Unbilled receivables - related party</u> | | | | |
| Related company (shareholder of subsidiary) | 19,732 | 28,243 | - | - |
| Total unbilled receivables - related party | <u>19,732</u> | <u>28,243</u> | <u>-</u> | <u>-</u> |
| <u>Accrued income - related parties</u> | | | | |
| Jointly controlled entities and associated companies | 468,691 | 447,723 | - | - |
| Related companies (shareholders of related companies) | 13,568 | 14 | - | - |
| Total accrued income - related parties | <u>482,259</u> | <u>447,737</u> | <u>-</u> | <u>-</u> |
| <u>Prepaid expenses - related parties</u> | | | | |
| Associated company | 12,119 | - | - | - |
| Related company (shareholder of subsidiary) | 2,830 | - | - | - |
| Total prepaid expenses - related parties | <u>14,949</u> | <u>-</u> | <u>-</u> | <u>-</u> |
| <u>Refundable deposit - related parties</u> | | | | |
| Subsidiary company | - | - | 3,082 | 3,112 |
| Related company (held by associated company) | 1,000 | 1,000 | - | - |
| Total refundable deposit - related parties | <u>1,000</u> | <u>1,000</u> | <u>3,082</u> | <u>3,112</u> |
| <u>Investments in debt securities - related parties</u> | | | | |
| Jointly controlled entities | 975,779 | 497,405 | 975,779 | 497,405 |
| Total investments in debt securities - related parties | <u>975,779</u> | <u>497,405</u> | <u>975,779</u> | <u>497,405</u> |

(Unaudited but reviewed)

(Unit: Thousand Baht)

| | Consolidated | | Separate | |
|--|----------------------|-----------|----------------------|-----------|
| | financial statements | | financial statements | |
| | 30 September | 31 March | 30 September | 31 March |
| | 2016 | 2016 | 2016 | 2016 |
| | | (Audited) | | (Audited) |
| <u>Trade and other payables - related parties (Note 13)</u> | | | | |
| Subsidiary companies | - | - | 426,966 | 316,941 |
| Associated companies | 1,337 | 274 | - | - |
| Related companies (held by associated company/shareholders of related companies) | 21,886 | 25,383 | 410 | 1,168 |
| Total trade and other payables - related parties | 23,223 | 25,657 | 427,376 | 318,109 |
| <u>Unearned revenue - related party</u> | | | | |
| Associated company | 495,658 | 504,854 | - | - |
| Total unearned revenue - related party | 495,658 | 504,854 | - | - |
| <u>Deposit payable - related parties</u> | | | | |
| Subsidiary company | - | - | 2,271 | 2,097 |
| Associated company | 1,029 | 1,029 | - | - |
| Total deposit payable - related parties | 1,029 | 1,029 | 2,271 | 2,097 |
| <u>Retention payable - related parties</u> | | | | |
| Subsidiary company | - | - | 16,304 | 13,017 |
| Related company (shareholder of related company) | 6,255 | 16,679 | - | - |
| Total retention payable - related parties | 6,255 | 16,679 | 16,304 | 13,017 |
| <u>Provision - related party (Note 20)</u> | | | | |
| Associated company | 1,186,534 | 1,171,299 | - | - |
| Total provision - related party | 1,186,534 | 1,171,299 | - | - |

Loans to related parties and loans from related parties

As at 30 September 2016 and 31 March 2016, the balances of loans between the Company and those related individual and parties and the movements are as follows:

(Unit: Thousand Baht)

| Short-term loans to related parties | Related by | Consolidated financial statements | | | |
|-------------------------------------|--------------------------|-----------------------------------|-------------------------------|-------------------------------|------------------------------------|
| | | Balance as at 31 March 2016 | Increase during the period | Decrease during the period | Balance as at 30 September 2016 |
| EGV Co., Ltd. | Related company | 4,018 | - | - | 4,018 |
| Eyeballs Channel SDN. BHD. | Associated company | - | 31,854 ⁽¹⁾ | - | 31,854 |
| Related individual | Director of subsidiaries | 14,318 | - | - | 14,318 |
| | | 18,336 | 31,854 | - | 50,190 |
| Less: Allowance for doubtful debt | | (4,018) | - | - | (4,018) |
| Net | | 14,318 | 31,854 | - | 46,172 |

⁽¹⁾ Increase from acquisition of subsidiary by Baht 28 million as discussed in Note 6.2.2 to the interim financial statements.

(Unaudited but reviewed)

(Unit: Thousand Baht)

| | | Separate financial statements | | | |
|------------------------------------|-----------------|-------------------------------|-------------------|-------------------|-------------------|
| | | Balance as at | Increase | Decrease | Balance as at |
| Short-term loan to related party | Related by | 31 March 2016 | during the period | during the period | 30 September 2016 |
| EGV Co., Ltd. | Related company | 4,018 | - | - | 4,018 |
| Less: Allowance for doubtful debts | | (4,018) | - | - | (4,018) |
| Net | | - | - | - | - |

(Unit: Thousand Baht)

| | | Consolidated financial statements | | | |
|--|---------------------------|-----------------------------------|-------------------|-------------------|-------------------|
| | | Balance as at | Increase | Decrease | Balance as at |
| Long-term loans to related parties | Related by | 31 March 2016 | during the period | during the period | 30 September 2016 |
| Hwa Kay Thai (Thailand) Co., Ltd. | Related company | 20,100 | - | (2,400) | 17,700 |
| Midas Global Media Co., Ltd. | Related company | 107,325 | - | - | 107,325 |
| BTS Sansiri Holding One Ltd. | Jointly controlled entity | 320,000 | 50,000 | (100,000) | 270,000 |
| BTS Sansiri Holding Two Ltd. | Jointly controlled entity | 126,688 | - | - | 126,688 |
| BTS Sansiri Holding Three Ltd. | Jointly controlled entity | 270,000 | 61,000 | (100,000) | 231,000 |
| BTS Sansiri Holding Four Ltd. | Jointly controlled entity | 222,000 | 315,000 | - | 537,000 |
| BTS Sansiri Holding Five Ltd. | Jointly controlled entity | 28,000 | - | - | 28,000 |
| BTS Sansiri Holding Six Ltd. | Jointly controlled entity | 450,000 | 300,000 | - | 750,000 |
| BTS Sansiri Holding Seven Ltd. | Jointly controlled entity | 5,000 | 105,000 | - | 110,000 |
| BTS Sansiri Holding Eight Ltd. | Jointly controlled entity | 209,000 | - | (30,000) | 179,000 |
| BTS Sansiri Holding Nine Ltd. | Jointly controlled entity | 36,000 | 75,000 | (111,000) | - |
| BTS Sansiri Holding Eleven Ltd. | Jointly controlled entity | 63,000 | 55,000 | - | 118,000 |
| BTS Sansiri Holding Twelve Ltd. | Jointly controlled entity | 174,000 | 101,000 | - | 275,000 |
| BTS Sansiri Holding Fourteen Ltd. | Jointly controlled entity | 10,000 | - | - | 10,000 |
| BTS Sansiri Holding Fifteen Ltd. | Jointly controlled entity | - | 250,000 | - | 250,000 |
| BTS Sansiri Holding Sixteen Ltd. | Jointly controlled entity | - | 510,000 | (250,000) | 260,000 |
| Nuvo Line Agency Co., Ltd. | Jointly controlled entity | 50,000 | 174,500 | - | 224,500 |
| ATS Rabbit Special Purpose Vehicle Co., Ltd. | Jointly controlled entity | 29,870 | 8,278 | - | 38,148 |
| Bayswater Co., Ltd. | Jointly controlled entity | 3,901,300 | 4,083,000 | (3,901,300) | 4,083,000 |
| | | 6,022,283 | 6,087,778 | (4,494,700) | 7,615,361 |
| Less: Allowance for doubtful debts | | (20,100) | - | 2,400 | (17,700) |
| | | 6,002,183 | 6,087,778 | (4,492,300) | 7,597,661 |
| Less: Current portion | | (53,662) | (26,832) | - | (80,494) |
| Net | | 5,948,521 | 6,060,946 | (4,492,300) | 7,517,167 |

(Unaudited but reviewed)

(Unit: Thousand Baht)

| | | Separate financial statements | | | |
|------------------------------------|---------------------------|--------------------------------|-------------------------------|-------------------------------|------------------------------------|
| Long-term loans to related parties | Related by | Balance as at 31 March 2016 | Increase during the period | Decrease during the period | Balance as at 30 September 2016 |
| Tanayong International Ltd. | Subsidiary company | 442,681 | - | (1,124) | 441,557 |
| Tanayong Hong Kong Ltd. | Subsidiary company | 3,818 | - | - | 3,818 |
| Unicom Enterprise Co., Ltd. | Subsidiary company | 6,082,309 | 14,450,910 | (8,468,660) | 12,064,559 |
| Rabbit Rewards Co., Ltd. | Subsidiary company | 326,500 | - | - | 326,500 |
| Bayswater Co., Ltd. | Jointly controlled entity | 3,901,300 | - | (3,901,300) | - |
| | | 10,756,608 | 14,450,910 | (12,371,084) | 12,836,434 |
| Less: Allowance for doubtful debts | | (922,100) | - | 1,124 | (920,976) |
| Net | | 9,834,508 | 14,450,910 | (12,369,960) | 11,915,458 |

(Unit: Thousand Baht)

| | | Consolidated financial statements | | | |
|------------------------------------|--------------------------------------|-----------------------------------|-------------------------------|-------------------------------|------------------------------------|
| Short-term loan from related party | Related by | Balance as at 31 March 2016 | Increase during the period | Decrease during the period | Balance as at 30 September 2016 |
| Intelition Co.,Ltd. | Shareholder of subsidiary company | - | 3,500 | - | 3,500 |
| Total | | - | 3,500 | - | 3,500 |

(Unit: Thousand Baht)

| | | Separate financial statements | | | |
|---------------------------------------|--------------------|--------------------------------|-------------------------------|-------------------------------|------------------------------------|
| Short-term loans from related parties | Related by | Balance as at 31 March 2016 | Increase during the period | Decrease during the period | Balance as at 30 September 2016 |
| Bangkok Mass Transit System Plc. | Subsidiary company | 17,929,500 | - | (1,429,500) | 16,500,000 |
| BSS Holdings Co., Ltd. | Subsidiary company | 104,000 | - | - | 104,000 |
| Total | | 18,033,500 | - | (1,429,500) | 16,604,000 |

(Unit: Thousand Baht)

| | | Consolidated financial statements | | | |
|-----------------------------------|--------------------------------------|-----------------------------------|-------------------------------|-------------------------------|------------------------------------|
| Long-term loan from related party | Related by | Balance as at 31 March 2016 | Increase during the period | Decrease during the period | Balance as at 30 September 2016 |
| Theory Ltd. | Shareholder of subsidiary company | 35,669 | - | - | 35,669 |
| Total (Current portion) | | 35,669 | - | - | 35,669 |

(Unaudited but reviewed)

The loans to related individual and parties and loans from related parties are not collateralised, except for the loan to Midas Global Media Co., Ltd., which is secured by assets and transfers of rights as stipulated in the agreement.

Directors' and managements' benefits

During the three-month and six-month periods ended 30 September 2016 and 2015, 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 30 September | | | |
|------------------------------|--|-------------|----------------------|-------------|
| | Consolidated | | Separate | |
| | financial statements | | financial statements | |
| | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> |
| Short-term employee benefits | 104 | 104 | 20 | 42 |
| Post-employment benefits | 5 | 7 | 1 | - |
| Share-based payment | 1 | 1 | - | - |
| Total | 110 | 112 | 21 | 42 |

(Unit: Million Baht)

| | For the six-month periods ended 30 September | | | |
|------------------------------|--|-------------|----------------------|-------------|
| | Consolidated | | Separate | |
| | financial statements | | financial statements | |
| | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> |
| Short-term employee benefits | 180 | 163 | 41 | 62 |
| Post-employment benefits | 10 | 14 | 2 | 1 |
| Share-based payment | 1 | 2 | - | - |
| Total | 191 | 179 | 43 | 63 |

Guarantee obligations with related parties

The Company and its subsidiary have outstanding guarantee obligations with its related parties, as described in Note 30.7 d) and e) to the interim financial statements.

(Unaudited but reviewed)

3. Current investments

(Unit: Thousand Baht)

| | Consolidated | | Separate | |
|---|----------------------|------------------|----------------------|----------------|
| | financial statements | | financial statements | |
| | 30 September | 31 March | 30 September | 31 March |
| | 2016 | 2016 | 2016 | 2016 |
| | | (Audited) | | (Audited) |
| Fixed deposits with maturity date due more than 3 months | 1,400,977 | 1,081,787 | - | - |
| Certificates of deposits with maturity date due more than 3 months | 527,770 | 697,907 | 406,695 | 589,761 |
| Held to maturity securities | | | | |
| Domestic private debt securities | 329,374 | 1,348,000 | 329,374 | - |
| Foreign private debt securities | - | 15,291 | - | 7,655 |
| | 329,374 | 1,363,291 | 329,374 | 7,655 |
| Investments in trading securities | | | | |
| Investments in fixed income funds | 173,840 | 891,963 | - | - |
| Domestic marketable equity securities | 315,417 | 255,249 | 315,417 | 255,249 |
| Derivative warrants | 129,983 | 129,983 | - | - |
| Government and state-owned enterprise bonds | 122,847 | 47,847 | 116,892 | - |
| Domestic private debt securities | 102,206 | 175,346 | - | - |
| | 844,293 | 1,500,388 | 432,309 | 255,249 |
| Allowance for change in value | 20,403 | 22,845 | (6,054) | 11,444 |
| | 864,696 | 1,523,233 | 426,255 | 266,693 |
| Total | 3,122,817 | 4,666,218 | 1,162,324 | 864,109 |

(Unaudited but reviewed)

The Company and its subsidiaries had sale and purchase transactions of investments in trading securities. The details were as follows:

(Unit: Million Baht)

For the three-month periods ended 30 September

| | Consolidated | | Separate | |
|--------------------------|----------------------|-------------|----------------------|-------------|
| | financial statements | | financial statements | |
| | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> |
| Purchases of investments | 4,311 | 5,724 | 2,734 | 634 |
| Sales of investments | 4,392 | 7,816 | 2,603 | 347 |

(Unit: Million Baht)

For the six-month periods ended 30 September

| | Consolidated | | Separate | |
|--------------------------|----------------------|-------------|----------------------|-------------|
| | financial statements | | financial statements | |
| | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> |
| Purchases of investments | 6,843 | 15,887 | 4,257 | 634 |
| Sales of investments | 7,500 | 11,144 | 4,080 | 347 |

The Company and its subsidiaries recognised gain on the sales of investments in trading securities in the profit or loss. The details were as follows:

(Unit: Million Baht)

For the three-month periods ended 30 September

| | Consolidated | | Separate | |
|---------------|----------------------|-------------|----------------------|-------------|
| | financial statements | | financial statements | |
| | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> |
| Gain on sales | 17 | 33 | 13 | - |

(Unit: Million Baht)

For the six-month periods ended 30 September

| | Consolidated | | Separate | |
|---------------|----------------------|-------------|----------------------|-------------|
| | financial statements | | financial statements | |
| | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> |
| Gain on sales | 48 | 39 | 38 | - |

(Unaudited but reviewed)

4. Trade and other receivables

| | (Unit: Thousand Baht) | | | |
|---|-----------------------|------------------|----------------------|------------------|
| | Consolidated | | Separate | |
| | financial statements | | financial statements | |
| | 30 September 2016 | 31 March 2016 | 30 September 2016 | 31 March 2016 |
| | | (Audited) | | (Audited) |
| <u>Trade receivables - related parties</u> | | | | |
| Not yet due | 6,900 | 2,514 | - | - |
| Past due | | | | |
| Up to 3 months | 8,654 | 413 | - | - |
| 3 - 6 months | 2,614 | - | - | - |
| Total trade receivables - related parties | 18,168 | 2,927 | - | - |
| <u>Trade receivables - unrelated parties</u> | | | | |
| Not yet due | 565,738 | 585,370 | - | - |
| Past due | | | | |
| Up to 3 months | 101,232 | 159,606 | - | - |
| 3 - 6 months | 4,271 | 27,926 | - | - |
| 6 - 12 months | 654 | 16,139 | - | - |
| Over 12 months | 63,380 | 63,808 | - | - |
| Total | 735,275 | 852,849 | - | - |
| Less: Allowance for doubtful debts | (59,237) | (59,054) | - | - |
| Total trade receivables - unrelated parties - net | 676,038 | 793,795 | - | - |
| Total trade receivables - net | 694,206 | 796,722 | - | - |
| <u>Other receivables</u> | | | | |
| Advances | 11,792 | 12,535 | 2,189 | 1,169 |
| Interest receivables - related parties | 55,389 | 110,777 | 75,071 | 142,951 |
| Interest receivables | 20,823 | 29,702 | 8,542 | 6,786 |
| Dividend receivables - related parties | 18,703 | 7,500 | 6,500 | 7,500 |
| Dividend receivables | - | 17,975 | - | 17,975 |
| Other receivables - related parties | 50,598 | 42,043 | 29,073 | 1,419 |
| Other receivables | 85,896 | 62,360 | 30,715 | 36,486 |
| Receivable from sales of investments | 24,437 | 1,177 | 24,437 | 1,177 |
| Total other receivables | 267,638 | 284,069 | 176,527 | 215,463 |
| Total trade and other receivables - net | 961,844 | 1,080,791 | 176,527 | 215,463 |

(Unaudited but reviewed)

5. Real estate development costs

| | (Unit: Thousand Baht) |
|--|---|
| | Consolidated and separate financial statements |
| Balance as at 1 April 2016 | 508,492 |
| Increase | 229,000 |
| Recognised in cost of sales of real estate | (9,070) |
| Balance as at 30 September 2016 | <u>728,422</u> |

6. Investments in subsidiaries

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

| Company's name | Paid-up capital | | Percentage owned by the Company | | Cost | | (Unit: Thousand Baht) | |
|--|-----------------|-----------|------------------------------------|----------|-------------------|-------------------|---|-----------|
| | 30 September | 31 March | 30 September | 31 March | 30 September | 31 March | Dividend income during the six-month periods ended | |
| | 2016 | 2016 | 2016 | 2016 | 2016 | 2016 | 30 September | |
| | (Audited) | | (Audited) | | (Audited) | | 2016 | 2015 |
| Bangkok Mass Transit System Public Co., Ltd. ("BTSC") | 4,016,783 | 4,016,783 | 97.46 | 97.46 | 29,937,253 | 29,937,253 | 782,969 | 1,252,751 |
| VGI Global Media Public Co., Ltd. (51% held by BTSC) | 686,433 | 686,432 | 19.40 | 23.30 | 6,554,052 | 7,850,276 | 87,729 | 39,159 |
| Tanayong International Ltd. | 25 | 25 | 100 | 100 | 25 | 25 | - | - |
| Tanayong Hong Kong Limited | 42 | 42 | 100 | 100 | 42 | 42 | - | - |
| Tanayong Property Management Co., Ltd. | - | - | - | - | - | - | - | 2,580 |
| Rabbit Rewards Co., Ltd. | 2,000 | 2,000 | 100 | 100 | 2,000 | 2,000 | - | - |
| Man Kitchen Co., Ltd. | 165,800 | 165,800 | 100 | 70 | 116,060 | 116,060 | - | - |
| Primary Kitchen Co., Ltd. | 93,844 | 93,844 | 100 | 100 | 93,844 | 93,844 | - | - |
| BSS Holdings Co., Ltd. | 1,200,000 | 1,200,000 | 100 | 100 | 1,200,000 | 1,200,000 | - | - |
| Unicorn Enterprise Co., Ltd. | 10,000 | 10,000 | 100 | 100 | 10,000 | 10,000 | - | - |
| KMJ 2016 Co., Ltd. | 41,000 | - | 51 | - | 20,910 | - | - | - |
| Man Food Products Co., Ltd. | 60,000 | - | 100 | - | 60,000 | - | - | - |
| Total | | | | | 37,994,186 | 39,209,500 | | |
| Less: Surplus on business combination under common control | | | | | (3,658,429) | (3,715,435) | | |
| | | | | | 34,335,757 | 35,494,065 | | |
| Less: Provision for loss on diminution in value | | | | | (66) | (66) | | |
| Net | | | | | <u>34,335,691</u> | <u>35,493,999</u> | | |

6.1 Subsidiaries directly owned by the Company

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

On 8 July 2016, the Annual General Meeting of BTSC’s shareholders passed a resolution to approve of dividends of Baht 1,446 million in respect of its operating results for the year ended 31 March 2016. BTSC has paid interim dividend totaling approximately Baht 643 million. The outstanding dividend of Baht 803 million (at a rate of Baht 0.05 per share) will be paid to the shareholders. On 15 July 2016, BTSC already paid the dividend to its shareholders (Baht 783 million paid to the Company).

All of BTSC’s ordinary shares (excluding the ordinary shares of VGI Global Media Public Company Limited and Bangkok Smartcard System Company Limited held by BTSC, benefits and rights on an Operating and Maintenance of Bangkok Mass Transit System Agreement and an Operating and Bus Procurement (BRT) Agreement stipulated the Net Revenue Purchase and Transfer Agreement of the Core BTS Sky Train System) have been pledged with BTS Rail Mass Transit Growth Infrastructure Fund to secure its obligations under the Sponsor Support and Guarantee Agreement.

6.1.2 KMJ 2016 Company Limited

On 8 April 2016, the Company established KMJ 2016 Company Limited to engage in restaurant, food and beverage businesses, with a registered share capital of Baht 41 million (410,000 ordinary shares with a par value of Baht 100 each), with the Company to hold a 51% interest. This company registered its incorporation on 8 April 2016.

6.1.3 Man Food Products Company Limited

On 18 May 2016, the Company established Man Food Products Company Limited to engage in producing and selling food, with a registered share capital of Baht 100 million (1,000,000 ordinary shares with a par value of Baht 100 each) (60% called up), with the Company to hold a 100% interest. This company registered its incorporation on 18 May 2016.

6.2 Subsidiaries indirectly owned by the Company

6.2.1 VGI Global Media Public Company Limited (“VGI” or “a subsidiary”)

Dividends

On 5 July 2016, the Annual General Meeting of VGI’s shareholders passed a resolution to approve payment of dividend of Baht 755 million in respect of its operating results for the year ended 31 March 2016. The subsidiary has paid interim dividend totaling approximately Baht 343 million. The outstanding dividend of Baht 412 million (at a rate of Baht 0.06 per share) will be paid to its shareholders. VGI paid the dividend on 29 July 2016 (Baht 88 million paid to the Company).

Warrants

On 30 June 2016, the warrant holders exercised warrants to acquire 11,050 ordinary shares with a par value of Baht 0.1 each, at an exercise price of Baht 7 per share, or for a total share subscriptions received in advance of Baht 77,350. VGI registered the corresponding increase in its issued and fully paid-up share capital with the Ministry of Commerce on 7 July 2016.

Subsequently, on 5 July 2016, VGI’s Board of Directors meeting No. 6/2016 passed a resolution to adjust the exercise ratio and the number of the warrants. Details are as follows:

| | Before the adjustment | After the adjustment |
|--|---------------------------------|--------------------------------|
| Exercise price | Baht 7 per share | Baht 7 per share |
| Exercise ratio | 1 warrant per 2 ordinary shares | 1 warrant per 1 ordinary share |
| Number of warrants that remained after the exercise of warrants on 30 June 2016 | 857,786,164 warrants | 1,715,572,328 warrants |

The adjustment of the exercise ratio and the number of the warrants is effective from 15 July 2016 and the warrant holders received the allocation of the newly issued warrants at an allocation ratio of 1 newly issued warrant to 1 existing warrant on the same date.

Share capital

On 8 September 2016, VGI’s Board of Directors meeting No. 9/2016 passed the following significant resolutions.

- a) Approved to propose to a meeting of shareholders for consideration a resolution to decrease the registered share capital by Baht 2,730, from Baht 857,993,253 (8,579,932,530 ordinary shares of Baht 0.1 each) to Baht 857,990,523 (8,579,905,230 ordinary shares of Baht 0.1 each), through the cancellation of 27,300 unissued ordinary shares with a par value of Baht 0.1 each.

(Unaudited but reviewed)

- b) Approved to propose to a meeting of shareholders for consideration a resolution to increase the registered share capital by Baht 34 million, from Baht 857,990,523 (8,579,905,230 ordinary shares of Baht 0.1 each) to Baht 891,990,523 (8,919,905,230 ordinary shares of Baht 0.1 each), through the issue of 340 million additional ordinary shares with a par value of Baht 0.1 each under a general mandate.
- c) Approved to propose to a meeting of shareholders for consideration a resolution to allocate not more than 340 million additional ordinary shares with a par value of Baht 0.1 each issued under a general mandate to private placement offerings to made up to 50 institutional investors and/or specific investors over a twelve-month period. The investors are not to be related parties and the offer price of the shares is to be the best price based on market conditions at the time that the shares are offered. The offer price may be discounted, but by no more than 10% of market price, which is defined as the weighted average price of the shares in trading on the Stock Exchange of Thailand during a period covering no less than the 7 business days immediately preceding and the 15 working days immediately following the date on which the Board of Directors and/or individuals assigned by the Board of Directors set the offer price for the particular allocation of additional ordinary shares.

On 8 September 2016, the Board of Directors meeting No. 9/2016 also passed a resolution to amend the agenda of the Extraordinary General Meeting of the shareholders No. 2/2016 held on 7 November 2016, in accordance with a resolution passed by the Board of Directors meeting No. 8/2016 held on 22 August 2016 to consider resolutions to decrease the share capital and to increase the share capital under a general mandate, and the allocation of the additional ordinary shares.

Purchase transactions of investment in the subsidiary

The Company purchased 6.5 million ordinary shares of the subsidiary at prices of Baht 5.05 - 5.20 per share. The purchase transactions are detailed below.

| | (Unit: Thousand Baht) |
|--|-----------------------------|
| | Consolidated |
| | <u>financial statements</u> |
| Purchase price | 32,983 |
| Less: Non-controlling interests of subsidiary adjusted | <u>(2,135)</u> |
| Deficit from the change in the ownership interests in subsidiary | <u>30,848</u> |

(Unaudited but reviewed)

Sale transactions of investment in the subsidiary

The Company sold 274.2 million ordinary shares of the subsidiary at a price of Baht 4.63 - 6.18 per share. The sale transactions are detailed below.

| | (Unit: Thousand Baht) | |
|--|-----------------------------|-----------------------------|
| | Consolidated | Separate |
| | <u>financial statements</u> | <u>financial statements</u> |
| Selling price of investments in the subsidiary | 1,481,896 | 1,481,896 |
| Less: Selling expenses relating to the sales of investments in the subsidiary | <u>(1,969)</u> | <u>(1,969)</u> |
| Cash receipt from the sales of investments in the subsidiary | 1,479,927 | 1,479,927 |
| Less: Cost of investments in the subsidiary | <u>-</u> | <u>(1,329,207)</u> |
| Cash receipt from the sales of investments in the subsidiary / Gain on sales of investments in subsidiary | 1,479,927 | 150,720 |
| Less: Non-controlling interests of subsidiary | <u>(92,719)</u> | <u>-</u> |
| Surplus from the changes in the ownership interests in a subsidiary / Gain on sales of investments in subsidiary | <u>1,387,208</u> | <u>150,720</u> |

Due to the sales of investments above, the Company reversed the surplus on business combination under common control of approximately Baht 57 million under shareholders' equity in the separate financial statements.

As a result of purchases and sales of ordinary shares of the subsidiary, the Company's shareholding in the subsidiary decreased from 23.30% to 19.40% (51% held by BTSC).

BTSC pledged all ordinary shares of VGI Global Media Public Company Limited and Bangkok Smartcard System Company Limited with the Company in accordance with an agreement relating to the Net Revenue Purchase and Transfer Agreement.

Purchases of ordinary shares of BSS Holdings Company Limited ("BSSH") and Bangkok Smartcard System Company Limited ("BSS")

On 22 August 2016, VGI's Board of Directors meeting passed a resolution to approve the transactions relating to purchases of ordinary shares BSSH and BSS, in line with the Company's shareholders' resolutions discussed in Note 6.3 to the interim financial statements.

6.2.2 Master Ad Public Company Limited (“MACO”) (held by VGI)

On 12 May 2014, VGI invested in 73.5 million ordinary shares of MACO, 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 VGI’s Board of Directors meeting No. 3/2014 on 9 May 2014. VGI gradually invested in a further number of MACO’s shares through the Stock Exchange of Thailand during the year ended 31 March 2015. Furthermore, during the same year, VGI gradually purchased warrants to purchase the newly issued ordinary shares of MACO through the Stock Exchange of Thailand, in accordance with a resolution passed by VGI’s Board of Directors meeting No. 9/2014 on 28 November 2014. As a result, VGI held 24.96% of all issued shares of MACO and 28,351,500 warrants to purchase the newly issued ordinary shares of MACO, acquired for a total of Baht 11 million. VGI classified its investment in these warrants as investment in MACO.

Subsequently, on 31 May 2016 (the acquisition date), in accordance with a resolution passed by the Extraordinary General Meeting of VGI’s shareholders No. 1/2016 on 30 May 2016, VGI acquired 375 million additional shares of MACO, at a price of Baht 1.1 per share, or for a total of Baht 412.5 million, from existing shareholders, through the big lot board of the Stock Exchange of Thailand, this acquisition was made in accordance with a conditional share purchase and sale agreement based on the forms, agreements and conditions that the counterparties mutually agreed, which VGI had entered into with 3 sellers who were the existing shareholders of MACO on 17 March 2016. Significant details of the conditions are as follows:

- 1) VGI is granted approval by a meeting of its shareholders to acquire shares of MACO in accordance with the share purchase and sale agreement.
- 2) No changes occur that will have a significant adverse impact on the status of the business, operating results, assets and/or financial position of the MACO Group.

In addition, VGI submitted a mandatory tender offer for all securities of MACO to the Securities and Exchange Commission on 1 June 2016, with an offer period of 3 June 2016 to 8 July 2016 since, following VGI's acquisition of shares of MACO in accordance with the share purchase and sale agreement, then together with the 750,967,400 shares of MACO already held by VGI, VGI held 1,125,967,400 shares of MACO, or 37.42% of all issued shares. In accordance with the Notification of the Capital Market Supervisory Board No. Thor Jor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (Chain Principle) dated 13 May 2011 and relevant amendments, VGI thus had to make a mandatory tender offer for all securities of MACO. This mandatory tender offer was for all of 1,883,002,100 remaining shares of MACO, or 62.58% of all issued shares, at a price of Baht 1.1 per share, or for a total of Baht 2,071 million. However, when the tender offer period ended, no existing shareholders had accepted the offer for the shares of MACO that they held.

As a result of the acquisition of additional shares, the shareholding of VGI increased from 24.96% to 37.42% of all issued shares of MACO. VGI's management determined that VGI has control over MACO, even though the VGI's holding of 37.42% of shares and voting rights is less than half of all shares and voting rights. This is because VGI is a major shareholder and has the ability to direct the significant activities of MACO, while other shareholders are minor shareholders with dispersion of holdings. Consequently, MACO is deemed to be a subsidiary of VGI and has to be included in the consolidated financial statements from the date on which VGI assumed control. On the acquisition date, the classification of the investment therefore changed from investment in an associate to investment in a subsidiary. The fair value at the acquisition date of the existing interests in MACO held before the acquisition date was Baht 825 million and a gain of Baht 207 million from measuring the existing interests at their fair value was recognised as a separate item under the caption of "Gain on change in status of investment" in the consolidated profit or loss.

(Unaudited but reviewed)

The values of the identifiable assets acquired, the liabilities assumed and any non-controlling interests in subsidiaries of MACO at the acquisition date were summarised below.

| | (Unit: Thousand Baht) | |
|---|-----------------------|----------------|
| | Fair value | Carrying value |
| Cash and cash equivalents | 117,991 | 117,991 |
| Trade and other receivables | 281,450 | 281,450 |
| Other current assets | 201,685 | 201,685 |
| Investment properties | 64,920 | 35,317 |
| Plant and equipment | 150,961 | 150,961 |
| Goodwill | - | 13,998 |
| Intangible assets | 319,073 | 780 |
| Other non-current assets | 86,233 | 86,233 |
| Trade and other payables | (106,458) | (106,458) |
| Other current liabilities | (39,831) | (39,831) |
| Deferred tax liabilities | (69,579) | - |
| Other non-current liabilities | (37,329) | (37,329) |
| Non-controlling interests of the subsidiaries | (14,779) | (14,779) |
| Net assets of the subsidiary | 954,337 | 690,018 |
| Less: Non-controlling interests' proportionate share of identifiable net assets of the acquiree | (597,220) | |
| VGI's proportionate share of identifiable net assets of the acquiree | 357,117 | |
| Costs of the acquisition of investment in a subsidiary * | 1,237,292 | |
| Less: VGI's proportionate share of identifiable net assets of the acquiree | (357,117) | |
| Goodwill | 880,175 | |
| * Carrying amount based on equity method of VGI's previous holding before business combination | 617,354 | |
| Gain on change in status of investment | 207,438 | |
| VGI's previous holding before business combination | 824,792 | |
| Cash paid for purchase of investment in a subsidiary | 412,500 | |
| Costs of the acquisition of investment in a subsidiary | 1,237,292 | |
| Cash paid for purchase of investment in a subsidiary | 412,500 | |
| Less: Cash and cash equivalents of a subsidiary | (117,991) | |
| Net cash paid for purchase of investment in a subsidiary | 294,509 | |

During the current quarter, VGI has completed the process of measuring the fair value at the acquisition date of the identifiable assets acquired, the liabilities assumed, non-controlling interests in the subsidiary, and goodwill. VGI recorded goodwill amounting to approximately Baht 880 million in its account.

(Unaudited but reviewed)

VGI incurred expenses related to the acquisition of additional shares totaling approximately Baht 12 million, which were recorded and included in administrative expenses in the consolidated profit or loss.

Revenues and losses of MACO as from 1 June 2016, amounting to Baht 157 million and Baht 3 million, respectively, and Baht 213 million and Baht 2 million, respectively, were included in the consolidated profit or loss for the three-month and six-month periods ended 30 September 2016, respectively.

MACO 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.

Subsidiaries of MACO that were consolidated as of the acquisition date were as follows.

| <u>Company's name</u> | <u>Nature of business</u> | <u>Country of incorporation</u> | <u>Percentage of shareholding</u> (%) |
|--|---|---------------------------------|--|
| <u>Subsidiaries held by MACO</u> | | | |
| Master and More Company Limited | Production and provision of outdoor advertising media services | Thailand | 100 |
| Maco Rite Sign Company Limited | Production and sales of tri-vision equipment | Thailand | 100 |
| Green Ad Company Limited | Provision of advertising services through the supply of tree wall-panel | Thailand | 100 |
| Inkjet Images (Thailand) Company Limited | Production of advertising media and billboards | Thailand | 50 |
| Maco Outdoor Company Limited | Holding company | Malaysia | 100 |
| <u>Subsidiary held by Master and More Company Limited</u> | | | |
| Open Play Company Limited | Provision of outdoor advertising media services | Thailand | 80 |

On 3 August 2016, MACO's Board of Directors meeting approved the payment of an interim dividend of Baht 0.018 per share, or a total of Baht 54 million, in respect of the profit for the six-month period ended 30 June 2016. MACO paid the dividend on 29 August 2016 (Baht 20 million paid to VGI). In addition, MACO's Board of Directors meeting passed a resolution to approve Green Ad Company Limited ("Green Ad") (MACO's subsidiary)'s acquisition of 98,000 ordinary shares with a par value of Baht 100 each of Multi Sign Company Limited ("MTS") from its existing shareholders ("the Sellers") at a cost of not more than Baht 439 million by increasing Green Ad's registered share capital and arranging for Green Ad to use cash received from the increase in Green Ad's share capital to acquire MTS's shares. This represents 70% of all issued shares of MTS, and the price is that agreed between MACO and the Sellers under the terms and conditions stipulated in a share purchase and sale agreement dated 3 August 2016 between Green Ad and the Sellers.

Under the conditions of the share purchase and sale agreement, the acquisition price is divided into 2 parts as follows:

- 1) A preliminary purchase price of Baht 373.15 million to be paid under the terms and conditions stipulated in the share purchase and sale agreement.
- 2) An additional purchase price of not more than Baht 65.85 million, which may be reduced depending on the operating results and other conditions stipulated in the share purchase and sale agreement.

MTS is a limited company incorporated and domiciled in Thailand and is principally engaged in the provision of services for out of home media business.

Subsequently, Green Ad completed the acquisition of 98,000 shares of MTS with a par value of Baht 100 each on 1 October 2016, and on 3 October 2016, Green Ad received all shares and paid Baht 219.50 million to the Sellers. The remainder of the purchase price will be paid in accordance with the conditions stipulated in the share purchase and sale agreement.

In addition, on 28 September 2016, the Extraordinary General Meeting of Green Ad's shareholders passed a resolution to increase its registered share capital of Baht 495 million, from Baht 5 million (1 million ordinary shares of Baht 5 each) to Baht 500 million (100 million ordinary shares of Baht 5 each), by issuing 99 million ordinary shares with a par value of Baht 5 each to MACO at a price of Baht 5 per share. Green Ad issued the additional shares and registered the corresponding increase in its share capital with the Ministry of Commerce on 30 September 2016.

On 21 September 2016, the Extraordinary General Meeting of MACO's shareholders No. 1/2016 passed a resolution to approve the increase in its registered share capital of Baht 33.4 million, from Baht 376,121,187.50 (3,761,211,875 ordinary shares of Baht 0.1 each) to Baht 409,521,187.50 (4,095,211,875 ordinary shares of Baht 0.1 each) by issuing 334 million additional ordinary shares with a par value of Baht 0.1 each, to be offered to Ashmore Special Opportunities Fund Limited Partnership ("ASOF") and Asset Holder PCC Limited for Ashmore Emerging Markets Liquid Investment Portfolio ("ASHEMLI") (together referred to as "Ashmore") by way of private placement at a price of Baht 1.28 per share, or for a total of Baht 427.52 million, in order to fund additional investment in out of home media business, including the acquisition of MTS's shares. The offer price represents a 10% discount on market price. This represents a discount of not more than 10% of the weighted average price of MACO's shares in trading on the Stock Exchange of Thailand over the 15 consecutive business days preceding the date that MACO's Board of Directors passed a resolution to propose that the Extraordinary General Meeting of MACO's shareholders No. 1/2016 approve the sale of MACO's additional ordinary shares. This corresponds to the period of 11 July 2016 to 2 August 2016 and the relevant price is Baht 1.42 per share, in accordance with Stock Exchange of Thailand regulations.

In addition, the above offer price is not less than 90% of market price, which is defined as the weighted average price of MACO's shares in trading on the Stock Exchange of Thailand over the 15 consecutive business days preceding the first offer of shares, corresponding to 3 October 2016 to 21 October 2016, which was Baht 1.08 per share. This meets Stock Exchange of Thailand regulations and so there is no requirement for Ashmore to observe a silent period of one year from the first date that the shares were offered.

However, following the restructuring of Ashmore Group, Ashmore OOH Media Limited was incorporated and domiciled in Hong Kong. ASHEMLI and ASOF hold 71.43% and 28.57%, respectively, of all issued shares of Ashmore OOH Media Limited which instead acquired and paid for MACO's additional shares.

MACO registered the corresponding increase in its registered share capital with the Ministry of Commerce on 30 September 2016, and issued 334 million additional shares and received payment from Ashmore OOH Media Limited on 25 October 2016.

In addition, in October 2016, VGI gradually acquired 6,522,500 shares of MACO through the Stock Exchange of Thailand, at an average price of Baht 0.9 per share, or for a total of Baht 6 million.

As a result of the increase in MACO's share capital and VGI's acquisition of MACO's shares, VGI's shareholding in MACO decreased from 37.42% to 33.88% of all issued shares of MACO.

6.2.3 Mak8 Company Limited (held by Unicorn Enterprise Company Limited)

On 9 May 2016, the Annual General Meeting of the subsidiary's shareholders passed a resolution to decrease the subsidiary's registered and issued share capital by Baht 89 million from Baht 240 million to Baht 151 million by decreasing number of ordinary shares from 2,400,000 ordinary shares to 1,510,000 ordinary shares with a par value of Baht 100 each.

6.2.4 Bangkok Payment Solutions Company Limited (held by BSS Holdings Company Limited)

On 23 August 2016, the Extraordinary General Meeting of the subsidiary's shareholders passed a resolution to increase its share capital from Baht 25 million (5 million ordinary shares with a par value of Baht 5 each) to Baht 50 million (10 million ordinary shares with a par value of Baht 5 each). The subsidiary is in process of registering the capital increase with the Ministry of Commerce.

6.3 Sale of ordinary shares in BSS Holdings Company Limited and Bangkok Smartcard System Company Limited

On 22 August 2016, the Board of Directors meeting of the Company passed the following significant resolutions:

1. Approved that the Company sell 90.00% of its ordinary shares in BSS Holdings Company Limited (“BSSH”) and that Bangkok Mass Transit System Public Company Limited (“BTSC”) sell 90.00% of its ordinary shares in Bangkok Smartcard System Company Limited (“BSS”) to VGI Global Media Public Company Limited (“VGI”), which is a subsidiary of the Company, as detailed as follows:

- 1.1 Approved that the Company sell its 10,800,000 ordinary shares in BSSH, with a par value of THB 100 per share, equivalent to 90.00% of the total issued shares in BSSH, to VGI at the purchase price of THB 119.69 per share, totaling THB 1,292,652,000 (the “BSSH Share Sale Transaction”). The Company currently holds 100.00% of the shares in BSSH and the Company will sell the remaining 10.00% of the ordinary shares in BSSH to Bangkok Bank Public Company Limited (“BBL”).

BSSH conducts its business as a holding company by investing in the securities of other companies. Therefore, the acquisition of the shares in BSSH will allow VGI to indirectly hold shares in 6 companies as follows:

- a) RabbitPay System Company Limited
 - b) Rabbit-LINE Pay Company Limited
 - c) ATS Rabbit Special Purpose Vehicle Company Limited
 - d) Rabbit Internet Company Limited
 - e) Rabbit Insurance Broker Company Limited (Formerly known as “ASK Broker Association Company Limited”)
 - f) ASK Direct Group Company Limited
- 1.2 Approved that BTSC, the Company’s subsidiary in which the Company holds 97.46% of its shares, sell its entire 3,600,000 ordinary shares in BSS, with a par value of THB 100 per share, equivalent to 90.00% of the total issued shares in BSS, to VGI at the purchase price of THB 184.39 per share, totaling THB 663,804,000.

In this regard, the Company and BTSC will enter into a share sale and purchase agreement with VGI where such agreement will contain certain conditions precedent, i.e. the sale and purchase of shares will take place only after the conditions precedent as designated in the agreement are fully satisfied or waived in writing by the relevant parties.

2. Approved that the Company sell its 1,200,000 ordinary shares in BSSH, with a par value of THB 100 per share, equivalent to 10.00% of the total issued shares in BSSH to BBL, a strategic investor, which will support and strengthen the business of the BSSH group, at the purchase price of THB 119.69 per share, totaling THB 143,628,000.

In this regard, the Company will enter into a share sale and purchase agreement with BBL where such agreement will contain certain conditions precedent, i.e. the sale and purchase of shares will take place only after the conditions precedent as designated in the agreement are fully satisfied or waived in writing by the relevant parties.

3. Approved that the Company purchase 3,000,000 ordinary shares in BPS, with a par value of THB 5 per share, equivalent to 60.00% of the total issued shares in BPS, from BSSH, at the purchase price that is not lower than the book value per share of BPS.

The BPS Share Acquisition Transaction is one of the conditions precedent in the BSSH Share Sale Transaction and will take place only after VGI obtains approval for the acquisition of 90.00% of the ordinary shares in BSSH and 90.00% of the ordinary shares in BSS at its general meeting of shareholders.

4. Approved that the Company grant a loan in the amount of not exceeding THB 2,000 million to VGI in order for VGI to use as an alternative source of fund for the acquisition of the ordinary shares in BSSH and BSS, the details of which are as follows:

| | | |
|-----------------|---|---|
| Loan purpose | : | To provide VGI an alternative source of fund for the acquisition of the ordinary shares in BSSH and BSS |
| Loan amount | : | Not exceeding THB 2,000 million |
| Interest rate | : | Not more than the average minimum loan interest rates of 5 commercial banks, i.e. Bangkok Bank Public Company Limited, Krungthai Bank Public Company Limited, The Siam Commercial Bank Public Company Limited, Kasikornbank Public Company Limited and Bank of Ayudhya Public Company Limited (the "Average MLR") |
| Term | : | Not more than 5 years |
| Repayment | : | Payable in annual installments at the rate of 10.00% of the principal sum per year with the outstanding balance payable in the last year |
| Interest period | : | Every 3 months |
| Other key terms | : | The Company will not provide the loan to VGI if its financial costs for providing such loan is higher than the Average MLR. |

(Unaudited but reviewed)

Nevertheless, VGI will procure the loan from the Company on the condition that the interest rate and terms offered to VGI by the Company must be the most favorable interest rate and terms or the same as those offered to VGI by the financial institutions.

7. Investments in joint ventures

7.1 Details of investments in joint ventures

Investments in joint ventures were as follows:

| Company's name | (Unit: Thousand Baht) | |
|--|-----------------------------------|---------------|
| | Consolidated financial statements | |
| | Equity method | |
| | 30 September 2016 | 31 March 2016 |
| | | (Audited) |
| BTS Sansiri Holding Two Ltd. | 30,079 | 36,811 |
| BTS Sansiri Holding Three Ltd | 74,829 | - |
| BTS Sansiri Holding Four Ltd. | 25,679 | 46,395 |
| BTS Sansiri Holding Five Ltd. | 45,363 | 47,308 |
| BTS Sansiri Holding Six Ltd. | 41,507 | 46,171 |
| BTS Sansiri Holding Seven Ltd. | 32,258 | 49,577 |
| BTS Sansiri Holding Nine Ltd. | - | 49,610 |
| BTS Sansiri Holding Eleven Ltd. | 46,872 | 49,340 |
| BTS Sansiri Holding Twelve Ltd. | 37,784 | 49,305 |
| BTS Sansiri Holding Fourteen Ltd. | 47,236 | 49,726 |
| BTS Sansiri Holding Fifteen Ltd. (Formerly known as "Pattanasiri Estate Ltd.) | 35,838 | - |
| BTS Sansiri Holding Sixteen Ltd. | 49,420 | - |
| BTS Sansiri Holding Seventeen Ltd. | 49,869 | - |
| BTS Sansiri Holding Eighteen Ltd. | 49,869 | - |
| Nuvo Line Agency Co., Ltd. | 62,832 | 205,304 |
| ATS Rabbit Special Purpose Vehicle Co., Ltd. | 22 | 8,551 |
| Rabbit - Line Pay Co., Ltd. | 734,393 | - |
| Titanium Compass SDN. BHD. | 1,705 | - |
| Total | 1,365,555 | 638,098 |

(Unaudited but reviewed)

Investments under equity method presented under “Provision for transaction under equity method of investments in joint ventures” were detailed as follows:

(Unit: Thousand Baht)

| Company's name | Consolidated financial statements | |
|--------------------------------|-----------------------------------|----------------|
| | 30 September 2016 | 31 March 2016 |
| | | (Audited) |
| BTS Sansiri Holding One Ltd. | 381,158 | 371,287 |
| BTS Sansiri Holding Three Ltd. | - | 12,274 |
| BTS Sansiri Holding Eight Ltd. | 3,550 | 5,018 |
| BTS Sansiri Holding Nine Ltd. | 29,470 | - |
| Bayswater Co., Ltd. | 132,098 | 66,931 |
| Total | <u>546,276</u> | <u>455,510</u> |

The negative investment value based on equity method was presented under the heading of “Provision for transaction under equity method of investments in joint ventures” in the consolidated statement of financial position. The negative investment value was resulted from elimination of gain on related party transactions in proportion to the subsidiary's shareholding in jointly controlled entities.

7.1.1 Jointly controlled entities between Unicorn and Sansiri Public Company Limited (“SIRI”)

On 3 August 2016, a meeting of the Executive Committee of the Company passed a resolution approving the establishment of 10 additional joint venture companies with SIRI, held 50:50, to develop residential projects for sale. Each company has a registered share capital of Baht 100 million (1,000,000 ordinary shares with a par value of Baht 100 each). Details of the joint venture companies above already established are as follows:

| | Registered date |
|------------------------------------|------------------|
| BTS Sansiri Holding Sixteen Ltd. | 1 September 2016 |
| BTS Sansiri Holding Seventeen Ltd. | 1 September 2016 |
| BTS Sansiri Holding Eighteen Ltd. | 1 September 2016 |

In addition, on 31 August 2016, Unicorn acquired 500,000 ordinary shares with a par value of Baht 100 each of BTS Sansiri Holding Fifteen Ltd. (Formerly known as “Pattanasiri Estate Ltd.”) from SIRI, at a price of Baht 50 million.

Subsequently, on 7 October 2016, Unicorn acquired 500,000 ordinary shares with a par value of Baht 100 each of Ava Holding Ltd. from SIRI, at a price of Baht 50 million.

These 2 companies are included in the above resolution regarding the establishment of additional joint venture companies.

(Unaudited but reviewed)

7.1.2 Rabbit - Line Pay Company Limited (Formerly known as “Line Biz Plus Limited”) (held by RabbitPay System Company Limited (“RabbitPay”))

On 31 March 2016, a subsidiary (“RabbitPay”) has executed a Share Subscription Agreement for the subscription of shares in Rabbit - Line Pay Company Limited (“Rabbit - Line Pay”) entered into among the subsidiary, Rabbit - Line Pay, and the existing shareholders of Rabbit - Line Pay (i.e., Line Biz+ PTE. Ltd. and Line Company (Thailand) Co., Ltd.) (the “Share Subscription Agreement”) where the subsidiary will subscribe 1,999,998 newly issued shares from Rabbit - Line Pay and purchase 1 share from an existing shareholder, i.e., 1,999,999 shares in total, which is equivalent to 50% of the total shares, totaling Baht 750 million, in Rabbit - Line Pay, a company engaging in the business of accepting electronic and online payments. The subscription of shares was completed on 25 April 2016.

The subsidiary’s management estimated that the assets and liabilities of jointly controlled entity as at 25 April 2016 and 30 April 2016 were not materially different. The subsidiary has therefore assumed that the date of the share acquisition was 30 April 2016.

Details of the fair and book values of identifiable assets and liabilities of the jointly controlled entity as at 30 April 2016 were as follows.

| | (Unit: Thousand Baht) |
|---|-----------------------|
| | <u>Book value</u> |
| Assets | |
| Cash and cash equivalents | 896,597 |
| Trade and other receivables | 3,722 |
| Other current assets | 2,237 |
| Restricted deposits | 4,925 |
| Property, plant and equipment | 7,866 |
| Other non-current assets | 877 |
| Total assets | <u>916,224</u> |
| Liabilities | |
| Trade and other payables | 9,207 |
| Other current liabilities | 13,206 |
| Provision for long-term employee benefits | 342 |
| Long-term provision | 985 |
| Total liabilities | <u>23,740</u> |
| Net asset value | <u><u>892,484</u></u> |

The subsidiary is in the process of assessing the fair values of the identifiable assets and liabilities of the jointly controlled entity.

7.1.3 Titanium Compass SDN. BHD. (held by VGI)

On 13 June 2016, VGI entered into a joint venture agreement, in accordance with a resolution passed by VGI's Board of Directors meeting No. 5/2016 on 13 June 2016, in order to jointly invest with Puncak Berlian SDN. BHD., Ikatan Asli SDN. BHD. and Utusan Airtime SDN. BHD., which were incorporated and domiciled in Malaysia. On the same date, VGI invested in 190,000 ordinary shares of Titanium Compass SDN. BHD. ("TCSB"), which was incorporated and domiciled in Malaysia, at a price of MYR 1 per share, or for a total of MYR 190,000, equivalent to Baht 1.7 million. As a result, VGI's shareholding in TCSB is 19% of all issued shares, as stipulated in the joint venture agreement dated 13 June 2016. The agreement stipulated the shareholdings of VGI, Puncak Berlian SDN. BHD., Ikatan Asli SDN. BHD. and Utusan Airtime SDN. BHD. in TCSB at 19%, 51%, 10% and 20%, respectively. Furthermore, in accordance with a resolution passed by VGI's Board of Directors meeting No. 5/2016 on 13 June 2016, after TCSB is granted the right to advertise in the mass rapid transit (MRT) system, Lembah Kelang - Jajaran Sungai Buloh - Kajang line (KVMRT-SBK line (MRT1)) in Malaysia by Mass Rapid Transit Corporation SDN. BHD. ("MRT Corp"), VGI will increase its shareholding in TCSB to 30%. However, since the agreement stipulates that VGI, Puncak Berlian SDN. BHD., Ikatan Asli SDN. BHD. and Utusan Airtime SDN. BHD. jointly control TCSB, VGI classified this investment as an investment in a joint venture.

On 28 September 2016, MRT Corp announced that TCSB had been selected to manage advertising on the mass rapid transit (MRT) system, Lembah Kelang - Jajaran Sungai Buloh - Kajang line (KVMRT-SBK line (MRT1)) in Malaysia, both on elevated trains and inside skytrain stations.

TCSB is principally engaged in the provision of advertising media in the mass rapid transit (MRT) system, Lembah Kelang - Jajaran Sungai Buloh - Kajang line (KVMRT-SBK line (MRT1)) in Malaysia, with a registered share capital of MYR 5 million (5 million ordinary shares of MYR 1 each), issued and fully paid-up amounting to MYR 1 million (1 million ordinary shares of MYR 1 each).

VGI did not record share of profit or loss from the joint venture during the current period since the joint venture has not yet commenced its business operation.

(Unaudited but reviewed)

7.2 Dividend received and return of capital

Dividend received from the joint venture was as follows:

(Unit: Thousand Baht)

| Company's name | For the three-month periods ended 30 September | |
|--|--|-------------|
| | Consolidated financial statements | |
| | <u>2016</u> | <u>2015</u> |
| ATS Rabbit Special Purpose Vehicle Co., Ltd. | 3,363 | - |
| Total | 3,363 | - |

(Unit: Thousand Baht)

| Company's name | For the six-month periods ended 30 September | |
|--|--|-------------|
| | Consolidated financial statements | |
| | <u>2016</u> | <u>2015</u> |
| ATS Rabbit Special Purpose Vehicle Co., Ltd. | 16,819 | - |
| Total | 16,819 | - |

Return of capital from the joint venture was as follows:

(Unit: Thousand Baht)

| Company's name | For the six-month periods ended 30 September | |
|----------------------------|--|-------------|
| | Consolidated financial statements | |
| | <u>2016</u> | <u>2015</u> |
| Nuvo Line Agency Co., Ltd. | 137,500 | - |
| Total | 137,500 | - |

(Unaudited but reviewed)

8. Investments in associates**8.1 Details of investments in associates**

Investments in associates were as follows:

| Company's name | (Unit: Thousand Baht) | | | |
|--|-----------------------|-------------------|----------------------|-------------------|
| | Consolidated | | Separate | |
| | financial statements | | financial statements | |
| | Equity method | | Cost method | |
| | 30 September | 31 March | 30 September | 31 March |
| | 2016 | 2016 | 2016 | 2016 |
| | | (Audited) | | (Audited) |
| BTS Rail Mass Transit Growth Infrastructure Fund | 12,443,271 | 12,833,187 | 20,468,619 | 20,592,075 |
| U City Public Co., Ltd. | 7,325,008 | 7,427,043 | 9,468,845 | 9,468,845 |
| Absolute Hotel Services Co., Ltd. | 19,563 | 17,255 | - | - |
| Absolute Hotel Services Hong Kong Ltd. | - | - | - | - |
| Master Ad Public Co., Ltd. ⁽¹⁾ | - | 635,778 | - | - |
| Aero Media Group Co., Ltd. | 185,417 | 106,415 | - | - |
| Landy Development Co., Ltd. ⁽²⁾ | 34,967 | - | - | - |
| Eyeballs Channel SDN. BHD. ⁽²⁾ | 241 | - | - | - |
| Total | 20,008,467 | 21,019,678 | 29,937,464 | 30,060,920 |

⁽¹⁾ Change status from associate to subsidiary as discussed in Note 6.2.2 to the interim financial statements.⁽²⁾ Increase from acquisition of subsidiary as discussed in Note 6.2.2 to the interim financial statements.**8.1.1 BTS Rail Mass Transit Growth Infrastructure Fund (“BTSGIF”) (held by the Company)**

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

| | (Unit: Thousand Baht) | | | |
|--|-----------------------|-------------------|----------------------|-------------------|
| | Consolidated | | Separate | |
| | financial statements | | financial statements | |
| | Equity method | | Cost method | |
| | 30 September | 31 March | 30 September | 31 March |
| | 2016 | 2016 | 2016 | 2016 |
| | | (Audited) | | (Audited) |
| Cost | 20,833,200 | 20,833,200 | 20,833,200 | 20,833,200 |
| Add (less): Gain on sale of future net fare box revenues in proportion to the Company's investment | (6,748,791) | (6,748,791) | - | - |
| Accumulated share of profit | 4,359,977 | 3,631,056 | - | - |
| Adjustment under equity method | (1,651,220) | (1,342,563) | - | - |
| Accumulated dividend income | (3,985,314) | (3,298,590) | - | - |
| Accumulated return of capital | (364,581) | (241,125) | (364,581) | (241,125) |
| Net | 12,443,271 | 12,833,187 | 20,468,619 | 20,592,075 |

(Unaudited but reviewed)

8.1.2 U City Public Co., Ltd. (“U City”) (held by the Company)

Investment in U City under equity/cost method was detailed below.

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|--|--------------------------------------|------------------|----------------------------------|------------------|
| | Equity method | | Cost method | |
| | 30 September 2016 | 31 March 2016 | 30 September 2016 | 31 March 2016 |
| | | (Audited) | | (Audited) |
| Cost | 9,468,845 | 9,468,845 | 9,468,845 | 9,468,845 |
| Add (less): Gain on swap of investments in proportion to the Company’s investment | (1,915,184) | (1,915,184) | - | - |
| Accumulated share of loss | (202,422) | (143,953) | - | - |
| Accumulated share of other comprehensive income | (26,231) | 17,335 | - | - |
| Net | <u>7,325,008</u> | <u>7,427,043</u> | <u>9,468,845</u> | <u>9,468,845</u> |

8.1.3 Aero Media Group Company Limited (“Aero”) (held by VGI)

On 15 May 2015 (the acquisition date), VGI invested in 15,000 ordinary shares of Aero, at a price of Baht 6,667 per share, or for a total of Baht 100 million, in accordance with a resolution passed by VGI’s Board of Directors meeting No. 6/2015 on 6 May 2015. As a result, VGI holds 20% of all issued shares of Aero, and classifies this investment as investment in an associate.

VGI’s management made estimates of the assets and liabilities of Aero as at 31 May 2015 and the acquisition date that were not significantly different. The values of the assets and liabilities of Aero as at 31 May 2015 were summarised below.

(Unit: Thousand Baht)

| | Fair value | Carrying value |
|--|----------------|----------------|
| Cash and cash equivalents | 117,563 | 117,563 |
| Trade and other receivables | 41,893 | 41,893 |
| Other current assets | 125,797 | 125,797 |
| Equipment and intangible assets | 226,377 | 124,618 |
| Other non-current assets | 3,771 | 3,771 |
| Trade and other payables | (36,456) | (36,456) |
| Other current liabilities | (155,524) | (155,524) |
| Deferred tax liabilities | (20,352) | - |
| Other non-current liabilities | (56,794) | (56,794) |
| Net assets | <u>246,275</u> | <u>164,868</u> |
| Shareholding percentage (%) | <u>20</u> | |
| Share of net assets | <u>49,255</u> | |
| Goodwill | <u>50,745</u> | |
| Cash paid for purchase of investment in an associate | <u>100,000</u> | |

(Unaudited but reviewed)

Aero is a limited company incorporated and domiciled in Thailand and is principally engaged in the provision of advertising media in 13 domestic airports.

In addition, on 15 August 2016, VGI purchased 10,700 additional ordinary shares of Aero, at a price of Baht 7,474 per share, or for a total of Baht 80 million, in accordance with a resolution passed by VGI's Board of Directors meeting No. 7/2016 on 3 August 2016. As a result, the shareholding of VGI increased from 20% to 30% of all issued shares of Aero.

Subsequently, on 31 October 2016, Aero issued 6,080 additional ordinary shares with a par value of Baht 1,000 each and registered the increase in its share capital by Baht 6.08 million, from Baht 85.7 million (85,700 ordinary shares of Baht 1,000 each) to Baht 91.78 million (91,780 ordinary shares of Baht 1,000 each), with the Ministry of Commerce on the same date. However, VGI did not buy any additional shares in accordance with a resolution passed by VGI's Board of Directors meeting No. 7/2016 on 3 August 2016. As a result, the shareholding of VGI decreased from 30% as described in the above paragraph to 28% of all issued shares of Aero.

8.2 Dividends received and return of capital

Dividends received from the associates were as follows:

(Unit: Thousand Baht)

| Company's name | For the three-month periods ended 30 September | | | |
|--|--|----------------------|----------------------|----------------------|
| | Consolidated | | Separate | |
| | financial statements | financial statements | financial statements | financial statements |
| | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> |
| BTS Rail Mass Transit Growth Infrastructure Fund | 364,581 | 324,072 | 364,581 | 324,072 |
| Absolute Hotel Services Co., Ltd. | - | 13,500 | - | 13,500 |
| Master Ad Public Co., Ltd. | - | 13,517 | - | - |
| Total | <u>364,581</u> | <u>351,089</u> | <u>364,581</u> | <u>337,572</u> |

(Unit: Thousand Baht)

| Company's name | For the six-month periods ended 30 September | | | |
|--|--|----------------------|----------------------|----------------------|
| | Consolidated | | Separate | |
| | financial statements | financial statements | financial statements | financial statements |
| | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> |
| BTS Rail Mass Transit Growth Infrastructure Fund | 686,724 | 590,274 | 686,724 | 590,274 |
| Absolute Hotel Services Co., Ltd. | - | 13,500 | - | 13,500 |
| Master Ad Public Co., Ltd. ⁽¹⁾ | 22,529 | 24,003 | - | - |
| Total | <u>709,253</u> | <u>627,777</u> | <u>686,724</u> | <u>603,774</u> |

⁽¹⁾ Before change in status of investment from associate to subsidiary, as discussed in Note 6.2.2 to the interim financial statements.

(Unaudited but reviewed)

Return of capital from the associate was as follows:

(Unit: Thousand Baht)

| Company's name | For the six-month periods ended 30 September | |
|--|--|--------|
| | Consolidated and separate financial statements | |
| | 2016 | 2015 |
| BTS Rail Mass Transit Growth Infrastructure Fund | 123,456 | 92,592 |
| Total | 123,456 | 92,592 |

9. Other long-term investments

(Unit: Thousand Baht)

| | Consolidated | | Separate | |
|---|----------------------|------------------|----------------------|------------------|
| | financial statements | | financial statements | |
| | 30 September 2016 | 31 March 2016 | 30 September 2016 | 31 March 2016 |
| | | (Audited) | | (Audited) |
| Held-to-maturity securities | | | | |
| Domestic private debt securities | 846,405 | 697,405 | 746,405 | 597,405 |
| Foreign private debt securities | 1,001,212 | 323,850 | 1,001,212 | 323,850 |
| | 1,847,617 | 1,021,255 | 1,747,617 | 921,255 |
| Investments in available for sale | | | | |
| Domestic marketable equity securities | 5,642,073 | 5,593,720 | 5,282,974 | 5,186,334 |
| Foreign marketable equity securities | 3,633,283 | 3,629,624 | 1,527,883 | 1,524,224 |
| | 9,275,356 | 9,223,344 | 6,810,857 | 6,710,558 |
| Less: Allowance for change in value | (1,181,525) | (1,114,911) | (1,191,000) | (1,116,689) |
| Allowance for impairment | (497,205) | (497,205) | (497,205) | (497,205) |
| | 7,596,626 | 7,611,228 | 5,122,652 | 5,096,664 |
| Other investments | | | | |
| Domestic non-marketable equity securities | 153,575 | 153,575 | 123,575 | 123,575 |
| Foreign non-marketable equity securities | 1,077,828 | 969,162 | 1,077,828 | 969,162 |
| | 1,231,403 | 1,122,737 | 1,201,403 | 1,092,737 |
| Less: Allowance for impairment | (11,682) | (3,791) | (3,791) | (3,791) |
| | 1,219,721 | 1,118,946 | 1,197,612 | 1,088,946 |
| Total | 10,663,964 | 9,751,429 | 8,067,881 | 7,106,865 |

(Unaudited but reviewed)

The Company sold available for sale investments and recognised gains on the sales in the profit or loss. The details were as follows:

(Unit: Million Baht)

| | For the three-month periods ended 30 September | | | |
|----------------------|--|-------------|----------------------|-------------|
| | Consolidated | | Separate | |
| | financial statements | | financial statements | |
| | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> |
| Sales of investments | 98 | 8 | 41 | 8 |
| Gain on sales | 18 | 2 | 7 | 2 |

(Unit: Million Baht)

| | For the six-month periods ended 30 September | | | |
|----------------------|--|-------------|----------------------|-------------|
| | Consolidated | | Separate | |
| | financial statements | | financial statements | |
| | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> |
| Sales of investments | 154 | 2,356 | 97 | 2,356 |
| Gain on sales | 21 | 51 | 10 | 51 |

10. Investment properties

Movements of the investment property account during the six-month period ended 30 September 2016 are summarised below.

(Unit: Thousand Baht)

| | Consolidated | Separate |
|---|----------------------|----------------------|
| | financial statements | financial statements |
| Net book value as at 1 April 2016 | 733,950 | 1,645,630 |
| Additions during the period - at cost | - | 60,274 |
| Disposals / write-off during the period | | |
| - net book value at disposal / write-off date | (11,096) | (11,096) |
| Acquisition of subsidiary during the period (Note 6.2.2) | 64,920 | - |
| Depreciation for the period | (4,805) | (29,023) |
| Net book value as at 30 September 2016 | <u>782,969</u> | <u>1,665,785</u> |

(Unaudited but reviewed)

The Company and its subsidiaries have pledged investment properties as collateral guarantee facilities received from a financial institution and a creditor per rehabilitation plan, as detailed below.

(Unit: Million Baht)

| | Consolidated | | Separate | |
|-------------|----------------------|-----------|----------------------|-----------|
| | financial statements | | financial statements | |
| | 30 September | 31 March | 30 September | 31 March |
| | 2016 | 2016 | 2016 | 2016 |
| | | (Audited) | | (Audited) |
| Book values | - | 56 | 544 | 537 |

11. Property, plant and equipment

Movements of the property, plant and equipment account during the six-month period ended 30 September 2016 are summarised below.

(Unit: Thousand Baht)

| | Consolidated | Separate |
|--|----------------------|----------------------|
| | financial statements | financial statements |
| Net book value as at 1 April 2016 | 5,673,905 | 419,002 |
| Additions during the period - at cost | 547,323 | 21,643 |
| Disposal / write-off during the period - net book value | | |
| of disposal / write-off date | (1,656) | - |
| Acquisition of subsidiary during the period (Note 6.2.2) | 150,961 | - |
| Transfer to other assets | (15,735) | (268) |
| Depreciation for the period | (192,296) | (10,124) |
| Increase in allowance for impairment | (2,635) | - |
| Net book value as at 30 September 2016 | 6,159,867 | 430,253 |

The Company has mortgaged land and construction thereon with net book value as at 30 September 2016 of Baht 2,791 million (31 March 2016: Baht 2,742 million) as collateral for guarantee facilities from a financial institution.

On 22 August 2016, the Company's Board of Directors' meeting passed a resolution to approve the Company entering into long-term sublease agreement for certain areas (bare shell condition) of the residential building that is located on the Company's leasehold land under an agreement with the Treasury Department. The sub-lease would expire the same date as the land lease agreement with the Treasury Department, which is 19 November 2044 and the lease cost will be approximately Baht 234 million, payable on the lease date, which is expected to be in December 2016.

(Unaudited but reviewed)

12. Intangible assets

Movements of the intangible asset account during the six-month period ended 30 September 2016 are summarised below.

| | (Unit: Thousand Baht) | |
|---|--------------------------------------|----------------------------------|
| | Consolidated financial statements | Separate financial statements |
| Net book value as at 1 April 2016 | 345,534 | 266 |
| Additions during the period - at cost | 32,739 | 17 |
| Disposal during the period - net book value of disposal date | (19) | - |
| Acquisition of subsidiary during the period (Note 6.2.2) | 319,073 | 268 |
| Transfer in | 15,941 | - |
| Amortisation for the period | (45,630) | (97) |
| Net book value as at 30 September 2016 | 667,638 | 454 |

13. Trade and other payables

| | (Unit: Thousand Baht) | | | |
|---|-----------------------|----------------------|----------------------|---------|
| | Consolidated | | Separate | |
| | financial statements | | financial statements | |
| 30 September 2016 | 31 March 2016 | 30 September 2016 | 31 March 2016 | |
| | (Audited) | | (Audited) | |
| Trade payables - related parties | 6,538 | 12,710 | - | - |
| Trade payables | 358,136 | 330,487 | - | - |
| Other payables - related parties | 14,534 | 12,335 | 19,174 | 55,134 |
| Other payables | 88,199 | 104,150 | 6,146 | 11,726 |
| Payable from acquisition of investment | 13,415 | 28,532 | 13,415 | 28,532 |
| Accrued interest expenses - related parties | 547 | 612 | 391,414 | 254,390 |
| Accrued interest expenses | 41 | 11,414 | - | 1,439 |
| Retention payable - related party | - | - | 5,313 | 7,835 |
| Retention payable | 17,576 | 17,800 | 4,403 | 6,291 |
| Deposit payable | 237,206 | 234,193 | 30,000 | 30,000 |
| Accrued expenses - related parties | 1,604 | - | 11,475 | 750 |
| Accrued expenses | 618,918 | 581,020 | 33,125 | 31,520 |
| Dividend payable | 306,853 | 289,736 | 102,280 | 89,120 |
| Total trade and other payables | 1,663,567 | 1,622,989 | 616,745 | 516,737 |

(Unaudited but reviewed)

14. Short-term loans from financial institutions

Movements of the short-term loans from financial institution account during the six-month period ended 30 September 2016 were summarised below.

| | (Unit: Thousand Baht) | |
|-----------------------------------|-----------------------|----------------------|
| | Consolidated | Separate |
| | financial statements | financial statements |
| Balance as at 1 April 2016 | 3,750,000 | 3,510,000 |
| Add: Issuance of promissory notes | 2,320,000 | 1,040,000 |
| Less: Repayment | (5,050,000) | (4,550,000) |
| Balance as at 30 September 2016 | <u>1,020,000</u> | <u>-</u> |

The promissory notes are subject to interest at rates of 1.88% to 2.475% per annum and due at call and in November 2016.

15. Bills of exchange payable

| | (Unit: Thousand Baht) |
|--|---------------------------|
| | Consolidated and separate |
| | financial statements |
| Balance as at 1 April 2016 | 2,917,307 |
| Add: Increase | 16,360,000 |
| Less: Repayment | (6,240,000) |
| Add: Amortisation of prepaid interest expenses | 70,600 |
| Less: Prepaid interest expenses | (79,032) |
| Balance as at 30 September 2016 | <u>13,028,875</u> |

Bills of exchange are subject to interest at rates of 1.64% - 2.65% per annum, not collateralised and mature during October 2016 to March 2017.

(Unaudited but reviewed)

16. Creditors per rehabilitation plan

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|---|-----------------------------------|-------------------------------|-------------------------------|-------------------------------|
| | 30 September 2016 | 31 March 2016 (Audited) | 30 September 2016 | 31 March 2016 (Audited) |
| Creditors per rehabilitation plan | 463,188 | 637,620 | 436,283 | 637,620 |
| Less: Current portion | (461,751) | (610,668) | (434,846) | (610,668) |
| Creditors per rehabilitation plan - net of current portion | <u>1,437</u> | <u>26,952</u> | <u>1,437</u> | <u>26,952</u> |

Movement of the creditors per rehabilitation plan account during the six-month period ended 30 September 2016 are summarised below.

(Unit: Thousand Baht)

| | Consolidated financial statements | Separate financial statements |
|---------------------------------|--------------------------------------|----------------------------------|
| Balance as at 1 April 2016 | 637,620 | 637,620 |
| Reversal | (174,432) | (201,337) |
| Balance as at 30 September 2016 | <u>463,188</u> | <u>436,283</u> |

On 24 August 2016, the Central Bankruptcy Court read the Supreme Court's order regarding the debt settlement entitlement of a creditor per the rehabilitation plan, as discussed in Note 30.8.1 to the interim financial statements. The amount of the debt per the Supreme Court's order is lower than the amount recorded by the Company in respect of this creditor per the rehabilitation plan in the past. The Company therefore reversed part of the debt of this creditor to accord with the Supreme Court's final order, such that balance is equal to the book value of the collateral and recorded a gain on the transaction of Baht 174 million (Separate financial statements: Baht 201 million) under the heading of "Gain on reversal of creditor per rehabilitation plan" in profit or loss. Currently, the Company is in the process of transfer of assets awaiting transfer under rehabilitation plan, investments in subsidiaries awaiting transfer under rehabilitation plan and cash deposited as collateral for debt settlement.

(Unaudited but reviewed)

17. Long-term loans

(Unit: Thousand Baht)

| | Consolidated | | Separate | |
|--|----------------------|------------------|----------------------|------------------|
| | financial statements | | financial statements | |
| | 30 September 2016 | 31 March 2016 | 30 September 2016 | 31 March 2016 |
| | | (Audited) | | (Audited) |
| Long-term loans | 402,497 | 1,268,222 | - | 1,062,222 |
| Less: Current portion | (108,708) | (1,095,222) | - | (1,062,222) |
| Long-term loans - net of current portion | <u>293,789</u> | <u>173,000</u> | <u>-</u> | <u>-</u> |

Movements of the long-term loan account during the six-month period ended 30 September 2016 are summarised below.

(Unit: Thousand Baht)

| | Consolidated | Separate |
|--|----------------------|----------------------|
| | financial statements | financial statements |
| Balance as at 1 April 2016 | 1,268,222 | 1,062,222 |
| Acquisition of subsidiary during the period (Note 6.2.2) | 16,167 | - |
| Add: Increase | 300,000 | - |
| Less: Gain on exchange rate | (5,622) | (5,622) |
| Less: Repayment | (1,176,270) | (1,056,600) |
| Balance as at 30 September 2016 | <u>402,497</u> | <u>-</u> |

On 17 August 2016, a subsidiary (VGI Global Media Public Company Limited) entered into a loan agreement with a local commercial bank, granting a credit facility of Baht 2,000 million to fund its acquisition of shares of Master Ad Public Company Limited. The loan carries interest at a fixed rate stipulated in the agreement, is a clean loan, and could be drawn down until 19 August 2016. Loan principal and interest are payable every six-months, beginning on the last working day of the sixth month from the first drawdown date, and the loan is due within 5 years from the first drawdown date. Principal installments are equal to 10 percent of the amount drawn-down.

The loan agreement contains several covenants which among other things, require the subsidiary to maintain a certain interest bearing debt to equity ratio, and maintain the combined direct and indirect shareholdings of the Company, BTSC and individuals stipulated in the agreement at the rate prescribed in the agreement.

(Unaudited but reviewed)

18. Long-term debentures

Movements of the long-term debenture account during the six-month period ended 30 September 2016 are summarised below.

| | (Unit: Thousand Baht) |
|--|--------------------------------------|
| | Consolidated financial statements |
| Balance as at 1 April 2016 | 1,347,471 |
| Repayment during the period | (1,348,450) |
| Amortisation on issuing costs for the period | 979 |
| Balance as at 30 September 2016 | - |

On 8 July 2016, the Annual General Meeting of a subsidiary (BTSC)'s shareholders passed a resolution to approve the issue and offer of up to Baht 30,000 million of debentures, or the equivalent amount in other currencies. The subsidiary's Board of Directors or authorised persons have the authority to stipulate details of the debentures. The subsidiary currently has not issued and offered the debentures.

On 22 July 2016, the Annual General Meeting of the Company's shareholders passed a resolution to approve the issue and offer of up to Baht 30,000 million of debentures, or the equivalent amount in other currencies. The Company's Board of Directors or authorised persons have the authority to stipulate details of the debentures. The Company currently has not issued and offered the debentures.

19. Provision for long-term employee benefits

Movements in the provision for long-term employee benefit account during the six-month period ended 30 September 2016 are summarised below.

| | (Unit: Thousand Baht) | |
|--|--------------------------------------|----------------------------------|
| | Consolidated financial statements | Separate financial statements |
| Balance as at 1 April 2016 | 782,396 | 67,222 |
| Current service cost | 35,156 | 3,187 |
| Interest cost | 9,314 | 761 |
| Benefits paid during the period | (11,561) | (4,398) |
| Acquisition of subsidiary during the period (Note 6.2.2) | 22,645 | - |
| Balance as at 30 September 2016 | 837,950 | 66,772 |

(Unaudited but reviewed)

Long-term employee benefit expenses included in the profit or loss for the three-month and six-month period ended 30 September 2016 amounted to Baht 22 million and Baht 44 million, respectively (Separate financial statements: Baht 2 million and Baht 4 million, respectively) (2015: Baht 19 million and Baht 40 million, respectively (Separate financial statements: Baht 1 million and Baht 3 million, respectively)).

During the three-month and six-month periods ended 30 September 2016, 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 19 million, respectively (2015: Baht 9 million and Baht 18 million, respectively).

20. Provisions

Movements in provision account during the six-month period ended 30 September 2016 are summarised below.

(Unit: Thousand Baht)

| | Consolidated financial statements | | |
|---------------------------------|-----------------------------------|--|------------------|
| | Special business tax | Major maintenance or restoration of elevated trains under service concession | Total |
| Balance as at 1 April 2016 | 1,171,299 | 212,370 | 1,383,669 |
| Increase during the period | 45,451 | 31,981 | 77,432 |
| Decrease during the period | (30,216) | (3,492) | (33,708) |
| Balance as at 30 September 2016 | <u>1,186,534</u> | <u>240,859</u> | <u>1,427,393</u> |
| As at 30 September 2016 | | | |
| Current | 63,146 | - | 63,146 |
| Non-current | <u>1,123,388</u> | <u>240,859</u> | <u>1,364,247</u> |
| | <u>1,186,534</u> | <u>240,859</u> | <u>1,427,393</u> |

21. Share capital/Share premium

As at 30 September 2016, the Company's issued and fully paid share capital has increased from Baht 47,717,396,744 (11,929,349,186 ordinary shares with a par value of Baht 4 each) to Baht 47,739,517,248 (11,934,879,312 ordinary shares with a par value of Baht 4 each) as a result of the exercises of the warrants (BTS-WA) to ordinary shares amounting to Baht 2,803,748 (700,937 ordinary shares with a value of Baht 4 each) and the warrants (BTS-WB) to ordinary shares amounting to Baht 19,316,756 (4,829,189 ordinary shares with a value of Baht 4 each), resulting in an increase in total share premium to Baht 1,853,122,168 (including adjustment to transfer amounting to Baht 13,487,372 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 7 July 2016.

22. Warrants

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

In June 2016, the Company received advance subscription of Baht 4.22 per share to 700,937 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 4,222,600 units, a total of Baht 2,957,954. As at 30 September 2016, there were a total of 2,003,150 outstanding unexercised warrants.

After the approval of dividend payment as discussed in Note 27.2 a) to the interim financial statements, the exercise price of the warrants will be adjusted from Baht 4.220 per share to Baht 4.117 per share and the exercise ratio will be adjusted from 1 unit : 0.166 share to 1 unit : 0.170 share. The adjustment is effective on 28 July 2016.

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

In June 2016, the Company received advance subscription of Baht 5.01 per share to 4,829,189 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-WB) of 4,829,189 units, a total of Baht 24,194,237. As at 30 September 2016, there were a total of 6,308,481 outstanding unexercised warrants.

(Unaudited but reviewed)

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

On 24 July 2015, the Annual General Meeting of the shareholders of the Company passed a resolution to approve the issue of warrants to employees of the Company and its subsidiaries under the BTS Group ESOP 2015 Scheme (BTS-WC), at no cost. Details of the warrants are below.

| | |
|---|---|
| Date of grant | 30 May 2016 |
| Number granted (Units) | 16,000,000 |
| Contractual lives | 5 years from the issued date |
| Exercisable | Last business day of each quarter, after completion of 2 to 4 year periods from the issued date |
| Exercise price per 1 ordinary share | Baht 10.19 |
| Exercise ratio (warrant to ordinary shares) | 1:1 |

23. Service income

Details of service income are as follows:

(Unit: Thousand Baht)

| | For the three-month periods ended 30 September | | | |
|--|--|------------------|----------------------|---------------|
| | Consolidated | | Separate | |
| | financial statements | | financial statements | |
| | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> |
| Advertising income | 546,931 | 415,846 | - | - |
| Revenues from providing of train operation services | 420,223 | 404,195 | - | - |
| Revenues from installation services for system works | 86,974 | - | - | - |
| Revenues from servicing of spaces | 118,907 | 74,625 | 17,109 | 15,964 |
| Revenues from hotel and restaurant operations | 170,303 | 148,108 | - | - |
| Other service income | 232,851 | 180,748 | 19,123 | 14,705 |
| Total | <u>1,576,189</u> | <u>1,223,522</u> | <u>36,232</u> | <u>30,669</u> |

(Unit: Thousand Baht)

| | For the six-month periods ended 30 September | | | |
|--|--|------------------|----------------------|---------------|
| | Consolidated | | Separate | |
| | financial statements | | financial statements | |
| | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> |
| Advertising income | 968,443 | 844,527 | - | - |
| Revenues from providing of train operation services | 846,736 | 807,439 | - | - |
| Revenues from installation services for system works | 103,707 | - | - | - |
| Revenues from servicing of spaces | 236,154 | 191,553 | 34,587 | 32,147 |
| Revenues from hotel and restaurant operations | 310,842 | 274,940 | - | - |
| Other service income | 427,446 | 329,340 | 38,449 | 29,512 |
| Total | <u>2,893,328</u> | <u>2,447,799</u> | <u>73,036</u> | <u>61,659</u> |

(Unaudited but reviewed)

24. Interest income

Details of interest income are as follows:

(Unit: Thousand Baht)

For the three-month periods ended 30 September

| | Consolidated | | Separate | |
|---|----------------------|----------------------|----------------------|----------------------|
| | financial statements | financial statements | financial statements | financial statements |
| | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> |
| Interest income under concession agreement | 31,982 | 32,573 | - | - |
| Interest income under finance lease agreement | 333 | 755 | - | - |
| Interest income from financial institutions | 55,106 | 49,758 | 32,951 | 9,556 |
| Interest income from related parties | 93,182 | 12,054 | 127,029 | 14,325 |
| Total | <u>180,603</u> | <u>95,140</u> | <u>159,980</u> | <u>23,881</u> |

(Unit: Thousand Baht)

For the six-month periods ended 30 September

| | Consolidated | | Separate | |
|---|----------------------|----------------------|----------------------|----------------------|
| | financial statements | financial statements | financial statements | financial statements |
| | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> |
| Interest income under concession agreement | 64,115 | 65,289 | - | - |
| Interest income under finance lease agreement | 774 | 1,612 | - | - |
| Interest income from financial institutions | 102,762 | 143,975 | 48,608 | 27,186 |
| Interest income from related parties | 176,940 | 18,703 | 243,436 | 24,968 |
| Total | <u>344,591</u> | <u>229,579</u> | <u>292,044</u> | <u>52,154</u> |

(Unaudited but reviewed)

25. 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 for the three-month and six-month periods ended 30 September 2016 and 2015 are made up as follows:

(Unit: Thousand Baht)

| | For the three-month periods ended 30 September | | | |
|---|--|----------------|----------------------|-----------------|
| | Consolidated | | Separate | |
| | financial statements | | financial statements | |
| | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> |
| Current income tax: | | | | |
| Interim corporate income tax charge | 176,294 | 169,676 | - | (9,554) |
| Deferred tax: | | | | |
| Relating to origination and reversal of temporary differences | (43,122) | (69,029) | 407 | (27,013) |
| Income tax expenses (benefit) reported in the statements of comprehensive income | <u>133,172</u> | <u>100,647</u> | <u>407</u> | <u>(36,567)</u> |

(Unit: Thousand Baht)

| | For the six-month periods ended 30 September | | | |
|---|--|------------------|----------------------|----------------|
| | Consolidated | | Separate | |
| | financial statements | | financial statements | |
| | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> |
| Current income tax: | | | | |
| Interim corporate income tax charge | 350,602 | 1,246,834 | - | 926,785 |
| Deferred tax: | | | | |
| Relating to origination and reversal of temporary differences | (67,793) | (94,534) | 73 | (42,509) |
| Income tax expenses reported in the statements of comprehensive income | <u>282,809</u> | <u>1,152,300</u> | <u>73</u> | <u>884,276</u> |

(Unaudited but reviewed)

The amounts of income tax relating to each component of other comprehensive income for the three-month and six-month periods ended 30 September 2016 and 2015 are as follows:

(Unit: Thousand Baht)

| | For the three-month periods ended 30 September | | | |
|--|--|-------------|----------------------|-------------|
| | Consolidated | | Separate | |
| | financial statements | | financial statements | |
| | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> |
| Deferred tax relating to gain (loss) on changes in value of available-for-sale investments | 49,189 | (147,649) | 39,776 | (172,102) |

(Unit: Thousand Baht)

| | For the six-month periods ended 30 September | | | |
|---|--|-------------|----------------------|-------------|
| | Consolidated | | Separate | |
| | financial statements | | financial statements | |
| | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> |
| Deferred tax relating to loss on changes in value of available-for-sale investments | 13,323 | 135,409 | 14,862 | 168,168 |

26. 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 six-month periods ended 30 September 2016 and 2015 are as below.

| Consolidated financial statements | | | | | | |
|--|------------------|--|--------------------|--------------------|----------------|----------------|
| For the three-month periods ended 30 September | | | | | | |
| Profit | | Weighted average number of ordinary shares | | Earnings per share | | |
| <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> | |
| Thousand Baht | Thousand Baht | Thousand shares | Thousand shares | Baht | Baht | |
| Basic earnings per share | | | | | | |
| Profit attributable to equity holders of the Company | 548,141 | 473,769 | 11,839,039 | 11,828,482 | 0.04630 | 0.04005 |
| Effect of dilutive potential ordinary shares | | | | | | |
| Warrants (BTS-WA) | - | - | 180 | 3,320 | | |
| Warrants (BTS-WB) | - | - | 2,616 | 4,586 | | |
| Diluted earnings per share | | | | | | |
| Profit of ordinary shareholders assuming the conversion of dilutive potential ordinary shares | <u>548,141</u> | <u>473,769</u> | <u>11,841,835</u> | <u>11,836,388</u> | <u>0.04629</u> | <u>0.04003</u> |
| Separate financial statements | | | | | | |
| For the three-month periods ended 30 September | | | | | | |
| Profit | | Weighted average number of ordinary shares | | Earnings per share | | |
| <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> | |
| Thousand Baht | Thousand Baht | Thousand shares | Thousand shares | Baht | Baht | |
| Basic earnings per share | | | | | | |
| Profit attributable to equity holders of the Company | 1,560,196 | 1,610,866 | 11,839,039 | 11,828,482 | 0.13178 | 0.13619 |
| Effect of dilutive potential ordinary shares | | | | | | |
| Warrants (BTS-WA) | - | - | 180 | 3,320 | | |
| Warrants (BTS-WB) | - | - | 2,616 | 4,586 | | |
| Diluted earnings per share | | | | | | |
| Profit of ordinary shareholders assuming the conversion of dilutive potential ordinary shares | <u>1,560,196</u> | <u>1,610,866</u> | <u>11,841,835</u> | <u>11,836,388</u> | <u>0.13175</u> | <u>0.13610</u> |

(Unaudited but reviewed)

| Consolidated financial statements | | | | | | |
|---|-------------|-------------------|-------------|--------------------|-------------|---------|
| For the six-month periods ended 30 September | | | | | | |
| | | Weighted | | Earnings per share | | |
| Profit | | average number of | | | | |
| | | ordinary shares | | | | |
| <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> | |
| Thousand | Thousand | Thousand | Thousand | Baht | Baht | |
| Baht | Baht | shares | shares | | | |
| Basic earnings per share | | | | | | |
| Profit attributable to equity holders of the Company | 1,096,190 | 3,490,145 | 11,836,561 | 11,826,116 | 0.09261 | 0.29512 |
| Effect of dilutive potential ordinary shares | | | | | | |
| Warrants (BTS-WA) | - | - | 349 | 3,346 | | |
| Warrants (BTS-WB) | - | - | 3,586 | 5,564 | | |
| Diluted earnings per share | | | | | | |
| Profit of ordinary shareholders assuming the conversion of dilutive potential ordinary shares | 1,096,190 | 3,490,145 | 11,840,496 | 11,835,026 | 0.09258 | 0.29490 |

| Separate financial statements | | | | | | |
|---|-------------|-------------------|-------------|--------------------|-------------|---------|
| For the six-month periods ended 30 September | | | | | | |
| | | Weighted | | Earnings per share | | |
| Profit | | average number of | | | | |
| | | ordinary shares | | | | |
| <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> | |
| Thousand | Thousand | Thousand | Thousand | Baht | Baht | |
| Baht | Baht | shares | shares | | | |
| Basic earnings per share | | | | | | |
| Profit attributable to equity holders of the Company | 1,868,121 | 5,691,732 | 11,836,561 | 11,826,116 | 0.15783 | 0.48128 |
| Effect of dilutive potential ordinary shares | | | | | | |
| Warrants (BTS-WA) | - | - | 349 | 3,346 | | |
| Warrants (BTS-WB) | - | - | 3,586 | 5,564 | | |
| Diluted earnings per share | | | | | | |
| Profit of ordinary shareholders assuming the conversion of dilutive potential ordinary shares | 1,868,121 | 5,691,732 | 11,840,496 | 11,835,026 | 0.15777 | 0.48092 |

An exercise price of the warrant to purchase the ordinary shares of the Company (BTS-W3) and the warrant to purchase the ordinary shares of the Company issued to the employees of the Company and its subsidiaries (BTS-WC) was higher than the average market price of the Company's shares for the three-month and six-month periods ended 30 September 2016 and 2015. Therefore, the Company has not assumed conversion of the warrant in the calculation of diluted earnings per share.

(Unaudited but reviewed)

27. Dividends

| <u>Dividends</u> | <u>Approved by</u> | <u>Total dividends</u> (Million Baht) | <u>Dividend per share</u> (Baht) |
|--|---|--|-------------------------------------|
| Final dividends for 2014/2015 | Annual General Meeting of the shareholders on 24 July 2015 | 3,548 | 0.30 |
| Total for the six-month period ended 30 September 2015 | | <u>3,548</u> | |
| Final dividends for 2015/2016 | Annual General Meeting of the shareholders on 22 July 2016 | 4,024 | 0.34 |
| Total for the six-month period ended 30 September 2016 | | <u>4,024</u> | |

28. Contracts in progress

As at 30 September 2016, the aggregate amount of installation cost incurred and recognised profits or losses to date for contracts in progress of a subsidiary was approximately Baht 150 million (31 March 2016: Baht 49 million) and gross amounts due from customers for contracts in progress were approximately Baht 100 million (31 March 2016: Baht 32 million).

29. Foreign currency assets/liabilities

As at 30 September 2016 and 31 March 2016, the Company and its subsidiaries had financial assets and liabilities in foreign currency as follows:

| Consolidated financial statements | | | | | |
|-----------------------------------|---------------------|--------------------------|------------------------|--------------------------|--|
| Foreign currency | 30 September 2016 | | 31 March 2016 | | Average exchange rate as at 30 September 2016 (Baht per 1 Foreign currency unit) |
| | Financial assets | Financial liabilities | Financial assets | Financial liabilities | |
| | (Million) | (Million) | (Audited) (Million) | (Audited) (Million) | |
| USD | 97 | - | 76 | 30 | 34.6999 |
| EUR | 33 | - | 31 | 1 | 38.8895 |
| SGD | - | - | - | 1 | 25.3914 |
| RMB | 32 | - | 247 | - | 5.2052 |

| Separate financial statements | | | | | |
|-------------------------------|---------------------|--------------------------|------------------------|--------------------------|--|
| Foreign currency | 30 September 2016 | | 31 March 2016 | | Average exchange rate as at 30 September 2016 (Baht per 1 Foreign currency unit) |
| | Financial assets | Financial liabilities | Financial assets | Financial liabilities | |
| | (Million) | (Million) | (Audited) (Million) | (Audited) (Million) | |
| USD | 72 | - | 51 | 30 | 34.6999 |
| RMB | - | - | 215 | - | 5.2052 |

As at 30 September 2016, the Company has entered into cross currency swap and forward exchange agreements amounting to USD 54 million under which the contractual rates are Baht 35.21 - 35.69 per USD (31 March 2016: USD 24 million and RMB 215 million under which the contractual rates are Baht 31.25 - 32.69 per USD and Baht 5.3772 per RMB, respectively).

30. Commitments and contingent liabilities

As at the date of the statements of financial position, the Company and its subsidiaries had commitments and contingent liabilities as follows:

30.1 Capital commitments

- a) The Company and its subsidiaries (HHT Construction Company Limited, BTS Land Company Limited, Muangthong Assets Company Limited and Man Food Products Company Limited) had outstanding commitments of approximately Baht 380 million and HKD 1 million (31 March 2016: Baht 491 million and HKD 2 million) in respect of agreements of consultation, design and construction projects and machinery.
- b) The Company and its subsidiaries (Nine Square Property Company Limited, BTS Land Company Limited and Mak 8 Company Limited) had outstanding commitments with a subsidiary (HHT Construction Company Limited) approximately Baht 149 million (31 March 2016: Baht 53 million) in respect of renovation and development of golf course and hotel construction.
- c) The Company had outstanding commitments of USD 27 million (31 March 2016: USD 29 million) in respect of overseas investments.
- d) The subsidiaries (Dnal Company Limited, Keystone Estate Company Limited and Siam Paging and Communication Company Limited) had outstanding commitments of approximately Baht 1,209 million (31 March 2016: Baht 953 million) relating to the agreements to purchase and to sell of land and building.
- e) A subsidiary (BTSC) had capital commitments totaling Baht 22 million (31 March 2016: Baht 30 million) in respect of improvements of BTS Sky train System.
- f) A subsidiary (BTSC) had capital commitments of Baht 10 million (31 March 2016: Baht 13 million) in respect of the renovation of office building.

(Unaudited but reviewed)

- g) A subsidiary (Bangkok Smartcard System Company Limited) had capital commitments of Baht 10 million (31 March 2016: Baht 14 million) relating to the installation of common ticketing systems, management information system and development of website.
- h) A subsidiary (VGI Global Media Public Company Limited) had capital commitments of Baht 50 million (31 March 2016: Baht 47 million), relating to the acquisition of equipment and software computer.
- i) A subsidiary (Rabbit 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.

Obligations as discussed in e) and f) will be allocated for collection from BTS Rail Mass Transit Growth Infrastructure Fund in accordance with bases and assumptions determined by BTSC's management. BTSC's management believes that these bases and assumptions are appropriate under the current circumstances.

30.2 Operating lease commitments

The Company and its subsidiaries have entered into several lease agreements in respect of the lease of land, office building space, motor vehicles and equipment.

The Company and its subsidiaries have future minimum lease payments required under these non-cancellable operating lease contracts were as follows:

| | Consolidated | | Separate | |
|--------------------------|----------------------|-----------|----------------------|-----------|
| | financial statements | | financial statements | |
| | 30 September | 31 March | 30 September | 31 March |
| | 2016 | 2016 | 2016 | 2016 |
| | | (Audited) | | (Audited) |
| Payable: | | | | |
| Up to 1 year | 150 | 53 | 42 | 40 |
| Over 1 and up to 5 years | 243 | 158 | 113 | 119 |
| Over 5 years | 303 | 297 | 208 | 222 |

Under the conditions of the lease agreements for advertising space, the subsidiaries are committed to pay rental on a monthly basis. One-month deposits were made and will be refunded when the agreements are terminated with the consent of the lessor. The agreements are renewable for every 3 years with rental adjustment made based on current market conditions.

Obligations will be allocated for collection from BTS Rail Mass Transit Growth Infrastructure Fund in accordance with bases and assumptions determined by BTSC's management. BTSC's management believes that these bases and assumptions are appropriate under the current circumstances.

30.3 Service contract commitments

- a) A subsidiary (BTSC) had commitments of approximately Baht 37 million (31 March 2016: Baht 53 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).
- b) A subsidiary (BTSC) had commitments under service agreements with contractors relating to the procurement and installation of electronic and mechanical systems for the Mass Transit System - Green Line (Mochit-Sapanmai-Kukot and Bearing-Sumutprakan).
- c) A subsidiary (BTSC) had commitments of approximately Baht 50 million (31 March 2016: Baht 48 million) under service agreements with the subsidiaries (Bangkok Payment Solutions Company Limited and Bangkok Smartcard System Company Limited) relating to compliance with the Establishment Central Clearing House Project (CCH) Agreement.
- d) A subsidiary (BTSC) had commitments amounting to approximately Baht 376 million under service agreements with a contractor for the design and construction of Suksawittaya Station (S4), relating to a memorandum of agreement for the construction of S4 station between the subsidiary, BTSGIF and another company dated 10 August 2016. The subsidiary is responsible for procurement and is the counterparty with the contractor, while BTSGIF and the other company are responsible for construction costs totaling not more than Baht 650 million.
- e) The Company and its subsidiaries had committed to pay fees totaling Baht 190 million (31 March 2016: Baht 270 million) (Separate financial statements: Baht 13 million (31 March 2016: Baht 21 million)) relating to service agreements.

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 BTSC's management. The subsidiary's management believes that these bases and assumptions are appropriate under the current circumstances.

30.4 Commitments under maintenance contract

On 15 September 2014, a subsidiary (BTSC) entered into a fifteen-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 15 years. The amount to be paid for the first year is approximately Baht 253 million and EUR 3 million, while in subsequent 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.

Subsequently, on 23 May 2016, the subsidiary entered into a maintenance contract for 22 of the 46 4-car trains (as discussed in Note 30.5 d) to the interim financial statements) 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 16 years. Charges for the first 16 months are approximately Baht 67 million and the annual maintenance fees to be paid for the first year are approximately Baht 73 million and EUR 1.3 million, while in future years, the amount to be paid will be adjusted upwards with reference to the consumer price index.

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. The subsidiary's management believes that these bases and assumptions are appropriate under the current circumstances.

30.5 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 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.
- b) The Company entered into a management agreement with its subsidiary (Tanayong Property Management Company Limited), which is to furnish the Company with systems management services. Under the conditions of the agreement, the Company is to pay service fees at the rate specified in the agreement.
- c) A subsidiary (Muangthong Assets Company Limited) entered into service agreements with an associate (Absolute Hotel Services Company Limited), which is to furnish the subsidiary with royalty and hotel business management - related services. The subsidiary are to pay service fees at a rate as stipulated in the agreement.

(Unaudited but reviewed)

- d) A subsidiary (BTSC) had commitments totaling EUR 174 million and Baht 572 million in respect of the acquisition of 46 4-car trains and spare parts for 22 4-car trains for which the subsidiary had already entered into agreements (under the train acquisition agreement, the subsidiary had paid advances for the purchase of trains amounting to Baht 30 million and EUR 36 million, equivalent to Baht 1,398 million (As at 30 September 2016, the subsidiary presented the outstanding balance of the advances of Baht 1,230 million under “Advance for asset acquisitions” in the consolidated statement of financial position. This is the net amount which net off the allocation amounts charged to BTS Rail Mass Transit Growth Infrastructure Fund)).

Obligations resulting from the purchase of the trains and spare parts will be allocated to and collected from BTS Rail Mass Transit Growth Infrastructure Fund, in accordance with bases and assumptions determined by the subsidiary’s management. The subsidiary’s management believes that these bases and assumptions are appropriate under the current circumstances.

In addition, under the operation and maintenance contract for a mass transit system in Bangkok, dated 3 May 2012, the subsidiary also has future commitments in respect of acquisitions of elevated trains, totaling 70 cars. The trains must be in operation by 2030.

- e) A subsidiary (BTSC) had outstanding commitments under the concession agreements of the Bangkok Mass Transit System project for extension line - Silom (S7-S8) and Sukhumvit (E10-E14), for a period of 15 years as from the year 2015 to the year 2029. Compensation which is payable throughout the terms of the agreements expected to be risen every three years in accordance with the passenger growth rate, but at least 10%.The amount to be paid for the 1-3 year is approximately Baht 79 million.
- f) A subsidiary (VGI Global Media Public Company Limited) had outstanding commitments as stipulated in the agreements as follows:
- 1) Concession agreements for the installation and management of advertising media in buildings with a related company and unrelated companies, whereby it is to install, and manage the provision of advertising through, LCD screens in these buildings.
 - 2) Concession agreements for the management and provision of advertising space, and other related agreements.

(Unaudited but reviewed)

The subsidiary had outstanding commitments with respect to minimum guarantees under concession agreements. Fees are payable as follows:

| | 30 September 2016 | (Unit: Million Baht) 31 March 2016 |
|--------------------------|-------------------|---------------------------------------|
| | | (Audited) |
| Fees payable: | | |
| Up to 1 year | 71 | 59 |
| Over 1 and up to 5 years | 104 | 117 |
| Over 5 years | - | 10 |

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

30.6 Other commitments

- a) The Company and its subsidiary (BTSC) had commitments in respect of compliance with the Net Revenue Purchase and Transfer Agreement and other agreements relating to infrastructure fund transaction.
- b) The Company had commitments in respect of compliance with the Securities Borrowing and Lending Agreements that the Company had already entered into with the security companies.
- c) A subsidiary (BTSC) had commitments in respect of compliance with the Purchase and Installation of Operating System (Electric and Mechanic) Agreement for the Green Line (Mochit-Sapanmai-Kukot and Bearing-Sumutprakan) dated 28 June 2016 and the Operating and Maintenance Agreement for the Green Line (Mochit-Sapanmai-Kukot and Bearing-Sumutprakan) dated 1 August 2016 (Currently, Krungthep Thanacom is in the process of finalising the fees based on a price per car-km and this needs to be completed within 120 days from the agreement date).

30.7 Guarantees

- a) There was a bank guarantee of Baht 23 million (31 March 2016: Baht 23 million) issued by a bank on behalf of the Company to the Ministry of Finance for construction of a building on state-owned land.

- b) A subsidiary (BTSC) had outstanding bank guarantees issued by a bank on behalf of the subsidiary amounting to Baht 57 million (31 March 2016: Baht 57 million) to guarantee electricity use. In addition, there was an outstanding bank guarantee of Baht 40 million (31 March 2016: Baht 40 million) issued by a bank on behalf of the subsidiary to guarantee compliance with Contract for Establishment of Central Clearing House Project (CCH). A current investment of Baht 14 million has been pledged as collateral.

BTS Rail Mass Transit Growth Infrastructure Fund will be responsible for the bank guarantees amounting to Baht 38 million (31 March 2016: Baht 38 million) issued by a bank on behalf of the subsidiary to the Metropolitan Electricity Authority to guarantee electricity use.

- c) The Company and its subsidiaries had additional bank guarantees issued by banks as required in their normal operations of approximately Baht 394 million (Separate financial statements: Baht 69 million) (31 March 2016: Baht 274 million (Separate financial statements: Baht 3 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.
- e) A subsidiary (Master Ad Public Company Limited) had guaranteed bank credit facilities of its associate (Landy Development Company Limited) amounting to Baht 89 million.

30.8 Litigations

During the period, there was no significant progress in the litigation described in Note 55.8 to the financial statements for the year ended 31 March 2016, except the following:

- 30.8.1** As described in Note 55.8 b) to the financial statements for the year ended 31 March 2016, 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 the creditor is entitled to receive. The Central Bankruptcy Court ordered the amendment of the amounts of the debt settlement entitlements and the creditor appealed the order of the Central Bankruptcy Court to the Supreme Court. On 24 August 2016, the Central Bankruptcy Court read the Supreme Court's order regarding the debt settlement entitlement of a creditor per the rehabilitation plan. The amount of the debt per the Supreme Court's order is lower than the amount recorded by the Company in respect of this creditor per the rehabilitation plan in the past. The Company therefore reversed part of the debt of this creditor to accord with the Supreme Court's final order and is in the process of transfer of assets awaiting transfer under rehabilitation plan, investments in subsidiaries awaiting transfer under rehabilitation plan and cash deposited as collateral for debt settlement, as described in Note 16 to the interim financial statements.

30.8.2 As described in Note 55.8 h) to the financial statements for the year ended 31 March 2016, on 15 October 2015, a jointly controlled company (Bayswater Co., Ltd.) purchased land through an auction organized by the official receiver for a price of Baht 7,350 million. However, a company who is a debtor under the bankruptcy action and the original landowner (not related to the Company and its subsidiaries) (“Debtor”) petitioned the Central Bankruptcy Court (“the Court”) seeking an order to cease the auction of assets of the debtor. On 22 September 2015, the Court dismissed the petition on the grounds that there was no legal basis to permit the petition. Subsequently, on 23 September 2015, the debtor lodged an appeal of the Court’s order with the Supreme Court, asking for permission to appeal. The Supreme Court denied the debtor leave to appeal.

Subsequently, on 14 October 2015 the debtor company filed petitions asking the Court to order the official receiver to accept an application for a composition of debt for processing in accordance with the law, and to order the postponement or cessation of the auction that was to be held on 15 October 2015 and the following day, based on the auction announcement. The Court dismissed the petition on 28 January 2016. Subsequently, on 4 March 2016, the debtor lodged an appeal of the Court’s order with the Supreme Court, asking for permission to appeal. Currently, the Supreme Court is considering whether to order the official receiver to accept an application for a composition of debt and to order the cancelation of the auction.

In addition, on 29 October 2015 the debtor company and its 2 unsecured creditors filed petitions asking the Court to order the cancelation of the auction of assets and to cease compulsory of litigation result during consideration of the petitions of cancelation of the auction of assets. The Court dismissed the petition on 28 January 2016. Subsequently, on 18 February 2016, the debtor and its creditors lodged an appeal of the Court’s order with the Supreme Court, asking for permission to appeal. Currently, the Supreme Court is considering whether to order the Central Bankruptcy Court to accept the petition to investigate and order the cancelation of the auction.

The Company and the jointly controlled company believe that no significant losses will result from these cases.

(Unaudited but reviewed)

31. Segment information

The Company and its subsidiaries are organised into business units based on its products and services. For this period, there is an additional installation service segment which the Company and its subsidiaries have included in the service segment.

The following table presents revenue and profit information regarding the Company and its subsidiaries' operating segments for the three-month and six-month periods ended 30 September 2016 and 2015.

(Unit: Million Baht)

For the three-month periods ended 30 September

| | For the three-month periods ended 30 September | | | | | | | | Consolidated | |
|--|--|------------|------------------|------------|-----------------|------------|--------------|-------------|----------------------|--------------|
| | Media segment | | Property segment | | Service segment | | Elimination | | financial statements | |
| | 2016 | 2015 | 2016 | 2015 | 2016 | 2015 | 2016 | 2015 | 2016 | 2015 |
| Revenues from external customers | 703 | 530 | 5 | 211 | 873 | 693 | - | - | 1,581 | 1,434 |
| Inter-segment revenues | 8 | 7 | - | - | 203 | 92 | (211) | (99) | - | - |
| Total revenues | <u>711</u> | <u>537</u> | <u>5</u> | <u>211</u> | <u>1,076</u> | <u>785</u> | <u>(211)</u> | <u>(99)</u> | <u>1,581</u> | <u>1,434</u> |
| Segment profit | 480 | 382 | 2 | 86 | 296 | 275 | - | - | 778 | 743 |
| Unallocated revenues and expenses: | | | | | | | | | | |
| Management income | | | | | | | | | 1 | - |
| Dividend income | | | | | | | | | 48 | 46 |
| Interest income | | | | | | | | | 180 | 95 |
| Gain on sales of investments | | | | | | | | | 36 | 97 |
| Gain on sales of assets | | | | | | | | | 3 | 74 |
| Gain on reversal of creditors per rehabilitation plan | | | | | | | | | 174 | 95 |
| Other income | | | | | | | | | 26 | 49 |
| Selling expenses | | | | | | | | | (90) | (44) |
| Administrative expenses | | | | | | | | | (418) | (412) |
| Reversal of provision for terminating agreements | | | | | | | | | - | 39 |
| Loss on provision for revenues being lower than the minimum guaranteed amounts | | | | | | | | | - | (136) |
| Share of loss from investments in joint ventures | | | | | | | | | (66) | (88) |
| Share of profit from investments in associates | | | | | | | | | 175 | 169 |
| Finance cost | | | | | | | | | (90) | (70) |
| Income tax expenses | | | | | | | | | (133) | (101) |
| Profit for the period | | | | | | | | | <u>624</u> | <u>556</u> |
| Non-controlling interests of the subsidiaries | | | | | | | | | (76) | (82) |
| Profit attributable to equity holders of the Company | | | | | | | | | <u>548</u> | <u>474</u> |

(Unaudited but reviewed)

(Unit: Million Baht)

For the six-month periods ended 30 September

| | Media segment | | Property segment | | Service segment | | Elimination | | Consolidated financial statements | |
|--|---------------|--------------|------------------|-------------|-----------------|--------------|--------------|--------------|-----------------------------------|--------------|
| | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> | <u>2016</u> | <u>2015</u> |
| | | | | | | | | | | |
| Revenues from external customers | 1,246 | 1,071 | 14 | 282 | 1,647 | 1,376 | - | - | 2,907 | 2,729 |
| Inter-segment revenues | 16 | 15 | - | - | 325 | 191 | (341) | (206) | - | - |
| Total revenues | <u>1,262</u> | <u>1,086</u> | <u>14</u> | <u>282</u> | <u>1,972</u> | <u>1,567</u> | <u>(341)</u> | <u>(206)</u> | <u>2,907</u> | <u>2,729</u> |
| Segment profit | 862 | 744 | 5 | 115 | 582 | 546 | - | - | 1,449 | 1,405 |
| Unallocated revenues and expenses: | | | | | | | | | | |
| Management income | | | | | | | | | 5 | - |
| Dividend income | | | | | | | | | 141 | 119 |
| Interest income | | | | | | | | | 345 | 229 |
| Gain on sales of investments | | | | | | | | | 70 | 153 |
| Gain on swap of investments | | | | | | | | | - | 3,459 |
| Gain on change in status of investment | | | | | | | | | 207 | - |
| Gain on sales of assets | | | | | | | | | 3 | 74 |
| Gain on reversal of creditors per rehabilitation plan | | | | | | | | | 174 | 95 |
| Other income | | | | | | | | | 37 | 130 |
| Selling expenses | | | | | | | | | (147) | (68) |
| Administrative expenses | | | | | | | | | (752) | (771) |
| Reversal of provision for terminating agreements | | | | | | | | | - | 94 |
| Loss on provision for revenues being lower than the minimum guaranteed amounts | | | | | | | | | (28) | (136) |
| Share of loss from investments in joint ventures | | | | | | | | | (161) | (175) |
| Share of profit from investments in associates | | | | | | | | | 369 | 326 |
| Finance cost | | | | | | | | | (178) | (150) |
| Income tax expenses | | | | | | | | | (282) | (1,152) |
| Profit for the period | | | | | | | | | <u>1,252</u> | <u>3,632</u> |
| Non-controlling interests of the subsidiaries | | | | | | | | | <u>(156)</u> | <u>(142)</u> |
| Profit attributable to equity holders of the Company | | | | | | | | | <u>1,096</u> | <u>3,490</u> |

32. Fair value of financial instruments

The Company and its subsidiaries use the market approach to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards, except that the cost approach or income approach is used when there is no active market or when a quoted market price is not available.

Fair value hierarchy

In applying the above-mentioned valuation techniques, the Company and its subsidiaries endeavor to use relevant observable inputs as much as possible. TFRS 13 *Fair Value Measurement* establishes a fair value hierarchy categorising such inputs into three levels as follows:

Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

As of 30 September 2016, the Company and its subsidiaries had the following financial assets that were measured at fair value using different levels of inputs as follows:

(Unit: Thousand Baht)

| | Consolidated financial statements | | |
|-----------------------------------|-----------------------------------|-----------|------------------|
| | Level 1 | Level 2 | Total |
| Held for trade investments | | | |
| Investments in fixed income funds | - | 182,029 | 182,029 |
| Equity instruments | 309,363 | - | 309,363 |
| Debt instruments | - | 227,087 | 227,087 |
| Derivative warrants | 146,217 | - | 146,217 |
| Available-for-sale investments | | | |
| Equity instruments | 4,342,975 | 3,253,651 | 7,596,626 |

(Unit: Thousand Baht)

| | Separate financial statements | | |
|--------------------------------|-------------------------------|-----------|------------------|
| | Level 1 | Level 2 | Total |
| Held for trade investments | | | |
| Equity instruments | 309,363 | - | 309,363 |
| Debt instruments | - | 116,892 | 116,892 |
| Available-for-sale investments | | | |
| Equity instruments | 4,024,826 | 1,097,826 | 5,122,652 |

Valuation techniques and inputs to Level 2 valuations

The fair value of investments in debt instruments has been determined by using the yield curve as announced by the Thai Bond Market Association or by other relevant bodies.

Investments in fix income funds and marketable unit trusts have been determined using net asset value at the reporting date.

33. Events after the reporting period

- 33.1** On 4 November 2016, the Board of Directors of a subsidiary (BTSC) meeting passed a resolution to approve payment of interim dividend of Baht 803 million (at a rate of Baht 0.05 per share) to the shareholders, in respect of the profit for the six-month period ended 30 September 2016.
- 33.2** On 7 November 2016, the Company's Board of Directors meeting passed a resolution to approve the Company enter into a sale and purchase of assets agreement with a related company with a value of Baht 429.5 million.
- 33.3** On 7 November 2016, the Company together with two other companies have submitted bidding proposal to the Mass Rapid Transit Authority of Thailand (MRTA) for Pink line project (Khae Rai - Min Buri) and Yellow line project (Lat Phrao - Samrong).
- 33.4** On 7 November 2016, the Annual General Meeting of a subsidiary (VGI Global Media Public Company Limited)'s shareholders passed the following significant resolutions:
- a) Approved decrease and increase in the share capital as discussed in Note 6.2.1 to the interim financial statements.
 - b) Approved the transactions relating to the purchases of ordinary shares of BSS Holdings Company Limited and Bangkok Smartcard System Company Limited as discussed in Note 6.2.1 to the interim financial statements.

34. Approval of interim financial statements

These interim financial statements were authorised for issue by the Company's Board of Directors on 7 November 2016.