

Notification of the Allocation
of Newly Issued Ordinary Shares

Of

TRC Construction Public Company Limited



Part 1: Information on the Allocation of Newly Issued Ordinary Shares

1. Name and address of the Company

Name of Company:	TRC Construction Public Company Limited
Type of Business:	Engages in Pipeline System Construction, Engineering System Installation and Factory Construction in Energy and Petrochemical Businesses and Project Development and Investment Business
Head Office Address:	No. 8, Soi Sukhaphiban 5 Soi 32, Tha Raeng, Bang Khen District, Bangkok 10220, Thailand
Telephone:	+66 2022 7777
Fax:	+66 2022 7788
Website:	http://www.trc-con.com

2. Board of Directors' Meeting and Shareholder's Meeting at which a resolution for the allocation of newly issued ordinary shares is passed

Meeting of the Board of Directors No.6/2019	:	14 May 2019
Extraordinary General Meeting of Shareholders No.1/2019	:	21 June 2019

3. Details of the allocation of the new ordinary shares

The Board of Directors' Meeting No.6/2019 held on 14 May 2019 and the Extraordinary General Meeting of Shareholders No.1/2019 held on 21 June 2019 approved the capital reduction, the capital increase and the allocation of ordinary shares as detailed below:

Capital Decrease	Capital decrease from the existing registered capital of Baht 770,397,245.00 to Baht 770,395,728.12 by canceling 12,135 unsubscribed shares
Type of New Shares	New Ordinary Shares
Paid-up Capital before the Capital Increase	Baht 770,395,728.12, consisting of 6,163,165,825 ordinary shares at par value of Baht 0.125 per share
Increase Capital (In case total new shares are fully subscribed)	Baht 427,997,626.63, consisting of 3,423,981,013 ordinary shares at par value of Baht 0.125 per share
Paid-up Capital after the Capital Increase with Specific Objectives of Issuance (In case total new shares are fully subscribed)	Baht 1,198,393,354.75, consisting of 9,587,146,838 ordinary shares at par value of Baht 0.125 per share

Allocation Method	New ordinary shares shall be allocated to existing shareholders proportionately to their shareholding. The list of shareholders entitled to subscribe to the newly issued ordinary shares (Record Date) was determined on 1 July 2019. (Any fraction shall be disregarded.)
Number of Allotted Ordinary Shares	3,423,981,013 shares at par value of Baht 0.125 per share
Subscription Ratio	9 existing shares to 5 newly issued ordinary shares
Offering Price per share	Baht 0.125
Subscription Period	15 July and 17 – 22 July 2019 (5 Business Days)

4. Allocation of newly issued ordinary shares

- 4.1 In case those shareholders subscribe to the newly issued ordinary shares in according with their entitlement or less than their entitlement, the newly issued ordinary shares shall be allotted to such shareholders in full.
- 4.2 The shareholders may oversubscribe for shares in excess of their existing shareholding (Excess Rights). The Oversubscription shares will be allotted to such oversubscribing shareholders who have paid the subscription amount in full, and only after newly issued ordinary shares are allocated proportionately to all shareholders who subscribe in the first round. Criteria for allotment of Oversubscription shares are as follows:

- **In case where unsubscribed shares exceed the number of shares oversubscribed for:**

The Company will allot shares to all shareholders who have expressed their intention to subscribe for shares in excess of their rights and who have paid subscription price for such shares.

- **In case where unsubscribed shares are less than the number of shares oversubscribed for:**

If the number of the Unsubscribed Shares is less than the number of the shares subscribed by the shareholders through excess rights, the Unsubscribed Shares will be re-allotted in proportion to the shareholding of each of shareholders who subscribed the Unsubscribed Shares in excess of their entitlement. Such re-allotment will be carried out until no new shares remaining unsubscribed.

If there are newly issued ordinary shares remaining unallotted after the subscription through right offering and excess rights, such unallotted shares are subject to the capital reduction by cancelling such unallotted shares.

In any cases, the allotment of new shares by way of excess rights shall not cause any of the Company's shareholders who subscribe the new shares in excess of their entitlement to trigger the mandatory tender offer requirements (Tender Offer) as provided in the Notification of the Capital Market Supervisory Board No. Tor.Jor. 12/2011 Regarding Criteria, Terms and Procedures in Acquiring Securities for Business Takeover or to violate the restriction of foreign shareholding as provided in the Company's Articles of Association, which specify that foreign shareholders may not hold shares in the Company in excess of 49 percent of the total issued shares.

In any cases, the allotment of newly issued shares by way of Excess Rights shall not cause any of the Company's shareholders who subscribe to the new shares in excess of their entitlement to violate the restriction of foreign shareholding as provided in the Company's Articles of Association, which specifies that foreign shareholders may hold shares in the Company in excess of 49 percent of the total issued shares. And the Company reserves the right to not allot to subscribers in case of the allotment will violate the laws and regulations of issuance and allotment of securities under Thai laws.

5. Date of determination of list of shareholders entitled to subscribe to newly issued ordinary shares (Record Date)

The Meeting of the Board of Directors of TRC Construction Public Company Limited No.6/2019 on 14 May 2019 and the Extraordinary General Meeting of Shareholders No.1/2019 on 21 June 2019 approved that the determination of the list of shareholders entitled to subscribe to newly issued ordinary shares (Record Date) shall be made on 1 July 2019.

6. Subscription and payment period for newly issued ordinary shares

6.1 Subscription period

On 15 July and 17 – 22 July 2019 (5 business days) from 9.00 a.m. to 4.00 p.m.

6.2 Venue for subscription and payment for newly issued ordinary shares

The Shareholders can contact at:

TRC Construction Public Company Limited (Temporary Location for Share Subscription)

No. 183 Regent House Building 13th Floor, Rajdamri Rd, Lumpini, Pathumwan, Bangkok 10330

Tel : 02-118-3535

Contact : Piyathida Makaraphun

(Do not accept payment documents with Bill Payment or check or cashier check or draft by mail **)**

7. Methods of subscription and payment for newly issued ordinary shares

7.1 Shareholders can subscribe to newly issued ordinary shares of the Company on the date and at the time and venue as specified in Clause 6.

7.2 Documents used in subscription consist of

(1) Subscription Form: which is completed and signed in Part 1 and in the subscription receipt (Part 2 of Subscription Form) (In case of a juristic person, the Form shall be signed and affixed with the company's seal (if any)) Shareholders shall submit one Subscription Form for the Securities of the Company per one Certificate of Subscription Entitlement for New Ordinary Shares.

(2) Evidence of payment, such as

- Original Bill Payment Deposit Form (Payment only through Bill Payment System) (Enclosure No. 6)

OR

- Cheque or cashier's cheque or draft (collectible through the clearing house in Bangkok within 1 business day only) with Bill Payment Deposit Form, which is correctly, completely and clearly filled out by Shareholder with following information such as Shareholder's first name and last name, Shareholder's Thai Identification Number (13 digits), Shareholder Registration Number (10 digits), and contact telephone number.

(3) Certificate of Subscription Entitlement for New Ordinary Shares (Enclosure No.3) issued by Thailand Securities Depository Company Limited ("TSD") and sent by registered mail to the Shareholder together with this Notification.

(4) Copy of the first page of the bank passbook of saving or current account for the following bank only: The Siam Commercial Bank Plc, Kasikorn Bank Plc, Krungthai Bank Plc, Thanachart Bank Plc and Bank of Ayudhaya Plc. The Bank account name must be the same as the name of the Shareholder with certified true copy by the Shareholder in case that the Shareholder wishes to receive the refund of subscription payment of the securities for the portion that has not been allotted or has been allotted less than the amount subscribed for in excess of his/her entitlement via transfer payment to the bank account.

(5) Identification Document

- (a) Natural person of Thai Nationality: A certified true copy of identification card which is not yet expired or a certified true copy of first page of house registration bearing the identification number or a certified true copy of any other official document issued by any governmental entity bearing the identification number, a certified true copy of government card, (in the case that the Shareholder is a minor, a certified

true copy of identification card of his/her guardian (father/mother or legal representative) and a certified true copy of the minor's house registration). The signature on the above documents must be the same as the signature on every document required for the subscription of the newly issued ordinary shares of the Company. In the case of a change of first/last name which causes the Shareholder's first/last name to be differed from his/her name appeared on the share register book as of 1 July 2019 or on the Certificate of Subscription Entitlement for Newly issued Ordinary Shares, please enclose a certified true copy of official document issued by a government entity, such as marriage certificate, divorce certificate, name change certificate.

- (b) Natural person of alien nationality: A certified true copy of the alien card or passport which is not yet expired.
 - (c) Juristic person registered in Thailand: A copy of the company affidavit issued by the Ministry of Commerce within 3 months before the date of subscription, certified as a true copy by an authorized signatory (ies) of such juristic person and affixed with a company seal (if any), together with a certified true copy of identification card, alien card or passport (as the case may be) of the authorized signatory (ies) of such juristic person.
 - (d) Juristic person registered in foreign country: A copy of certificate of incorporation and company affidavit issued within 6 months before the date of subscription, certified as a true copy by an authorized signatory (ies) of such juristic person and affixed with a company seal (if any), together with a certified true copy of alien card or passport (as the case may be) of the authorized signatory (ies) of such juristic person. The certified true copy of the aforementioned supporting documents must be notarized by a notary public and authenticated by an official of the Thai Embassy or the Thai Consulate in the country where such documents were prepared or certified and issued within 6 months before the date of subscription.
- (6) A Power of Attorney affixed with a stamp duty of Baht 30 is required in the case of authorization of other person to subscribe for shares on one's behalf, together with a certified true copy of identification documents of the Shareholder and the authorized person.

In the case that the attorneys form prepared in foreign countries, the Power of Attorney form and the copy of Shareholder passport has not expired must be notarized

by a Notary Public and certified by the Thailand embassy officials or Thai consulate general office where such documents are prepared or received the authorization.

The attorney must present personal identification or passport (original) and the certified copy of shareholder personal identification or passport to company officials.

- (7) For the Shareholder who wishes to deposit the securities of the Company with Thailand Securities Depository Company Limited under the issuer account number 600 the Shareholders must submit additional documents (Enclosure No. 5) so as to submit the information to Thailand Securities Depository Company Limited.

The signature on all identification documents must correspond to the signature on the Subscription Form for New Ordinary Shares.

- 7.3 Any shareholder who wishes to subscribe to newly issued ordinary shares must pay for the subscription in a lump-sum amount on the date of the subscription. The methods of payment are as follows. However, the Company reserves the right not to accept any subscription payment in cash

- (1) Payment via Bill Payment System (for cash transfer only)
- (a) Deposit/transfer via **Bill Payment**
“TRC Construction Public Company Limited”
Thanachart Bank Public Company Limited
COMP CODE H140
Please specify
REF: 1 Shareholder Registration Number and
REF: 2 Identification Number or Passport Number (As applicable)
- (b) One time of deposit/transfer per one Subscription Form for the Securities of the Company for the cases of subscription of newly issued ordinary shares according to the entitlement, less than the entitlement, and in excess of the entitlement.
- (c) Please indicate the Shareholder Registration Number (See Certificate of Subscription Entitlement for New Ordinary Shares. (Enclosure No. 3), first name and last name, and contact telephone number on the back page of the Bill Payment Form (Enclosure No. 6)
- (d) Subscription period and period for submission of Subscription Documents in case of payment by money transfer (for cash transfer only) on 15 July and 17 – 22 July 2019 during 9:00 a.m. – 4:00 p.m. (5 business days)
- (2) Payment by cheque or cashier’s cheque or draft : (Including deposit/transfer by cheque or cashier’s cheque or draft via Bill Payment System)
- (a) Cheque or cashier’s cheque or draft must be crossed and made payable to

“TRC Construction Public Company Limited”

And dated no later than 18 July 2019 and shall be collectible from a clearing house in Bangkok within 1 business day only, together with a completed Bill Payment Form of TBANK (Enclosure No. 6)

- (b) One cheque or one cashier's cheque or one draft per one Subscription Form for the Securities of the Company for the case of subscription of newly issued ordinary shares according to the entitlement, less than the entitlement, and in excess of the entitlement.
- (c) Please indicate the Shareholder Registration Number (as specified in the Certification of Subscription Entitlement issued by Thailand Securities Depository Co., Ltd. (Enclosure No. 3)), the first name and the last name, and contact telephone number on the back page of the cheque or cashier's cheque or draft.
- (d) Subscription period and document submission period required for the payment by cheque or cashier's cheque or draft (Including deposit/transfer by cheque or cashier's cheque or draft via Bill Payment System):
On 15 July and 17 July 2019 during 9:00 a.m. – 4:00 p.m. and
On 18 July 2019 during 9:00 a.m. – 11:00 a.m. (no later than 11:00 a.m.)
- (e) If the shareholder does not specify the first name, the last name and telephone number on the back of the cheque/cashier's cheque or draft, or in case the Company cannot collect the money from such cheque/cashier's cheque or draft, the Company reserves the right to reject such subscription.

The subscribers shall bear bank expenses and fees (if any) separately from the subscription price.

- 7.4 In the case that the Shareholder incompletely, unclearly, or inconsistently fills in the details in the documents required for the subscription of the securities of the Company, the Company reserves the right to use the details in the subscription documents as it deems appropriate in allotting the securities of the Company. Nevertheless, in such case, the Company has the right to deem that such shareholder waives his/her right to subscribe for the securities and the Company reserves the right not to allot the securities of the Company to such shareholders.
- 7.5 Shareholder who has already subscribed for the securities and made the subscription payment will not be able to withdraw the subscription nor receive any kind of refund. However, the Company reserves the right to deny the subscription right if the Company does not receive the documents required for the subscription of the securities of the Company and/or the subscription payment within the specified period.
- 7.6 The right to subscribe to newly issued ordinary shares shall be waived, if shareholders do not exercise the rights or make the subscription payment within the specified period or cheque or

cashier's cheque or draft cannot be collectible within the specified period or the incompleting subscription documents.

- 7.7 If a shareholder receives the Certificate of the Subscription Entitlement for more than one shareholder registration number, the shareholder must prepare the subscription documents for each shareholder registration number for which he/she receives, that is, one set of subscription documents for one shareholder registration number. If the subscriber subscribes for the shares with one shareholder registration number by combining all subscription rights to which he/she is entitled under all of his/her shareholder registration numbers into one transaction or fills out such information in the same set of subscription documents, the subscriber may not be allocated the newly-issued shares in accordance with all subscription rights to which he/she is entitled under all of his/her combined shareholder registration numbers. In this regard, the Company and/or the Subscription agents reserves the right to allocate the newly-issued shares to the subscriber as it deems appropriate or not allocate the newly-issued shares to such subscriber.

7.8 Refund of Subscription Payment of the Securities

In case a refund of the subscription price or return of a cheque by which the payment is made for subscription is required, the Company shall proceed as follows

- (1) In case there is a refund of the subscription payment of the securities or a return of cheque for the subscription payment of newly issued ordinary shares, the Company shall refund/return the subscription payment for the subscription payment to the shareholder without interest within 7 business days from the end of the subscription period for the newly issued ordinary shares, and shall deliver to the shareholder as specified in the Subscription Form for the Securities of the Company. Nevertheless, in the case of the inability to refund the subscription payment for the portion that has not been allotted or has been allotted less than the number of shares subscribed for in excess of his/her entitlement by way of transferring the money to the bank account of the Shareholder as specified in the subscription form, resulting from any cause beyond the control of the Company, the Company shall refund the subscription payment for the portion that has not been allotted or has been allotted less than the number of shares subscribed for in excess of his/her entitlement by way of issuing a crossed cheque payable to the Shareholder and delivering such cheque via registered mail to the address appeared in the Company's shareholders database in accordance with the share register book as of 1 July 2019. However, the Shareholder has to be responsible for any additional charge or Bank Fee(s) (if any)
- (2) In case of the Company cannot refund the money within 7 business days after the end of the subscription period. The Company is responsible to refund that money and pay

the interest at the rate 7.50% per annum by calculating the interest amount from the date after 7 business days until the payment date.

8. Methods of securities delivery

Any subscriber may, at his or her's option, ask the Company to perform either of the following

- 8.1 If the subscriber wants to deposit the shares with a securities company with which the subscriber has a trading account, the Company shall deposit the allocated shares with "Thailand Securities Depository Company Limited for Depositors" by Thailand Securities Depository Company Limited. The securities company shall record the balance of the subscriber's shares, in which case the subscriber shall be able to trade the allocated shares on the stock exchange as soon as the stock exchange has allowed the shares of the Company to be traded on the stock exchange. In the case of this Clause 8.1, the name of the subscriber must be the same as the owner of the trading account in which the shares are to be deposited; otherwise, the Company shall reserve the right to issue the share certificate to the subscriber as per Clause 8.2 instead.
- 8.2 If the subscriber wishes to receive the share certificate in the subscriber's name, Thailand Securities Depository Company Limited ("Securities Depository Center"), as the registrar of the Company, shall deliver such share certificate by registered mail according to the name and address in the shareholder register book within 15 business days from the ending of the subscription period. In this case, the subscriber shall not be able to trade the new allocated shares in the Stock Exchange of Thailand ("Stock Exchange") until the shareholder receives the share certificate. The subscriber may receive the share certificate after the newly issued shares are approved to be traded on the Stock Exchange.
- 8.3 If the subscriber wants to deposit the shares in an account of a securities issuance company, member number 600, the Company shall deposit the allocated shares with "Thailand Securities Depository Company Limited". The Securities Depository Center shall record the balance of shares in such an account in the name of the subscriber and shall issue the evidence of deposit to the subscriber within 7 business days from the date the subscription period closes. If the subscriber wishes to withdraw such securities, he/she can contact the Securities Depository Center to do so. Withdrawal fees at the rate specified by the Securities Depository Center shall apply. Shareholders must submit additional documents (Enclosure No. 5) so as to submit the information to Thailand Securities Depository Company Limited.

9. Objectives of capital increase and the use of increased capital

- The proceeds expected to receive of Baht 427,997,626.63 will be used as working capital for business expansion and investment in the future business of the Company and its subsidiary

10. Benefits which the Company will receive from the capital increase/share allotment:

- To increase liquidity and working capital of the Company
- To strengthen the financial position of the Company

11. Benefits which shareholders will receive from the capital increase/share allotment:

- The Company has a policy to pay dividends at a rate of approximately 40 percent of net profit after taxes and legal reserves. Increase capital will strengthen the financial position of the Company such as increase liquidity and reduce DE ratio. It will result to business expansion and increase revenue. Shareholder will receive dividend according to dividend policy
- The subscribers have a right to receive dividend from performance of the Company after the ordinary shares of the capital increase are registered at the Ministry of Commerce.

12. Other details necessary for shareholders to approve the capital increase/share allotment:

12.1 Dividend Policy

The Company has a policy to pay dividends at a rate of approximately 40 percent of net profit after taxes and legal reserves. However, such dividend payments may be subject to change which will depend on the investment plan, necessity and other appropriateness in the future, under the conditions that such operations must maximize the shareholders' benefits, such as using as a reserve for loan repayment, using as an investment to expand the business of the Company or in the case of changing market conditions which may affect the cash flow of the Company in the future. The Board of Director must propose the dividend policy to the shareholders' meeting for approval except for interim dividend payment which the Board of Directors have the authorization to approve and then report to the next shareholders' meeting for acknowledgement

12.2 Right to receive dividends of the shareholders who subscribe to the capital increase shares (Right Offering)

The subscribers of the new shares will be entitled to receive dividends starting from the newly issued ordinary shares are registered as shareholders of the company.

13. Other important information

- 13.1 If the number of shares that the shareholder specifies in the Subscription Form does not correspond to the amount of money the Company receives, the Company reserves the right to stick to the amount of money the Company receives from the subscription. However, such an amount shall not exceed the value of the shares allocated to the subscriber.
- 13.2 The shareholder who exercises his subscription entitlement shall correctly specify the code of the securities company (as specified on the back of the Subscription Form) with which the shareholder hold securities trading account. As the shareholder will also supply the account number of the securities trading account to which he wishes to transfer the allocated shares. Failure to correctly specify the securities company code or account number of the securities trading account will result in the shares being unable to be transferred to the securities trading account. The Company shall not be responsible for any loss of shares or delay incurred during the tracking of shares in case the shareholder fills in the details incompletely or incorrectly. The Company shall also reserve the right to issue the share certificate to the subscriber instead.
- 13.3 The Company reserves the right to change the conditions of subscriptions, methods of payment or other information in connection with the methods of subscription of newly issued ordinary shares as it deems fit in case of any problem, obstacle or limitation in operation for the benefit of the subscription of the newly issued ordinary shares of the Company.

Part 2 Preliminary information of TRC Construction Public Company Limited

1. Policy and business overview

TRC Construction Public Company Limited was established on 20 November 1998. The Company operates a full range of construction services consisting of engineering, design, procurement of machinery and equipment and construction or so-called EPC. The Company has experiences and expertise in piping systems (including natural gas pipes, water pipes and petrochemicals) and factory construction in the petrochemical industry. In addition to construction business, the Group also has business development and investment. One of subsidiaries, Sahakarn Wisavakorn Company Limited, is licensed contractor that specializes in civil and infrastructure construction. In 2018, the Group has expanded its capital and operations to new innovations such as the construction of intelligent warehouse systems with Automated Storage and Retrieval System (AS / RS), the Group's main customers include enterprises in energy petrochemical and government sector etc.

The Company was listed in the Market for Alternative Investment (MAI) under the symbol "TRC" on 22 December 2005 and moved to be listed in the Stock Exchange of Thailand (SET) in the Property and Construction Industry on 23 April 2013 and SET has categorized TRC in Construction Services Sector on 2 January 2014.

Significant changes and developments

The Group developed and expanded its businesses and continued to undertake large-scale projects during the past 3 years as follows:

In 2016

- In February 2016, the Company obtained the Letter of Award from APOT for Turnkey Delivery of APOT Project Package 2. Surface Processing and Facilities worth USD 142.03 million, EUR 416.00 million and Baht 12,433.39 million, or Baht 34,089.50 million in total. In May, the Company received a Notice to Proceed for the Early Works – the scope of work under this notice was restricted to the engineering work and site survey/exploration – worth altogether EUR 10.20 million and Baht 294.94 million, or Baht 711.36 million in total. This Notice to Proceed's work is part of the Turnkey Delivery of APOT Project Package 2. Surface Processing and Facilities.
- In March 2016, No. 3/2016 of the Board of Directors' meeting passed a resolution approving the dissolution of subsidiaries in Sultanate of Oman – TRC Middle East LLC and TRC Engineering LLC – since both entities had not signed any projects since 2015, nor did they have further plan to participate in bidding.
- In March 2016, the Company issued debentures through private placement within the limit of Baht 200 million, maturing in 2 years with a coupon rate of 4.40% per annum payable every 3 months.

- The 2016 Annual General Meeting of Shareholders passed its resolutions in relation to the Company's registered capital as follows:
 - Approved for the issuance and private placement of up to 675 million warrants to persons subscribing for the Company's debentures worth up to Baht 2,000 million.
 - Approved for the reduction of registered capital from Baht 655,358,932.25 to Baht 570,665,282.63.
 - Approved for the increase of registered capital from Baht 570,665,282.63 to Baht 726,373,442.88.
 - Approved for the allocation of 1,245,665,282 new ordinary shares to prepare for the Company's obligations arising from the issuance of stock dividends, the warrants issued through private placement and to persons subscribing for debentures, and the adjustment to ESOP-W2 entitlements.
- In May 2016, the Company executed transactions in connection with its ordinary shares as follows.
 - Reduced of registered capital to Baht 570,665,282.63
 - Increased of registered capital to Baht 726,373,442.88
 - Issued 570,436,077 dividend stocks (8 existing shares to 1 new share) for operations results 2015
- TRC Investment Limited made additional investments in ordinary shares of APOT. After the second, third, and fourth payments for these shares totaling Baht 905 million, a total of 2,750,000 APOT shares was transferred to TRC Investment Limited, making the TRC Group's stake in APOT as of the end of 2016 increased to 26.22 % (it became the associated of the Company) TRC Investment Limited has 23.43% shareholding while TRC International Limited holds 2.79% of the APOT paid-up capital as of year-end 2016; amounting to Baht 2,688.31 million
- The Company's stocks were qualified to become part of the SET100. In the 2nd half of 2016 (the period starting from 1 July - 31 December 2016.)
- The Company's stocks were qualified to become part of the SET100. In the 2nd half of 2016 (the period starting from 1 July - 31 December 2016.)
- Directors, executives, and employees had their warrants converted to ordinary shares in the 8th and 9th (the last) exercise of rights under ESOP-W2 program. The number of additional shares resulting from the 7th to 9th exercise of warrants was 42,783,587 (the conversion rate was 1:5), consequently, making the Company's registered capital and paid-up capital as of the end of 2016 stood at Baht 726,373,442.88 and Baht 641,998,220, respectively.

In 2017

- The Company and Sahakarn Wisavakorn Co., Ltd., secured 14 construction projects worth a total of Baht 5,357.74 million. The following were the major projects:

- TRC:
 - EPC for RDCC Catalyst Cooler Project Part 2 – Back Pressure Steam and Utilities System awarded by IRPC Public Company Limited, worth Baht 492.00 million.
 - BV4.19 PIG Launcher and Receiver Installation Project awarded by PTT Public Company Limited, worth Baht 229.28 million.
 - The Revamp LPG Transfer Pump to Domestic BRP Project awarded by PTT Public Company Limited, worth Baht 208.50 million.
- Sahakarn Wisavakorn Co., Ltd.:
 - Improvement of Pracharumjai Road – Mitmaitri Road Project awarded by the Bangkok Metropolitan Administration, the Metropolitan Electricity Authority, the Metropolitan Waterworks Authority, and TOT Public Company Limited, worth Baht 990.84 million.
 - The 7,602-km Kanlapaphruek Road Extension Project awarded by the Department of Rural Roads, the Metropolitan Electricity Authority, and the Metropolitan Waterworks Authority, worth Baht 849.72 million.
- The 2017 Annual General Meeting of Shareholders passed its resolutions in relation to the Company's registered capital as follows:
 - Approved for the reduction of registered capital from Baht 726,373,442.88 to Baht 641,998,220 consisting of 5,135,985,760 ordinary shares with par value of Baht 0.1250
 - Approved for the increase of registered capital for Baht 91,714,031.25 equivalent to 733,712,250 ordinary shares, resulting in the Company's registered capital increasing from Baht 641,998,220 to Baht 733,712,251.25 or equivalent to 5,869,698,010 ordinary shares
 - Approved for the allocation of 733,712,250 new ordinary shares to prepare for the Company's obligations arising from the issuance of stock dividends
- In May 2017, the Company executed transactions in connection with its ordinary shares as follows.
 - Reduced of registered capital to Baht 641,998,220
 - Increased of registered capital to Baht 733,712,251.25
 - Issued 733,707,536 dividend stocks for dividend stocks (7 existing shares to 1 new share) for operation results of 2016
 - At the end of 2017, the Company has registered capital Baht 733,712,251.25 and paid-up capital Baht 733,711,662.00.
- In June 2017, the Company set up a subsidiary named "TRC Utility Company Limited" with Baht 1,000,000 in registered capital, whose business activities mainly involve investment in projects related to basic infrastructure. The first investment by this newly-established entity was the Water Supply Concession Project of Tasit Subdistrict Administration Organization in Pluak Daeng District, Rayong. The

investment value of this project was Baht 46.5 million. Completed projects will commercially commence business operations in March 2018.

- In July 2017, the Company issued debentures through private placement within the limit of Baht 100 million, maturing in 1 year with a coupon rate of 4.50% per annum payable every 3 months.
- In October 2017, the Company was certified ISO9001:2015 quality management standard, ISO14001:2015 environmental management system standard, and OHSAS18001:2007 occupational health and safety management system standard from SGS (Thailand) Company Limited.
- In November 2017, Sahakarn Wisavakorn Co., Ltd., in partnership with Chinese strategic alliance Huayuan Innovative Development (Hong Kong) Company Limited, set up a subsidiary named “SH Crossings Company Limited” in which Sahakarn Wisavakorn holds 51% stake and the other holds 49%. The purpose of this new subsidiary incorporated with Baht 40 million in registered capital was to do business in construction of underground electrical conduits, including boring and pipe jacking work.
- The Company’s stocks became qualified for the calculation of SET Index – an index representing price movements of common stocks of public companies, apart from constituents in the SET50 Index and SET100 Index, which listed on the Stock Exchange of Thailand, have constant liquidity and comply with requirements regarding the distribution of shares to minor shareholders. The Company was consistently included in the computation of the SET index in 2017 to 2018 and in the first half of 2019.
- The Company’s operations result for 2017 received the “excellent” rating from the Thai Institute of Directors, up from “very good” rating. The Company also received the “excellent” rating in 2018; earning two consecutive years of “excellent” rating.
- During the year, ASEAN Potash Chaiyaphum Public Company Limited (APOT) – one of the Company’s affiliates – has undertaken the following actions to make changes to its registered capital and paid-up capital.
 - In March 2017, APOT received Baht 80 million from the Ministry of Finance as payment for 1,174,860 newly-issued ordinary shares at the price of Baht 68.43 per share. After the registration of change in paid-up capital from Baht 2,688,308,700 to Baht 2,805,797,300, TRC Group’s shareholding in APOT as of the end of 2017 was down to 25.13% (22.46% shareholding by TRC Investment Limited and 2.67% shareholding by TRC International Limited).
 - In July 2017, a change in capital from Baht 2,805,797,300 to Baht 29,472,035,900 was registered in accordance with APOT’s 2017 Annual General Meeting of Shareholders’ resolution approving the capital increase.

In 2018

- The Company and subsidiaries secured 10 construction projects worth a total of Baht 3,621.57 million.
 - TRC Group: 4 projects totaling Baht 924.88 million; major projects as follows:

- Subcontracted work for the 5th Transmission Pipeline Project Phase 1 of PTT Plc, provided by Sinopec International Petroleum Service Corporation which was the main construction contractor of the project. The project involved engineering, procurement and construction; commissioning and start-up stations (Block Valve & Facility) at 14 locations, total project value of Baht 755.23 million for a period of 33 months.
- Sahakarn Wisavakorn Co., Ltd.: 6 projects with total value of Baht 2,696.69 million. Major projects as follows:
 - Bridge construction project (over Ranong intersection), a clarifier pond, underground electrical cable work along Rama 3 road, bridge over Ranong intersection (a project of Bangkok Metropolitan Administration and the Metropolitan Electricity Authority); total project value of Baht 1,524.37 million; project period 900 days.
 - Design and construction project for PTT Oil and Retail Business Plc's lubrication products distribution center; project value of Baht 600 million; project period 450 days.
- In March 2018, the Company issued Baht 180 million of 2-year debentures (4.80% interest per annum payable every 3 months) to specific individuals.
- In April 2018, significant resolutions of the 2018 Annual General Meeting of Shareholders of pertaining to registered capital are as follows:
 - Approved the reduction of registered capital from Baht 733,712,251.25 to Baht 733,711,662; involving 5,869,698,010 common shares, at Baht 0.125 per share.
 - Approved registered capital increase by Baht 36,685,583 involving 293,484,664 common shares; raising the registered capital of Baht 733,711,662 to Baht 770,397,245 involving 6,163,177,960 common shares.
 - Approved addition of 6,163,177,960 capital-increase ordinary shares to support issuance of dividend stocks.
- In May 2018, the Company proceedings with regards to ordinary shares were as follows:
 - Reduced registered capital to Baht 733,711,662
 - Raised registered capital to Baht 770,397,245
 - Issued 6,163,177,960 dividend stocks for operations result 2017 at ration of 20 existing share for 1 new share

As of 2018, The Company registered capital stood at Baht 770,397,245 while paid-up capital was at Baht 770,395,728.12.
- In May 2018, APOT submitted a notice to the Company, requesting suspension of all construction activities that the Company had undertaken. APOT also requested to terminate the Refurbishment of the Existing Decline project.

Uncertainties relating to the current and future business operations of APOT which TRC Group has 25.13% shareholding, it may result the Company in not getting the overdue interim payment for the portion of completed work from APOT, including the expected return on investment. Hence, the Company had to set up reserves for investment, trade receivable and other receivable, including realization of expenses / obligations / others, related to the construction project for APOT which parts of the project costs in the financial statements in 2018. This is considered a significant impact to the Company's operation results which contributed to the Company's inability to maintain the financial ratio that had projected for the debentures holders earlier. In March 2018, the Company proceeded to redeem the Baht 180 million debentures ahead of the maturity date. (Refer to details under "Operations Risks" within the "contract delay signing risk related to the Surface & Processing Plant and Facilities project" and "Management Discussion and Analysis")

2. Nature of Business

1. Nature of Business and Services

- **TRC Construction Public Company Limited**

TRC Construction Public Company Limited is a construction company providing contracted integrated construction services to fit the clients' needs. This consists of design, engineering, sourcing of machinery, equipment and construction projects. The Company specializes in construction of pipeline system and construction of energy and petrochemical plants for both government and private sectors. In bidding for, and undertaking of projects, the Company can serve as the main contractor, subcontractor, or joint-venture partner, or a member of a consortium both locally and internationally, in accordance to the requirements of the clients.

Apart from the construction business, the Company seeks opportunities in other businesses which offer sustainable growth potentials and relatively stable revenue. Heavy reliance on revenue from construction projects can be reduced by diversifying into project development and investment in related businesses with long-term growth potentials and acceptable return on investment, such as investment in ASEAN Potash Chaiphum Public Company Limited. to engage in potash mining and the establishment of TRC Utility Company Limited (a new subsidiary engaging in production and distribution of water supply for communities.)

Nature of Products and Services

1. **Construction Business**

The Company provides various construction services as follows:

1.1 **Construction of pipeline system**

The Company provides services relating to construction / installation of natural gas / petrochemical pipeline system, construction of natural gas pressure regulating / measurement stations. The Company has teams of engineers with experience and expertise to lay large natural gas pipeline (with maximum diameter of 30 inches), including laying of provincial natural gas pipeline. In 2015, PTT Public Company Limited awarded the Company and subsidiaries the 1st Transmission Pipeline Life Extension Project 28-inch Recoating Section (RC-400). The project involved the life extension of the natural gas pipeline system for the 1st transmission pipeline (28 - inch diameter in size) by removing the original pipe coating material and re-coating to extend the usage life of the pipes and avoid costly installation of new pipes. The Company's main clients are PTT Group and subsidiaries, such as PTT Plc, PTT Natural Gas Distribution Co., Ltd., IRPC Plc, PTT Global Chemical Plc, Global Power Synergy Plc, Gulf Energy Development Plc, Gulf JP UT Co., Ltd., and Siam Cement Group Plc's subsidiary, SCG Chemicals Co., Ltd.

1.2 Construction of energy and petrochemical plants

The Company provides integrated construction services consisting of design, engineering, sourcing / installation of machinery / equipment for energy and petrochemical plants / companies, such as Bangchak Corporation Plc's subsidiary, Bangchak Biofuel Co. Ltd., PTT Plc's subsidiary namely PTT Oil and Retailing and Retail Business Plc, IRPC Plc, Trans Thai-Malaysia Co., Ltd.

2. Project Development Business as Investment

The Company seeks opportunities to generate sustainable growth and revenue in project development business such as industrial complex, basic infrastructure and public utilities projects following completion of construction projects for clients in the energy and petrochemical sectors. The Company's project development businesses as investments are as follows:

2.1 Project development as investment in basic public utilities business

The Company established a subsidiary - TRC Utility Co., Ltd. (which began commercial operations in March 2018) to produce and distribute tap water to communities in Tasit sub-district, Pluak Daeng district of Rayong province after the Company saw business opportunities in the government's policy to promote investment in basic infrastructure projects to draw local and foreign investors seeking to expand their production facilities to the Eastern Economic Corridor. The creation of jobs and employment would lead to demand for supporting basic infrastructure and public utilities in the future.

2.2 Project development as investment in public sector concession business

The Company invested in a potash mining and processing plant project in Bamnet Narong municipality of Chaiyaphum province by acquiring a 25.13 percent of total shares in ASEAN Potash Chaiyaphum Public Company Limited (APOT) through subsidiaries overseas. In February 2015, APOT obtained a 25-year underground mining concession from the Ministry of Industry. APOT's project aimed to produce 1.235 million tons per year of potash for primary potassium fertilizer which would reduce the import of 700,000 to 800,000 tons per year. The excess amount can also be exported and bring in the revenue.

● Sahakarn Wisavakorn Company Limited

Sahakarn Wisavakorn Company Limited ("Sahakarn Wisavakorn"), formerly known as United Engineering Co., Ltd., was established by Mr. Pratueng Kamprakob in 1954 with a registered capital of Baht 500,000 to provide construction service. Sahakarn Wisavakorn's business had been continually growing since its founding. However, in 1997 Sahakarn Wisavakorn started to have financial problem which went downhill over the years until it was so severe that Sahakarn Wisavakorn had to undergo the rehabilitation program in 2000. After years of its effort to recover financial position in accordance with the rehabilitation program, Sahakarn Wisavakorn was eventually released, by the order of the Central

Bankruptcy Court, from the enforcement of rehabilitation program on 1 March 2004. In April 2007, Sahakorn Wisavakorn's shareholders traded shares with TRC which turned Sahakorn Wisavakorn into a subsidiary of the Company since the 2nd quarter of 2007.

Sahakorn Wisavakorn is a reputable construction contractor which received first-class ranking from many state organizations, such as Bangkok Metropolitan Administration, Bangkok Metropolitan Waterworks, Department of Water Resource and the Port Authority of Thailand. In May 2018, Sahakorn Wisavakorn was selected by the Department of Highways to receive ranking upgrade from first-class to special class which allowed Sahakorn Wisavakorn to bid for every project of the Department of Highways without limit on project value.

Sahakorn Wisavakorn received quality management certification or ISO 9001:2008 since 2009. In 2018, the certification version was changed to ISO 9000:2015 which was on par with international standards.

Sahakorn Wisavakorn has experience and expertise in providing integrated construction services and civil works. Most projects involved infrastructure construction such as roads, bridges and buildings for state enterprises / agencies. Other projects consisted of construction of energy and petrochemical plants, as well as installation of machinery and equipment. The followings were some of the projects completed by Sahakorn Wisavakorn:

- In 2011, construction valued of Baht 2,134 million ethanol (from tapioca) production plant for Bio Ethanol Co., Ltd.
- In 2015, project valued of Baht 834.14 million involving sourcing, installing, testing of machinery / equipment system (M-01/2) for producing cigarettes and expanding tobacco for the Tobacco Authority of Thailand which under the supervision of the Ministry of Finance.
- In 2018, design and construction valued of Baht 600 million of a lubrication products distribution center for PTT Oil and Retail Business Plc.

Currently, Sahakorn Wisavakorn has a registered paid-up capital of Baht 500 million.

● **TRC Utility Company Limited**

In 2017, the Company set up a subsidiary named "TRC Utility Company Limited" with Baht 1,000,000 in registered capital, whose business activities mainly involve investment in projects related to basic infrastructure. The first investment by this newly established entity was the Water Supply Concession Project of Tasit sub-district Administration Organization. The natures of this project involve the construction of water treatment plant and sale management of water to industrial and household users within the area governed by Tasit Sub-district Administration Organization in Pluak Daeng District, Rayong. TRC Utility Co., Ltd. commenced commercial operations in March 2018.

- **SH Crossings Company Limited**

In 2017, Sahakorn Wisavakorn Co., Ltd., in partnership with Chinese strategic alliance Huayuan Innovative Development (Hong Kong) Company Limited, set up a subsidiary named “SH Crossings Company Limited” with Baht 40 million in registered capital. The purpose of this new subsidiary is to do business in construction of underground electrical conduits, including boring and pipe jacking work. At present, SH Crossings Co., Ltd. receives subcontracting projects from Sahakorn Wisavakorn.

- **Subsidiaries in Sultanate of Oman**

- TRC Middle East LLC was established for specific purpose in 2009 to undertake the Flow Lines Rima Satellites Small Fields Construction Project awarded by Petrogas Rima LLC. The nature of works was to construct the distribution pipeline for crude oil with the 3-year contract (May 2009 - April 2012) and, due to customer’s satisfaction, the contract was extended in 2012 for another 2 years for additional works. This project was completed and handed over to the customers since 2014.
- TRC Engineering LLC was established in 2011 for construction business in relation to energy business. In 2011, the Company was awarded by PTTEP (Oman) Co., Ltd. for the crude oil pipeline construction project with a milestone date set by the end of 2012

The Board of Director Meeting No. 3/2016 dated on 10 March 2016 approved the dissolution of TRC Middle East LLC and TRC Engineering LLC. The dissolution of these companies was made based on the fact that TRC Middle East LLC had already finished the construction works and handed over the completed project to the owner, Petrogas Rima LLC, and both entities had not engaged in any other projects since 2015. At present both entities are in the process of officially registering the dissolution and liquidation which was anticipated to complete within 2019.

3. Marketing and Competition

3.1 Marketing

The Thai economic growth of 4.1% in 2017 was a slight increase over the 4.0% growth in 2016, but the highest in the past 6 years. Domestic spending and investment in the private sector grew by 3.9%, up from 2.9% the year before. Investment in the public sector grew by 3.3%, an improvement over 2017. (Source: National Economic & Social Development Board (NESDB) news released on 18 February 2019). The continuing growth of the Thai construction sector this year should create more business opportunities for the Company and its subsidiaries (TRC Group) in the public sector, especially in civil construction works and basic infrastructure / public utilities projects. In 2018, the revenues of TRC Group were derived from gas pipeline related construction services (45%),

construction of energy / petrochemical plants (18%) and various civil construction works (37%). With Baht 2,256 million in revenue from construction services, TRC Group ranked 13th in 2018 (12th in 2017) among the 20 companies listed under the construction services sector on the Thai Stock Exchange trading board.

1) Competitive strategies

As part of competitive strategies, TRC Group believes in operating its business by making the most of cost-effective manner while maintaining productivity and operating efficiency. This can be accomplished through the development of employees' work skills both in terms of expertise and diversity, the use of technology to improve operating efficiency, productivity and operating costs, exchanging of ideas on work process / procedures with local / foreign business alliance and cooperation / joint-venture to gain competitive advantage over rivals. Furthermore, TRC Group also use Enterprise Resource Planning (ERP) system to improve cost efficiency and effectiveness of procurement, hiring, logistics, management of supplies / inventories since 2009. In 2018, TRC Group built a fabrication shop at Nikom Pattana district in Rayong province to expand construction service capacity and managed construction costs.

2) Marketing strategies

● Products and services

As for construction and pipeline related works in the energy and petrochemical sectors, the clients are mainly from the private sector. The projects are awarded via bidding process. TRC Group usually provide integrated design, engineering and machinery / equipment procurement services to the clients who tend to require specific design and specifications.

As for the private sector, most of the projects involve civil construction works and procurement of machinery / equipment. Projects are awarded via bidding process. TRC Group's policy is to deliver the completed projects which meets the clients' requirements and in compliance to the ISO9001:2015 international quality standards, OSHA18001:2007 workplace safety standards and ISO14001:2015 environmental standards, which TRC Group's operations have received the three types of ISO standards certifications since 2017.

● Characteristics of clients and relationship between clients and TRC Group

In 2018, TRC Group's two main groups of clients were from the public (including state enterprises) and private sector. The public sector clients comprised of the Department of Highways, Department of Rural Roads, Royal Irrigation Department, State Railway of Thailand, Bangkok Metropolitan Administration, Bangkok Metropolitan Waterworks, Provincial Waterworks Authority, Metropolitan Electricity Authority and PTT Plc. This group of

state organizations / agencies clients set prerequisites and terms of reference which potential contractors bidding for the projects must fulfilled before they can register to do business, such as good business reputation and credentials, past business records / accomplishments indicating experience and capabilities. As for securing projects from clients in the private sector, credentials, reputation in the industry, good references from other companies, past accomplishments were vital factors which helped pave way to secure business from private companies. Registration to serve as approved contractors was also required. Some of TRC Group's main clients in the private sector consisted of affiliated companies / subsidiaries of PTT Plc, Bangchak Corporation Plc and Eastern Water Resources Development and Management Plc.

- **Distribution channels**

The project construction business involves direct approach with potential clients by TRC Group's marketing and business development teams who seek to establish close relations with the target client groups. This would provide opportunities for TRC Group to learn about the clients' planned projects investment and to prepare for projects bidding. Hence, TRC Group requires its marketing and business development teams to prepare annual marketing and business development strategic plans to serve as management tools. It is also necessary to regularly follow news about the potential clients in order to know about their investment plans, or upcoming project bid invitations. TRC Group continues to expand its clients base in the public and private sector by becoming their approved contractors. In 2018, the Company and Sahakarn Wisavakorn Co., Ltd. registered as approved contractors with 26 projects (11 projects in public sector, 15 projects in private sector).

3.2 Competitive environment of the construction industry

Business in the Thai construction industry can be divided into 2 sectors – public sector and private sector. The proportion of the average investment value in the public and private sector is 53:47 respectively (source: Bank of Ayudhya Plc research article on the business and industry's outlook for 2018-2020). There are 2 groups of construction contractors: domestic and foreign. The domestic construction contractors comprise of large contractors (with annual revenue of over Baht 5,000 million), medium-size contractors (with annual revenue of Baht 1,000-5,000 million) and small contractors (with annual revenue of less than Baht 1,000 million).

Competition in the construction industry in 2018 was not intense, thanks to several mega infrastructure projects in the public sector, as well as small-to-medium sized projects which also stimulate investment in construction projects in the private sector. However, the shortage of skilled labor, oil price and rise in construction materials prices could hurt profits. Hence, TRC Group sought

to establish good relationship with construction materials suppliers and subcontractors, business rivals in the industrial plants construction and civil works sectors, such as Italthai Engineering Co., Ltd., GC Maintenance and Engineering Co., Ltd., CTCl (Thailand) Co., Ltd., Saipem S.p.A., Unique Engineering and Construction Plc and Sino-Thai Engineering and Construction Plc.

3.3 Outlook of the Construction Industry and Competitive Environment

As for the outlook for 2019, the construction industry is expected to expand by 9 - 11% with investment value of about Baht 747 - 761 billion. In 2019-2020, the construction industry should continue to grow by 8 - 12%, driven by large basic infrastructure projects for the next 3 years. In addition, the annual budget of Baht 144.8 billion funding for small and medium sized projects, mostly related to expansion / upgrading to highways and rural roads will also contribute construction industry Growth.

Meanwhile, investment in construction projects in the private sector is expected to pick up in line with the domestic economy and large-scale basic infrastructure projects in the public sector. The growth and investment value of construction projects in the private sector are projected at 3 - 5% and Baht 542.0 - 552.5 billion respectively in 2018; and 4 - 7% a year in 2019 - 2020, driven by large basic infrastructure projects in the public sector. The Eastern Economic Corridor (EEC) development project should provide business opportunities for construction contractors in the next 3 years in view of the increase in building permits / Board of Investment (BOI) investment privilege applications issued for residential projects, office / commercial buildings, buildings, factories and hotels.

4. Sourcing of products and services

● Raw materials

Basic raw materials such as bricks, cement, steel, wires will be purchased locally after inspection of prices and quality from various reputable distributors / suppliers whose reputation will be checked / verified accordingly to TRC Group's procurement process and procedures. TRC Group has established criteria for selection of distributors / suppliers and conduct quality inspection on the selected distributors / suppliers to ensure the construction materials / supplies are in accordance to the specifications / types ordered, as well as details pertaining to submission of price lists, invoices, delivery time frames, etc. Suppliers have to adhere to the terms / conditions of TRC Group's procurement contracts.

● Machinery and equipment

As for machinery / equipment, TRC Group has some machinery / equipment in stock to support general construction works, and will lease some machinery / equipment which are needed for specific tasks / projects which TRC Group may not have on hand. Furthermore, Sahakarn Wisavakorn has machinery / equipment to support civil construction works, such as trucks,

excavators, tractors which can be borrowed by affiliated companies to reduce operations costs and expenses on machinery / equipment.

- **Subcontract**

In hiring subcontractors, TRC Group will consider the potential subcontractor's reputation, experience, past work records, capabilities, financial capacity, manpower, and equipment / machinery to see if it would match the assigned project tasks. TRC Group has policies, terms and conditions for hiring subcontractors similar to the project contract (back-to-back) which TRC Group established with clients, such as details pertaining to delivery of completed work, warranty on quality of the completed works, inspection and delivery procedures / process, and fine for breach of agreed terms/ conditions.

5. Backlog on Hand

As of 31 March 2019, the Company and Sahakarn Wisavakorn Co., Ltd. had projects on hand with the remaining uncompleted works as follows:

	Number of projects	Uncompleted work value (Million Baht)
TRC Construction Plc	8	1,245.55
Sahakarn Wisavakorn Co., Ltd.	11	6,177.31
Total	19	7,422.86

- TRC Construction Plc

Project Name	Name of employer	Project value of TRC Group (Mil. Baht)	Approx. remaining Project work value (Mil. Baht)	% of Uncompleted work value	Expected year of completion
1. 1 st Transmission Pipeline Life Extension Project: 28" Recoating Section	PTT Plc	3,259.10	113.74	3.49	2019
2. The Fifth Transmission Pipeline Project Phase 1 (5TP1)	Project Contractor: Sinopec International Petroleum Service Corporation	755.23	642.17	85.03	2020

Project Name	Name of employer	Project value of TRC Group (Mil. Baht)	Approx. remaining Project work value (Mil. Baht)	% of Uncompleted work value	Expected year of completion
3. RDCC Catalyst Cooler Project Part 2 Back Pressure Steam Turbine and Utilities System	IRPC Plc	492.00	77.29	15.71	2019
4. Revamp LPG Transfer Pump to Domestic BRP	PTT Plc	208.50	1.71	0.82	2019
5. BCM Naphtha and Pygas Pipeline (Option 1 RTC Area)	SCG Chemicals Co., Ltd.	80.04	3.04	3.80	2019
6. BCM Naphtha and Pygas Pipeline (Option 2 Interconnecting Pipeline)	SCG Chemicals Co., Ltd.	75.56	6.38	8.44	2019
7. Natural gas distribution pipeline project (to PTT NGV station P.N. Petroleum	PTT Plc	14.85	11.46	77.19	2019
8. Design, Supply, Construction and Commissioning of Refined Glycerin Plant Project	Bangchak Biofuel Company Limited	389.75	389.75	100.00	2020
Total of 8 projects on-hand		5,275.02	1,245.55		

- Sahakarn Wisavakorn Co., Ltd.

Project Name	Name of employer	Project value of TRC Group (Mil. Baht)	Approx.remaining Project work value (Mil. Baht)	% of Uncompleted work value	Expected year of completion
1. Bridge construction project (across Na Ranong intersection)	Bangkok	1,257.08	1,228.67	97.74	2021
	Metropolitan Electricity Authority	267.29	266.27	99.62	2021
2. Design, construction of a lubrication products distribution center	PTT Oil & Retail Business Plc	600.00	524.22	87.37	2020
3. Project to expand width of Kalapapruek Road	Department of Rural Roads	445.16	253.03	56.84	2020
	Metropolitan Electricity Authority	361.85	361.85	100.00	2020
	Metropolitan Waterworks	42.71	15.59	36.51	2020
4. Road upgrade project (Pracha Ruam Jai Rd - Mitr Maitree Rd.)	Bangkok	367.29	224.05	61.00	2019
	Metropolitan Electricity Authority	418.79	131.54	31.41	2019
	Metropolitan Waterworks	208.50	73.86	35.43	2019
	TOT Plc	9.53	5.83	61.20	2019
5. Highway No. 4 Ta Kua Pa District, - Thai Muang District, Phang Nga province	Construction Office Route 1, Department of Highways	347.38	188.21	54.18	2019
6. Project to upgrade road to National Park Office (Hat Khanom Mu Koh Thale Tai)	Nakorn Sri Thammarat	98.11	4.48	4.57	2019
7. Improvement of Samwa Road	Bangkok	171.54	100.54	58.61	2019
	Metropolitan Waterworks	24.21	24.21	100.00	2019

Project Name	Name of employer	Project value of TRC Group (Mil. Baht)	Approx.remaining Project work value (Mil. Baht)	% of Uncompleted work value	Expected year of completion
8. Project to upgrade safety at large intersection at Lam Kaen Tap Lamu	Department of Highways (Phuket Highways District)	17.76	11.03	62.09	2019
9. Highway Route No. 3304, connecting between Highway Route No. 315 (Don Si Non) – Highway Route No. 331 (Plaeng Yao) Section 2	Construction Office Route 2, Department of Highways	558.88	558.48	99.93	2021
10. Conversion of Overhead Line to Underground System Project, Ratchadaphisek-Asoke Route	Metropolitan Electricity Authority	2,205.42	2,197.04	99.62	2022
11. Improvement of Road No.6 and other work of Bangkhen Water Treatment Plant Area	Metropolitan Waterworks	8.41	8.41	100.00	2019
Total of 11 projects in-hand		7,409.91	6,177.31		

3. Risk Factors

1. Business risk

1.1 Risk of operating results from the nature of business and growth opportunities for the Group.

In June 2018, the Board of Directors of PTT Public Company Limited, a major natural gas exploration and production company, reviewed the investment plan and reduced the investment plan in 2018 from Baht 246,613 million to Baht 221,294 million. Investment in oil business and natural gas pipeline business The Group's revenue from services and construction contractor for the pipeline. In particular, the revenue from natural gas pipelines work decreased (in 2016 - 2018, revenue from pipeline systems, 49, 45 and 45 percent of revenue from construction services) by the nature of the contracting work. The construction of the group of companies is still a lump sum price contract and / or is a contract with fixed price contract which allows the company to take risks in the case of costs associated with the operation. The project operation may be higher than the plan or budget. In addition, the business operations of the company also

depend on the continuity of receiving new jobs. Which cannot be predicted, because most of the construction works have to pass auctions or tenders mainly, while the number of competitors is increasing price competition is serious. In addition, some projects that are expected to be opened for bidding will be postponed from many reasons and the changing market situation. The Company has managed risk by prudent and effective cost management. By training employees to have more skills and abilities including looking for potential new businesses such as intelligent warehouse management businesses that are part of the system Intralogistics. Which is a business with very high growth opportunities from the widespread digital technology to every business and the global society, doing business with an on-line system is greatly expanded. Resulting in changes in consumer behavior need to store products with automated systems to reduce errors in the delivery of products to consumers / customers is therefore an important factor of success in business operations. Therefore, intelligent warehouse management is a new innovation. With the potential to support change and create competitive advantage

1.2 Risks from bidding for jobs with severe price competition

In the year 2018, it is still a year with a high competition in bidding for construction work. The construction business in the country is one of the main business that has price competition. Initially, bidders will be selected by specifying the qualifications specified by the project owner. After that, the project owner will consider selecting the contractor from the person who offers the lowest bid price, causing the company to face increasing competition both from domestic and foreign contractors. Large projects will have competition from domestic contractors. And foreign companies that have more funding and operational capabilities in order to acquire new projects, which may allow the company to offer lower margins or offer favorable working conditions. If the company does not have new projects continuously, the market share will be reduced. Therefore, in order to increase competitiveness, the Company and Sahakorn Wisavakorn Company Limited seek cooperation with new partners with potential in terms of funding, technology to be able to compete in the bidding process. Various projects including large investment projects in energy and petrochemicals of the private sector and basic infrastructure projects government transportation and enter into business innovations that are likely to grow and have few competitors, such as business, AS / RS, as discussed in Section 1.1. By the Company has a policy to maintain long-term relationships with clients in both public and private. In order to continuously increase the opportunities for future services. For example, improve quality standards deliver the work within the specified period. And focus on developing personnel to have higher skills, knowledge, and abilities to increase the efficiency and quality of work.

1.3 Personnel and management risks

The main business of the Company is construction. Which requires personnel with knowledge, expertise and expertise. The loss or shortage of these personnel is another major risk of the Company, which will affect the operation and competitiveness. In the past 3 year, the construction of natural gas pipelines has been reduced, there is increased competition from new competitors including construction work. There is uncertainty from the timing of getting a new job and depends on the bidding of the client's work which is an external factor. Therefore, it may occur during the time that the Company is unable to bid or to delay the bidding program. In 2018, through the group is looking for a new business that is different from the original company must have hired new personnel and focus on developing personnel to have skills and expertise to suit new businesses. And the hiring of specialists to help drive new business, the Company's personnel costs increased, companies have risk management personnel, both permanent and contract by planning personnel with regard to the project. Which are in progress and future projects carefully. There is a consideration to increase / decrease the proportion of subcontractors in each period as appropriate.

1.4 Risks from changes in government policies, regulations and laws

The Company operates the construction business for the energy and petrochemical industry, with the ability to grow the business as a whole, depending on the government's economic policies and directions. As a driving force for private investment as well as the national development plan, including the development of transportation, infrastructure, real estate promotion. The economic growth and government spending may not change as expected. Construction projects from various government agencies are related to the country's budget spending depending on the economic growth rate and investment climate as well as political stability. The Company is aware of such risks, therefore, trying to reduce dependency on revenue from the construction business. By developing long-term investments in new projects and developing potentials by collaborating with new partners such as establishing of 2 subsidiaries during 2017, TRC Utility Company Limited and SH Crossings Company Limited to produce and sell treated water and for the construction of underground electric pipe collaboration. With Auto Motion Works Co., Ltd. for receiving AS / RS work, etc. and has set a 3- year target period (2019-2021) in the development of new long-term projects to get a return on investment of not less than 15 percent.

2. Operational risk

2.1 Risk from delays in contracting the Surface & Processing Plant and Facilities project

Project Turnkey Delivery of APOT Project Package 2. Surface & Processing Plant and Facilities construction project construction plant potash mining combined value of over Baht 34,000 million, the Company received a Letter of Award project from ASEAN Potash Chaiyaphum Public Company Limited (APOT) from 10 February 2016 and during the year 2016-2017, APOT has provided some early works that can be done in advance with APOT during the negotiation of funding sources and project loans. However, in the past 3 years, there are many uncertainties. As a result, APOT project development delayed from the plan. By mid- 2018, APOT had requested the Company to temporarily stop construction of the project until at the end of 2018. APOT was unable to reach a conclusion on the source of funds and loans to be used in the development of project construction. As a result, the Company cannot sign a contract with a construction company has decided to record the provision for impairment of the Group's investment in APOT including the allowance for doubtful accounts. Loss of balance of various current assets related to the construction project that the Company provides to APOT as well as recording expenses / commitments / other related obligations as part of the project cost. Resulting in the operating results of the year 2018, the Company and its subsidiaries have significant losses of Baht 2,041 million. However, if APOT is able to find funding / loans for project development in the future. The Company will have the opportunity to receive value overdue work and signed the contract for the construction of the APOT project and able to reverse the provision for losses that are beyond the necessity and gain future profits to compensate for the loss set up in 2018.

2.2 Risk in management and risks from project delays

The Company is aware of the risk of management. Therefore, there are guidelines for the operation to prevent possible defects By applying the quality management system ISO9001: 2015 to maintain operational standards at the head office and at various project level, taking into account the continuous improvement of the quality of the management system and set guidelines for personnel development to be competent, cultivate ethics and corporate responsibility including all stakeholders in order to reduce and prevent damage caused by such risks.

Project delays can have various causes such as

1. The Company or subcontractor does not work according to the plan / project
2. Specific situations that may occur during the implementation of the project and / or the changing environment
3. The employer / project owner has changed the conditions between the project

2.3 Risk from procurement of construction materials

Construction materials used by the projects are both ordered locally and abroad. Some materials may take a long time to order and delivery. The Company reduces such risks by grouping materials that require a long lead time (long lead equipment) by entering into futures contracts in order to support the projects with signed contracts of the Company which will have sufficient time. Before entering the construction project bidding, the Company will study the information about important construction materials by contacting the supplier / material supplier (Supplier) or entering into the cooperation contract with specific suppliers (Exclusive Supply) in order to ensure the availability of important construction materials with sufficient amount and on the schedule as the Company's requirement. The Company will negotiate the price of construction materials in advance so as to plan and control the cost as well as estimate the proposed price for bidding process.

3. Financial risk

3.1 Risk from not receiving payment and / or receiving late payment

The Company has main income from construction services which have a risk of not receiving payment from the clients or unable to collect the receivable at the specific time. Because the billing must be in accordance with the specific progress of works or the completion of the work identified in the contract. Such risks may affect liquidity and working capital. However, customers of the Company are mainly large companies with a good reputation and a sound financial position and / or the government agencies. Thus, causing the risk of not receiving the payment of the work payment at the acceptable level. In order to reduce such risks, the Company has carefully considered the project acceptance. In the case of a new customer, the Company will consider various information including the history of businesses, business type, executives, financial performance, the reliability and business integrity of the customers. The Company will negotiate customers to pay for construction cost in advance in some cases. For government and state enterprises, the risk of not being able to collect money is quite low. But there may be a risk if the payment cannot be collected at the specific time, because the government agencies and state enterprises have more procedures for consideration and approval than the private sector. However, by the year 2018, the Company did not receive payment for the installment of ASEAN Potash Chaiyaphum Limited (the Company) as aforementioned. The Company considered in recording allowance for doubtful accounts of trade and other receivables, unbilled income and retention receivables under construction contracts totaling Baht 366 million.

3.2 Risk from not being able to comply with the conditions of the debentures

According to the terms and conditions of the debenture holders' rights, the Company must maintain the interest bearing debt to equity ratio of the debenture issuer (Interest Bearing Debt to Equity Ratio) in the ratio of not more than 2:1 at the end of the fiscal year before the maturity and the interest coverage ratio is no less than four times. However, mainly due to accounting provision for investment in APOT and APOT work in 2018 financial statements, the Company was unable to maintain the Interest Coverage Ratio. The Company has solved such problems in order not to have a negative impact on credibility, business opportunity and fund raising in the future. In February 2019, the Company issued a letter informing all debenture holders in the redemption of Baht 180 million debentures before maturity (Debentures are due for repayment in March 2020) with the repayment and interest payment dated 29 March 2019.

3.3 Risk from changes in foreign exchange rates

The Company and its subsidiaries have some revenues and project costs in term of foreign currencies. The change in the rates will affect the cost or performance of the Company. The Company has managed the risk starting from the process of the cost estimation before bidding by estimating the foreign exchange rate for the purchase of goods / materials that are higher than the actual exchange rate at that time in order to reserve the fund for the exchange rate fluctuations. For the large projects that need to import high-value foreign materials, the Company will negotiate with the project owner to determine some project cost and revenue in the same currency. The Company will also deposit the revenue in Foreign Currency Deposit account in order to use such money to pay any cost in foreign currency in the future. In addition, the Company also made forward foreign exchange contracts and exchange risk insurance (FX Link)

3.4 Risk from insufficient working capital

In the construction business, the Company needs to have relatively high working capital to purchase materials, equipment, labor and various expenses. The Company will receive the payment for construction services after the completion in each phase. If the customer has a problem of late payment or the Company cannot manage working capital, it will affect the construction of the projects. The Group will also bid more projects from the government agencies in accordance with the government policy to develop more infrastructure and public utilities projects. However, the payment from the government agencies may take time. Therefore, the Company will minimize the risk of insufficient working capital by negotiating with the clients with the advance payment. In addition, the Company will indicate financial projection for each project in order to manage liquidity and match the cash inflow and cash outflow. The Company has a policy to use the project loan facility from the financial institutions as well as seeking for other working capital fund such as other loan facilities from

the financial institutions or the debenture which issued during 2017 – 2018 in compliance with the business expansion and investment of the Group. Moreover, the Group will monitor the liquidity of the Group in every month to make sure that the liquidity is in the appropriate level.

3.5 Risk from financial support for companies in the group

Due to the necessity of business operations, the Company has provided financial support to its subsidiaries by guaranteeing credit facilities or allow the subsidiary to use the credit line with the company. Which may have a risk in the case that the subsidiary has a loss or a relatively low profit. Which causes the lack of financial liquidity until the debt cannot be paid to financial institutions, resulting in the company being responsible as a guarantor. In order to reduce the risk that may arise, the company has set clear approval authority and procedures for providing financial assistance to the subsidiary.

4. Risks that affect the rights or investment of securities holders

Risk from having more than 25 % of major shareholders

As at 31 December 2018, KPK 1999 Company Limited holds 1,743,941,131 shares, representing 28.30 of the total shares sold of the Company (KPK 1999 Company Limited is a company that is owned by Mrs. Paichit Rattananon, Chairman of the Board of Directors, 50 %). Therefore, in the event that there are less than half of the shareholders attending the meeting, KPK 1999 Company Limited May be able to control most shareholders' meeting resolutions for the agenda that requires a majority of the shareholders' meeting. Except for the matters that the law or the company's regulations require to receive 3 out of 4 votes of the shareholders' meeting. Therefore, other shareholders may not be able to gather votes to check and balance the matters proposed by the major shareholders.

Part 3 Shareholding Structure and Shareholder

Major Shareholder

Top 10 Shareholders Information as of 29 May 2019 as follow:

NO.	Shareholder Name	Share	%
1	Mrs.Paichit Rattananon Group	1,766,385,830	28.66%
	Mrs.Paichit Rattananon	22,444,699	0.36%
	KPK 1999 Co., Ltd. ⁽¹⁾	1,743,941,131	28.30%
2	SMPR Holding Pte. Ltd. ⁽²⁾	348,434,992	5.65%
3	Thai NVDR Company Limited	223,666,752	3.63%
4	Mr. Sangchai Wasunthara	201,734,370	3.27%
5	Mr. Anonchai Weeraprawat	100,000,000	1.62%
6	Mr. Boontham Kraiwattanapong	85,124,999	1.38%
7	Mr. Smai Leesakul	67,905,961	1.10%
8	THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED, SINGAPORE BRANCH	59,156,567	0.96%
9	NOMURA PB NOMINEES LTD.	44,070,899	0.72%
10	CHINA TONGHAI SECURITIES LIMITED A/C CLIENT	41,787,257	0.68%
11	Other Shareholders	3,224,898,198	52.33%
	Total	6,163,165,825	100.00%

Remark:

1. KPK 1999 Co., Ltd. is the company of which 50.50% shares are held by Mrs. Paichit Rattananon, Chairman.
2. The Ultimate Shareholder of SMPR Holding Pte. Ltd. is SP International Group Limited (shareholding in Samlee 100%)

Board of Directors

The top 8 executives as of 31 May 2019 are as follow:

Name	Position
Mrs.Paichit Rattananon	Chairman of the Board
Assoc.Prof. Pises Sethsathira	Independent Director, Chairman of Remuneration and Nomination Committee / Corporate Governance Committee
Mrs.Puangthip Silpasart	Independent Director / Audit Committee and Remuneration / Nomination Committee
Associate Prof.Kamjorn Tatiyakave, M.D.	Independent Director / Audit Committee and Remuneration / Nomination Committee
Mr. Smai Leesakul	Chairman of Executive Committee
Mr. Pasit Leesakul	Chief Executive Officer / Chairman of Management Committee / Remuneration and Nomination Committee / Risk Management Committee / Executive Committee and Acting Chief Financial Officer
Mrs. Podchanee Phaosavasdi	Chief Commercial Officer and Vice President / Commercial Division / Remuneration and Nomination Committee / Corporate Governance Committee / Risk Management Committee / Management Committee Executive Committee and Acting Vice President / Commercial Division
Ms. Pavita Leesakul	Director and Vice President / Corporate Affairs Division

Part 4 Financial Information of the Company

1. Financial Statement and Operating Performance

Unit : Million Baht

Statement of financial position	Consolidated financial statements							
	2016		2017		2018		Q1 / 2019	
	Million Baht	%	Million Baht	%	Million Baht	%	Million Baht	%
Current assets								
Cash and cash equivalents	109.03	2.18	336.37	7.31	82.26	2.69	322.35	9.94
Temporary investment	0.36	0.01	-	-	-	-	-	-
Trade and other receivables	410.82	8.21	825.59	17.95	715.32	23.41	597.98	18.44
Unbilled receivables	1,762.97	35.24	854.29	18.58	1,010.49	33.07	1,096.06	33.79
Accounts receivable - retention under construction contracts	87.47	1.75	100.31	2.18	103.27	3.38	95.27	2.94
Advances paid to subcontractors under construction contracts	437.02	8.73	329.59	7.17	257.52	8.43	251.08	7.74
Construction in progress	-	-	56.24	1.22	60.12	1.97	45.45	1.40
Inventories	7.12	0.14	5.51	0.12	5.54	0.18	5.57	0.17
Short-term loans to related parties	-	-	-	-	-	-	-	-
Withholding tax deducted at source	28.63	0.57	55.31	1.20	69.25	2.27	84.75	2.61
Other current assets	30.19	0.60	35.91	0.78	38.37	1.26	32.56	1.00
Total current assets	2,873.62	57.44	2,599.12	56.52	2,342.15	76.65	2,531.06	78.03
Non-current assets								
Restricted deposits at banks	16.30	0.33	16.33	0.36	16.36	0.54	16.36	0.50
Long-term loans to related parties	-	-	-	-	-	-	-	-
Investment in associate	1,328.33	26.55	1,259.00	27.38	-	-	-	-
Investments in subsidiaries	-	-	-	-	-	-	0.00	0.00
Investments in joint ventures	2.38	0.05	7.36	0.16	24.62	0.81	25.70	0.79
Property, plant and equipment	726.61	14.52	684.74	14.89	640.96	20.98	637.77	19.66
Intangible assets	14.51	0.29	12.85	0.28	12.97	0.42	12.46	0.38
Deferred tax assets	33.65	0.67	12.40	0.27	13.00	0.43	14.43	0.44
Other non-current assets	7.76	0.16	6.58	0.14	5.71	0.19	5.78	0.18
Total non-current assets	2,129.54	42.56	1,999.26	43.48	713.63	23.35	712.50	21.97
Total assets	5,003.16	100.00	4,598.38	100.00	3,055.78	100.00	3,243.56	100.00

Unit : Million Baht

Statement of financial position	Consolidated financial statements							
	2016		2017		2018		Q1 / 2019	
	Million Baht	%	Million Baht	%	Million Baht	%	Million Baht	%
Current liabilities								
Bank overdrafts and short-term loans from banks	104.25	2.08	70.36	1.53	581.80	19.04	717.93	22.13
Trade and other payables	441.45	8.82	451.03	9.81	744.13	24.35	651.53	20.09
Unbilled payables	923.47	18.46	414.27	9.01	349.49	11.44	414.82	12.79
Unearned construction revenue	-	-	-	-	6.00	0.20	-	-
Accounts payable - retention under construction contracts	51.23	1.02	48.78	1.06	45.46	1.49	65.36	2.02
Advances received from customers under construction contracts	345.74	6.91	371.28	8.07	294.02	9.62	540.05	16.65
Short-term loans	-	-	30.00	0.65	-	-	-	-
Short-term loans from related parties	-	-	-	-	-	-	0.00	0.00
Provision for liabilities under construction projects	23.01	0.46	19.65	0.43	24.53	0.80	26.02	0.80
Current portion of debentures	100.00	2.00	300.00	6.52	179.75	5.88	30.00	0.92
Current portion of liabilities under finance lease agreements	12.81	0.26	11.24	0.24	4.21	0.14	4.26	0.13
Income tax payable	19.71	0.39	1.85	0.04	10.93	0.36	11.06	0.34
Other current liabilities	21.07	0.42	48.69	1.06	34.23	1.12	47.90	1.48
Total current liabilities	2,042.75	40.83	1,767.15	38.43	2,274.55	74.43	2,508.93	77.35
Non-current liabilities								
Debentures - net of current portion	200.00	4.00	-	-	-	-	-	-
Liabilities under finance lease agreements - net of current portion	17.21	0.34	5.98	0.13	1.77	0.06	0.68	0.02
Provision for long-term employee benefits	39.35	0.79	49.42	1.07	56.45	1.85	58.82	1.81
Provision for litigation	20.00	0.40	20.00	0.43	20.00	0.65	20.00	0.62
Total non-current liabilities	276.56	5.53	75.40	1.64	78.22	2.56	79.50	2.45
Total liabilities	2,319.30	46.36	1,842.55	40.07	2,352.77	76.99	2,588.44	79.80

Unit : Million Baht

Statement of financial position	Consolidated financial statements							
	2016		2017		2018		Q1 / 2019	
	Million Baht	%	Million Baht	%	Million Baht	%	Million Baht	%
Shareholders' equity								
Share capital								
Registered								
6,163,177,960 ordinary shares of Baht 0.125 each (2016: 5,810,987,543 ordinary shares of Baht 0.125 each) (2017: 5,869,698,010 ordinary shares of Baht 0.125 each)	726.37	14.52	733.71	15.96	770.40	25.21	770.40	23.75
Issued and paid-up								
6,163,165,825 ordinary shares of Baht 0.125 each (2016: 5,135,985,760 ordinary shares of Baht 0.125 each) (2017: 5,869,693,296 ordinary shares of Baht 0.125 each)	642.00	12.83	733.71	15.96	770.40	25.21	770.40	23.75
Share premium	1,041.74	20.82	1,041.74	22.65	1,041.74	34.09	1,041.74	32.12
Other deficit	(2.96)	(0.06)	(2.96)	(0.06)	(2.96)	(0.10)	(2.96)	(0.09)
Retained earnings (deficits)	-	-	-	-	-	-	-	-
Appropriated - statutory reserve	-	-	-	-	-	-	-	-
The Company	72.64	1.45	73.37	1.60	73.37	2.40	73.37	2.26
Subsidiaries	4.11	0.08	4.11	0.09	4.11	0.13	4.11	0.13
Unappropriated	941.49	18.82	920.12	20.01	(1,168.87)	(38.25)	(1,216.69)	(37.51)
Other components of shareholders' equity	13.54	0.27	13.40	0.29	14.53	0.48	14.18	0.44
Equity attributable to owners of the Company	2,712.56	54.22	2,783.49	60.53	732.31	23.96	684.15	21.09
Non-controlling interests of the subsidiaries	(28.71)	(0.57)	(27.67)	(0.60)	(29.29)	(0.96)	(29.03)	(0.89)
Total shareholders' equity	2,683.85	53.64	2,755.82	59.93	703.02	23.01	655.12	20.20
Total liabilities and shareholders' equity	5,003.16	100.00	4,598.38	100.00	3,055.78	100.00	3,243.56	100.00

Unit : Million Baht

Income Statement	Consolidated financial statements									
	2016		2017		2018		Q1 / 2018		Q1 / 2019	
	Million Baht	%	Million Baht	%	Million Baht	%	Million Baht	%	Million Baht	%
Revenues										
Construction services income	3,697.30	98.94	2,370.13	97.30	2,256.65	97.92	464.73	98.57	789.53	98.48
Sales	-	-	-	-	5.73	0.25	-	-	-	-
Interest income	3.20	0.09	1.34	0.06	0.84	0.04	0.46	0.10	0.01	0.00
Other income	36.39	0.97	64.35	2.64	41.31	1.79	6.06	1.29	9.32	1.16
Total revenues	3,736.90	100.00	2,435.83	100.00	2,304.52	100.00	471.46	100.00	801.73	100.00
Expenses										
Cost of construction services	2,946.65	78.85	1,859.72	76.35	2,344.76	101.75	347.87	73.79	755.05	94.18
Cost of sales	-	-	-	-	6.33	0.27	-	-	-	-
Cost of other services	-	-	-	-	-	-	0.25	0.05	2.14	0.27
Administrative expenses	349.80	9.36	341.91	14.04	318.43	13.82	86.64	18.38	82.03	10.23
Bad debt and doubtful debt (reversal)	7.03	0.19	(0.13)	(0.01)	365.69	15.87	-	-	0.05	0.01
Loss from impairment on investment in associate	-	-	-	-	1,212.73	52.62	-	-	-	-
Loss on change in shareholders' equity of associate	-	-	35.00	1.44	-	-	-	-	-	-
Total expenses	3,303.48	88.40	2,236.50	91.82	4,247.94	184.33	434.76	92.22	839.27	104.68
Profit (loss) before share of profit (loss) from investments in associate and joint ventures, finance cost and income tax expenses	433.42	11.60	199.33	8.18	(1,943.41)	(84.33)	36.70	7.78	(37.54)	(4.68)
Share of loss from investment in associate	(32.94)	(0.88)	(34.34)	(1.41)	(47.39)	(2.06)	(12.44)	(2.64)	-	-
Share of profit (loss) from investments in joint ventures	-	-	(0.12)	(0.00)	1.96	0.09	(0.06)	(0.01)	1.08	0.13
Profit (loss) before finance cost and income tax expenses	400.48	10.72	164.87	6.77	(1,988.84)	(86.30)	24.20	5.13	(36.46)	(4.55)
Finance cost	(17.03)	(0.46)	(16.40)	(0.67)	(21.29)	(0.92)	(3.85)	(0.82)	(8.75)	(1.09)
Profit (loss) before income tax expenses	383.44	10.26	148.48	6.10	(2,010.13)	(87.23)	20.35	4.32	(45.21)	(5.64)
Income tax expenses	(98.34)	(2.63)	(57.81)	(2.37)	(32.30)	(1.40)	(11.76)	(2.49)	(3.04)	(0.38)
Profit (loss) for the period	285.11	7.63	90.67	3.72	(2,042.43)	(88.63)	8.59	1.82	(48.25)	(6.02)
Profit (loss) attributable to:										
Equity holders of the Company	290.76	7.78	92.78	3.81	(2,040.57)	(88.55)	9.04	1.92	(47.82)	(5.96)
Non-controlling interests of the subsidiaries	(5.65)	(0.15)	(2.11)	(0.09)	(1.86)	(0.08)	(0.45)	(0.09)	(0.43)	(0.05)
	285.11	7.63	90.67	3.72	(2,042.43)	(88.63)	8.59	1.82	(48.25)	(6.02)

Income Statement	Consolidated financial statements									
	2016		2017		2018		Q1 / 2018		Q1 / 2019	
	Million Baht	%	Million Baht	%	Million Baht	%	Million Baht	%	Million Baht	%
Earnings per share		-		-		-		-		-
Basic earnings (loss) per share		-		-		-		-		-
Profit (loss) attributable to equity holders of the Company	0.050		0.015		(0.331)		(0.002)	(0.00)	(0.008)	(0.00)
Profit (loss) for the year	285.11	7.63	90.67	3.72	(2,042.43)	(88.63)	8.59	1.82	(48.25)	(6.02)
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 currency	(0.12)		3.22		0.24		1.55		-	
Share of other comprehensive income from associate			-		1.12		-		-	
Gain on change in shareholders' equity of associate			0.01		-		-			
Net other comprehensive income to be reclassified to profit or loss in subsequent periods - net of income tax	(0.12)		3.23		1.36		1.39		-	
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods:</i>										
Actuarial loss on employee benefit	6.89		(1.73)		-		-		-	
Income tax effect	(1.38)		0.35		-		-		-	
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax	5.51		(1.39)		-		-		-	
Other comprehensive income for the period	5.39		1.84		1.36		1.39		-	
Total comprehensive income for the period	290.49		92.51		(2,041.07)		10.14		(48.25)	
Total comprehensive income attributable to:										
Equity holders of the Company	296.01		91.48		(2,039.45)		9.08		(49.31)	
Non-controlling interests of the subsidiaries	(5.52)		1.04		(1.62)		1.06		1.06	
	290.49		92.51		(2,041.07)		10.14		(48.25)	

Unit : Million Baht

Cash Flow Statement	Consolidated financial statements			
	2016	2017	2018	Q1 / 2019
Cash flow from operating activities				
Profit (loss) before tax	383.44	148.48	(2,010.13)	(45.21)
Adjustments to reconcile profit (loss) before tax to net cash provided by (paid from) operating activities				
Depreciation and amortisation	114.10	106.45	112.87	29.18
Bad debt and doubtful debt (reversal)	7.03	(0.13)	365.69	-
Unrealised loss on exchange rate	17.26	6.04	3.15	0.94
(Gain) loss on disposal of equipment	(0.43)	0.11	(0.02)	(1.90)
Loss on write-off of equipment	0.92	4.78	1.61	0.04
Allowance for impairment loss on equipment	-	-	0.34	-
Loss from impairment on investment in associate	-	-	1,212.73	-
Loss on change in shareholders' equity of associate	-	35.00	-	-
Share of loss from investment in associate	32.94	34.34	47.39	-
Share of profit (loss) from investments in joint ventures	-	0.12	(1.96)	(1.08)
Expenses arising from stock-based payments	0.51			-
Adjusted from cancellation of unqualified warrants	(0.64)			-
Provision for liabilities under construction projects	4.98	1.18	37.10	-
Provision for long-term employee benefits	13.49	8.66	10.31	3.14
Amortised transaction cost of debenture	-	-	0.83	0.25
Interest income	(3.20)	(1.34)	(0.84)	(0.01)
Interest expenses	17.42	18.99	21.67	8.75
Profit (loss) from operating activities before changes in operating assets and liabilities	587.81	362.68	(199.25)	(5.91)
(Increase) decrease in operating assets				
Trade and other receivables	215.01	(416.59)	(275.33)	117.34
Unbilled receivables	(756.02)	915.19	(156.88)	(85.57)
Accounts receivable - retention under construction contracts	76.56	(12.84)	(10.82)	8.00
Advance paid to subcontractors under construction contracts	(368.55)	107.43	72.07	6.44
Construction in progress	27.15	(56.24)	(3.88)	14.68
Inventories	1.00	-	(0.03)	(0.03)
Other current assets	25.09	(5.72)	(2.46)	5.82
Other non-current assets	0.97	1.18	0.87	(0.07)
Increase (decrease) in operating liabilities				

Cash Flow Statement	Consolidated financial statements			
	2016	2017	2018	Q1 / 2019
Trade and other payables	(88.37)	(12.30)	285.62	(82.02)
Unbilled payables	(37.38)	(509.20)	(63.78)	65.34
Unearned construction revenue	-	-	6.00	(6.00)
Accounts payable - retention under construction contracts	13.83	(2.45)	(3.33)	19.90
Advances received from customers under construction contracts	24.75	25.54	(77.26)	246.04
Provision for liabilities under construction projects	(9.78)	(4.54)	(33.22)	1.49
Other current liabilities	(31.04)	28.13	11.08	13.67
Provision for long-term employee benefits	(1.21)	(0.31)	(3.28)	(0.77)
Cash flows from (used in) operating activities	(320.17)	419.95	(453.87)	318.34
Cash paid for income tax	(83.19)	(80.74)	(52.02)	(19.83)
Received from withholding tax refund	14.42	-	14.25	-
Net cash flows from (used in) operating activities	(388.94)	339.21	(491.65)	298.50
Cash flows from investing activities				
Decrease in current investments	(0.36)	0.36	-	-
Increase in restricted deposits at banks	20.04	(0.03)	(0.03)	-
Increase in short-term loans to related parties	-	-	-	-
Cash paid for investment in subsidiary	-	-	-	-
Cash paid for investment in associated company	(906.05)			-
Cash paid for investment in joint venture	-	(5.10)	(15.30)	-
Interest income	4.67	1.38	0.84	0.01
Cash received from disposal of equipment	0.79	0.37	0.05	2.23
Cash paid for purchase of equipment	(150.28)	(54.92)	(63.44)	(36.30)
Cash paid for purchase of intangible assets	(6.94)	(2.04)	(1.91)	-
Net cash flows used in investing activities	(1,038.13)	(59.99)	(79.79)	(34.05)
Cash flows from financing activities				
Increase (decrease) in bank overdrafts and short-term loans from banks	104.25	(33.90)	511.45	136.12
Increase (decrease) in short-term loans	-	30.00	(30.00)	-
Increase in short-term loans from related parties	-	-	-	-
Cash received from issuance of debenture	200.00	100.00	180.00	-
Cash paid for transaction cost of debenture	-	-	(1.08)	-
Repayment of debenture	-	(100.00)	(300.00)	(150.00)

Cash Flow Statement	Consolidated financial statements			
	2016	2017	2018	Q1 / 2019
Proceeds from the capital increase from the exercise of warrants	18.48			-
Dividend paid	(45.64)	(20.54)	(11.74)	-
Interest expenses	(16.87)	(19.07)	(20.40)	(9.80)
Decrease in liabilities under finance lease agreements	(13.58)	(12.80)	(11.24)	(1.03)
Increase in non-controlling interest from establishment of subsidiary	-	0.00	-	-
Net cash flows from (used in) financing activities	246.64	(56.32)	316.99	(24.71)
Increase in translation adjustments	0.02	4.44	0.33	0.35
Net increase (decrease) in cash and cash equivalents	(1,180.40)	227.34	(254.11)	240.09
Cash and cash equivalents at beginning of the period	1,289.43	109.03	336.37	82.26
Cash and cash equivalents at end of the period	109.03	336.37	82.26	322.35
Supplemental cash flows information				
Non-cash items consist of				
Increase (decrease) in purchase of assets that have yet to be paid	(21.64)	9.61	5.86	6.51
Transfer construction supplies to assets under construction	6.20	1.61	-	
Interest expenses recorded as cost of project	1.53	3.76	1.13	
Issuance of stock dividend	71.30	91.71	36.68	
Actuarial loss on employee benefit	6.89	(1.73)	-	
Share of other comprehensive income from associate	-	-	1.12	

Financial Ratio	Consolidated financial statements			
	2016	2017	2018	Q1 / 2018
Financial Ratio				
Current ratio (Time)	1.41	1.47	1.03	1.01
Acid test ratio (Time)	0.25	0.66	0.52	0.52
Cash flow ratio (times)	-0.19	0.18	-0.24	-0.18
Inventory Turnover (Time)	121.27	54	36.8	22.43
Average day sales (Days)	3	7	10	17
Receive able Turnover (Time)	7.04	3.78	2.33	3.35
Collection periods (Days)	52	96	155	108
Account Payable Turnover (Time)	7.87	5.41	5.54	7.26
Payment period (Days)	46	67	65	50
Cash cycle (Days)	9	36	100	70
Profitability Ratios				
Gross Profit Margin	20.30%	21.54%	-3.90%	4.37%
EBIT margin (%)	10.84%	7.11%	-18.00%	-5.91%
Net profit margin (%)	7.78%	3.81%	-88.55%	-5.96%
Return on Equity (%)	11.39%	3.41%	-117.99%	-122.64%
Operating Efficiency Ratio				
Return on Total Asset (%)	6.07%	1.93%	-53.32%	-54.16%
Return on fixed assets (%)	56.23%	27.91%	-291.17%	-304.40%
Asset rotation rate (times)	78.05%	50.74%	60.22	68.03%
Interest-bearing debt to equity ratio (times)	0.16	0.15	1.09	1.15
Leverage Ratios				
Debt to Equity Ratio (Time)	0.86	0.67	3.35	3.95
Interest Coverage Ratio (Time)	32.84	16.28	-87.79	-114.83
Dividend payout ratio (%)calculated using net profit, separate statements	31.36%	47.52%	-	-

2. Capital increase in the last 3 years

<p>2018</p>	<p>On 27 April 2018, the Annual General Meeting of the Company's shareholders passed the following significant resolutions:</p> <ol style="list-style-type: none"> 1. Approved a stock dividend with a total value of up to 293.5 million ordinary shares with a par value of Baht 0.125 per share to be distributed at a rate of 1 dividend share for every 20 existing shares, equivalent to a dividend of Baht 0.00625 per share. 2. Approved a decrease in the registered capital of the Company from Baht 733.7123 million to Baht 733.7117 million consisting of 5,869.7 million shares with a par value of Baht 0.125 each, by cancelling the Company's unissued ordinary shares. The Company registered the decrease of its registered capital at the Ministry of Commerce on 23 May 2018. 3. Approved an increase in the registered capital from Baht 733.7 million to Baht 770.4 million through the issuance of an additional 293.5 million ordinary shares with a par value of Baht 0.125 each, to be reserved for the distribution of the stock dividend. On 25 May 2018, the Company registered with the Ministry of Commerce the increase in its registered capital to Baht 770.4 million, or 6,163.2 million shares, which it issued and paid-up capital to Baht 733.7 million, or 5,869.7 million shares.
<p>2017</p>	<p>On 28 April 2017, the Annual General Meeting of the Company's shareholders passed the following significant resolutions:</p> <ol style="list-style-type: none"> 1. Approved a stock dividend with a total value of up to 733.7 million ordinary shares with a par value of Baht 0.125 per share to be distributed at a rate of 1 dividend share for every 7 existing shares, equivalent to a dividend of Baht 0.0178571 per share. 2. Approved a decrease in the registered capital of the Company from Baht 726.4 million to Baht 642.0 million consisting of 5,136.0 million shares with a par value of Baht 0.125 each, by cancelling the Company's unissued ordinary shares. The Company registered the decrease of its registered capital at the Ministry of Commerce on 22 May 2017. 3. Approved an increase in the registered capital from Baht 642.0 million to Baht 733.7 million through the issuance of an additional 733.7 million ordinary shares with a par value of Baht 0.125 each, to be reserved for the distribution of the stock dividend. On 23 May 2017, the Company registered with the Ministry of Commerce the increase in its registered capital to Baht 733.7 million, or 5,869.7 million shares, and in its issued and paid-up capital to Baht 642.0 million, or 5,136.0 million shares.
<p>2016</p>	<p>On 27 April 2016, the Annual General Meeting of the Company's shareholders passed the following significant resolutions regarding the Company's registered share capital.</p> <ol style="list-style-type: none"> 1. Paid dividend by the Company's ordinary shares up to 570.4 million shares with a par value of Baht 0.125 per share to be distributes at a rate of 1 dividend share for every 8 existing

	<p>shares, equivalent to a dividend of Baht 0.015625 per share.</p> <p>2. Approved a decrease in the registered capital of the Company from Baht 655.4 million to Baht 570.7 million consisting of 4,565.3 million share with a par value of Baht 0.125 each, by cancelling the ordinary shares which had not yet been issued and were exceeding to requirements for the exercise of the ESOP-W2. The Company registered the decrease of its registered capital at the Ministry of Commerce on 10 May 2016.</p> <p>3. Approved an increase in the registered capital from Baht 570.7 million to Baht 726.4 million through the issuance of an additional 1,245.6 million ordinary shares with a par value of Baht 0.125 each, to be allocated as follows:</p> <ul style="list-style-type: none"> - Up to 570.4 million shares to be reserved for the distribution of the stock dividend. - 675.0 million shares to be reserved for the exercise of the warrants issuance to specific investor who subscribed debentures. - Up to 0.2 million shares to be reserved for supporting the ESOP-W2's rights adjustment due to the distribution of the stock dividend. <p>On 11 May 2016, the Company registered with the Ministry of Commerce the increase in its registered capital to Baht 726.4 million, or 5,811.0 million shares, and in its issued and paid-up capital to Baht 570.4 million, or 4,563.5 million shares.</p>
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3. Dividend payment of the last 6 years

For operating results from 2013 to 2018, the Company paid dividends to its shareholders as follows:

Operating results	TRC's Net Profit (Million Baht)	Par Value for Dividend Payment Reference (Baht/share)	Dividend Payment (Baht/Share)		Amount (Million Baht)		Cash/Stock Dividend Payment to Net Profit after Legal Reserve
			Cash Dividend	Stock Dividend	Cash Dividend	Stock Dividend	
2013	81.32	0.50	0.05	-	40.82	-	52.85%
2014	255.67	0.125	0.003472	0.03125 (4 existing shares : 1 new share)	11.54	103.82	45.63%
2015	399.13	0.125	0.01	0.0156250 (8 existing shares : 1 new share)	45.64	71.30	30.48%
2016	357.93	0.125	0.004	0.0178571 (7 existing shares : 1 new share)	20.54	91.71	30.01%
2017	101.91	0.125	0.002	0.00625 (20 existing shares : 1 new share)	11.74	293.48	47.86%
2018	-2,328.69	0.125	No payment of dividends due to net loss for the year				