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Independent member firm

ECU WORLDWIDE (THAILAND) CO., LTD.

To the Shareholders

FINANCIAL STATEMENTS

My opinion

31 DECEMBER 2017

In my opinion, the financial statements
fairly, in all material aspects,
present the financial position of the Company
Standard for financial statements

What I have audited

The Company's financial statements for the year ended 31 December 2017, comprising:

- the statement of financial position
- the statement of comprehensive income
- the statement of cash flows
- the statement of changes in equity

and the related disclosures



Independent auditor's report

To the Shareholders of ECU Worldwide (Thailand) Co., Ltd.

My opinion

In my opinion, the financial statements of ECU Worldwide (Thailand) Co., Ltd. (the Company) present fairly, in all material respects, the financial position of the Company as at 31 December 2017, and its financial performance for the year then ended in accordance with Thai Financial Reporting Standard for Non-Publicly Accountable Entities (TFRS for NPAEs).

What I have audited

The Company's financial statements comprise:

- the statement of financial position as at 31 December 2017;
- the statement of income for the year then ended;
- the statement of changes in equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies.

Basis for opinion

I conducted my audit in accordance with Thai Standards on Auditing (TSAs). My responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of my report. I am independent of the Company in accordance with the Federation of Accounting Professions under the Royal Patronage of his Majesty the King's Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Responsibilities of management for the financial statements

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.



Auditor's responsibilities for the audit of the financial statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with TSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with TSAs, I exercise professional judgment and maintain professional scepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

I communicate with management regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

PricewaterhouseCoopers ABAS Ltd.

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Pisan Boonsirisukapong
Certified Public Accountant (Thailand) No. 5216
Bangkok
23 April 2018

ECU Worldwide (Thailand) Co., Ltd.

Statement of Financial Position

As at 31 December 2017

	Notes	2017 Baht	2016 Baht
Assets			
Current assets			
Cash and cash equivalents	3	9,360,856	12,023,868
Trade and other receivables, net	4	40,575,089	52,766,165
Short-term loans to related party	5	-	7,058,000
Other current assets		291,439	380,117
Total current assets		50,227,384	72,228,150
Non-current assets			
Restricted deposits with bank		150,000	150,000
Equipment, net	6	389,396	1,273,184
Intangible assets, net		43,066	112,420
Deposits		233,000	233,000
Withholding taxes refundable		3,110,376	5,124,100
Total non-current assets		3,925,838	6,892,704
Total assets		54,153,222	79,120,854

Director

(Mr. Viraj Nobnomtham)

Director

(Mr. Sumate Thitiphuree)



The notes to the financial statements from pages 7 to 13 are an integral part of these financial statements.

ECU Worldwide (Thailand) Co., Ltd.
Statement of Financial Position
As at 31 December 2017

	Notes	2017 Baht	2016 Baht
Liabilities and equity			
Current liabilities			
Trade and other payables	7	39,187,850	58,708,256
Other current liabilities		1,256,134	1,583,908
Total current liabilities		40,443,984	60,292,164
Non-current liabilities			
Provision for employee benefits	8	5,854,504	5,147,425
Total non-current liabilities		5,854,504	5,147,425
Total liabilities		46,298,488	65,439,589
Equity			
Share capital			
Authorised share capital			
50,000 ordinary shares with a par value of Baht 100 each		5,000,000	5,000,000
Issued and paid-up share capital			
50,000 ordinary shares, fully paid-up of Baht 100 each		5,000,000	5,000,000
Retained earnings			
Appropriated			
- Legal reserve	9	500,000	500,000
Unappropriated		2,354,734	8,181,265
Total equity		7,854,734	13,681,265
Total liabilities and equity		54,153,222	79,120,854

Director

(Mr. Viraj Nobnomtham)



ECU WORLDWIDE (THAILAND) CO., LTD.

Director

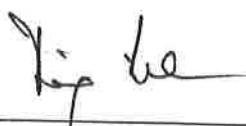
(Mr. Sumate Thitiphuree)

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ECU Worldwide (Thailand) Co., Ltd.
Statement of Income
For the year ended 31 December 2017

	2017	2016
	Baht	Baht
Revenue		
Revenue from services	217,058,864	205,380,974
Other income	1,099,661	376,300
Total revenue	218,158,525	205,757,274
Expenses		
Costs of services	(139,526,668)	(129,931,693)
Selling expenses	(20,540,924)	(22,409,386)
Administrative expenses	(42,681,252)	(41,023,291)
Total expenses	(202,748,844)	(193,364,370)
Profit before income tax expense	15,409,681	12,392,904
Income tax expense	(3,236,212)	(2,764,031)
Net profit for the year	12,173,469	9,628,873

Director


 (Mr. Viraj Nobnomtham)



Director


 (Mr. Sumate Thitiphuree)

The notes to the financial statements from pages 7 to 13 are an integral part of these financial statements.

ECU Worldwide (Thailand) Co., Ltd.
Statement of Changes in Equity.
For the year ended 31 December 2017

	Note	Issued and paid-up share capital Baht	Retained earnings (deficits)		Total Baht
			Appropriated - Legal reserve Baht	Unappropriated Baht	
Opening balance as at 1 January 2016		5,000,000	500,000	(1,447,608)	4,052,392
Changes in equity for the year 2016 :					
Net profit for the year		-	-	9,628,873	9,628,873
Closing balance as at 31 December 2016		5,000,000	500,000	8,181,265	13,681,265
Opening balance a at 1 January 2017		5,000,000	500,000	8,181,265	13,681,265
Changes in equity for the year 2017					
Dividends paid	10	-	-	(18,000,000)	(18,000,000)
Net profit for the year		-	-	12,173,469	12,173,469
Closing balance as at 31 December 2017		5,000,000	500,000	2,354,734	7,854,734

Director

(Mr. Viraj Nobnomtham)



Director

(Mr. Sumate Thitiphuree)

The notes to the financial statements from pages 7 to 13 are an integral part of these financial statements.

1 General information

ECU Worldwide (Thailand) Co., Ltd. ("the Company") was incorporated as a limited company under the Civil and Commercial Code on 15 July 1999. The address of the Company's registered office is as follows:

628, 5th Floor, Triple i Building, Soi Klab Chom, Nonsee Road, Chongnonsee, Yannawa, Bangkok 10120.

The principal business operation of the Company is managing international land and sea transportation.

The major shareholder and the parent company of the Company is ECU Hold NV, which is registered in Belgium and holds 49% of the Company's share capital.

The financial statements have been approved by the Company's authorised directors on 23 April 2018.

2 Accounting policies

The principal accounting policies adopted in the preparation of these financial statements are set out below:

2.1 Basis of preparation

These financial statements have been prepared in accordance with the Thai Financial Reporting Standards for Non-publicly Accountable Entities as issued by the Federation of Accounting Professions.

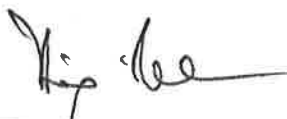
The financial statements have been prepared under the historical cost convention.

Comparative figures have been reclassified to conform with the changes in presentation in the current year. The effects of the reclassifications are as follows:

	As previously reported Baht	Reclassification Increase (decrease) Baht	After reclassification Baht
Statement of financial position as at 31 December 2016			
Other current assets	613,117	(233,000)	380,117
Deposits	-	233,000	233,000

An English-language version of the financial statements has been prepared from the financial statements that are in the Thai language. In the event of a conflict or a difference in interpretation between the two languages, the Thai-language statutory financial statements shall prevail.

Director

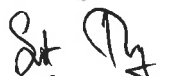

(Mr. Viraj Nobnomtham)



ECU
WORLDWIDE
Geography Simplified

ECU WORLDWIDE (THAILAND) CO., LTD.

Director



(Mr. Sumate Thitiphuree)

2 Accounting policies (Cont'd)

2.2 Foreign currency translations

Items included in the financial statements of the Company are measured using Thai Baht. The financial statements are presented in Thai Baht.

Foreign currency transactions are translated into Thai Baht using the exchange rates prevailing at the date of the transaction. At the end of each reporting period, foreign currency monetary balances are translated by using the exchange rate at the closing rate. Monetary assets denominated in foreign currency are translated to Thai Baht by using a bank's buying rate and monetary liabilities denominated in foreign currency are translated to Thai Baht by using a bank's selling rate. Non-monetary balances denominated in a foreign currency are carried at cost using the exchange rate at the date of transaction.

Gains and losses resulting from the settlement of foreign currency transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of income.

2.3 Cash and cash equivalents

Cash comprises cash on hand, deposit held at call with banks but exclude deposits with banks which are held to maturity (fixed deposits), certificates of deposit issued by commercial banks and financial institutions, and restricted deposits. Cash equivalent comprises short-term highly liquid investments with maturities of three months or less from the date of acquisition.

2.4 Trade accounts receivable

Trade accounts receivable are initially recognised at the fair value of the consideration received or receivable and subsequently measured at the remaining amount less any allowance for doubtful receivables based on a review of all outstanding amounts at the year end. The amount of the allowance is the difference between the carrying amount of the receivable and the amount expected to be collectible. Bad debts are written off during the year in which they are identified and recognised in the statement of income.


2.5 Equipment

An item of equipment is stated at cost less any accumulated depreciation and any accumulated allowance for decrease in value (if any).

The cost of an item of equipment comprises its purchase price, import duties and non-refundable purchase taxes (after deducting trade discounts and rebates) and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. These can include the initial estimate of costs of dismantling and removing the item, and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period.

The cost of replacing part of equipment is included in the carrying amount of the asset when it is probable that future economic benefits will flow to the Company and the carrying amount of those replaced parts is derecognised. Repairs and maintenance are charged to the statement of income during the financial period in which they are incurred.

Director


(Mr. Viraj Nobnomtham)



Director


(Mr. Sumate Thitiphuree)

2 Accounting policies (Cont'd)

2.5 Equipment (Cont'd)

Depreciation is calculated using the straight line method to allocate their cost over their estimated useful lives, as follows:

Furniture and office equipment	5 years
Computers	3 - 5 years

The assets' residual value, useful lives, and depreciation method are regularly reviewed.

Whenever there is any indication showing a permanent decrease in the amount of equipment; such as an evidence of obsolescence or physical damage of an asset, significant changes in the manner in which an asset is used or is expected to be used, the Company shall recognise loss on decrease in value of equipment in the statement of income where the carrying amount of asset is higher than the recoverable amount. The recoverable amount of asset is the higher of its fair value less costs to sell and its value in use.

2.6 Intangible assets

Computer software


Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised using straight-line basis over their estimated useful life of 5 years.

2.7 Leases - where the Company is a lessee

Leases where the company has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the inception of the lease at the lower of the fair value of the leased asset and the present value of the minimum lease payments. Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to profit or loss over the lease period so as to achieve a constant periodic rate of interest on the remaining balance of the liability for each period. The asset acquired under finance leases is depreciated over the shorter period of the useful life of the asset and the lease term.


Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

Director


(Mr. Viraj Nobnomtham)

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ECU WORLDWIDE (THAILAND) CO., LTD.

Director


(Mr. Sumate Thitiphuree)

2 Accounting policies (Cont'd)

2.8 Provision for employee benefits

2.8.1 Retirement benefit

The Company provides post-employment benefit, payable to employees until retirement date under the Thai Labour Law. The amounts payable in the future depend on the salary and years of service of the respective employees. The Company estimates a provision at the end of reporting period. The calculation is based on projected unit credit method.

2.8.2 Other long-term benefits

The Company has an obligation under other long-term employee benefits for giving money to employees who work for 10 years and every 5 years. The Company estimated a provision at the end of reporting period. The calculation is based on projected unit credit method.

2.8.3 Provident fund

The Company has set up a provident fund follow as defined contribution plan. The assets of provident fund is separated from the Company's assets. And there is managed by external fund manager. The fund received employee contributions and the Company's contributions. The contributions were recorded as expense on the statement of income for the period.

2.9 Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made.

2.10 Revenue recognition

Revenue comprises the fair value of the consideration received for the service net of rebates and discounts. Revenue from rendering services is recognised when services are performed.

Other income and interest income are recognised on an accrual basis in accordance with the substance of the relevant agreements.

2.11 Income tax

Taxable income paid to the tax authorities will be recognised as expenses in the statement of income. The Company recognises income taxes payable net of withholding taxes in liabilities.

2.12 Dividends paid

Dividend distribution is recognised in the financial statements in the period in which the dividends are approved by the Company's shareholders' meeting or the Board of Directors' meeting in case of interim dividends.

Director



(Mr. Viraj Nobnomtham)



Director



(Mr. Sumate Thitiphuree)

3 Cash and cash equivalents

	2017 Baht	2016 Baht
Cash on hand	111,888	137,354
Deposits at financial institutions - savings accounts	9,174,730	11,856,514
- current accounts	74,238	30,000
Total	9,360,856	12,023,868

4 Trade and other receivables, net

	2017 Baht	2016 Baht
Trade receivables	38,970,966	51,522,422
<u>Less</u> Allowance for doubtful accounts	-	(875,446)
Trade receivables, net	38,970,966	50,646,976
Prepaid expenses	449,831	303,788
Accrued income	1,019,014	1,622,069
Others	135,278	193,332
Total	40,575,089	52,766,165

5 Short-term loan to related party


Short-term loan to related party is a short-term loan to the parent company in the United States Dollar currency with an interest rate of 3% per annum. The loan is to be gradually repaid to the Company whenever the Company distributes dividends to the parent company or the loan is partly settled at the monthly netting. Therefore, the Company presents this loan as short-term loan.

22,400,404	34,895,097
11,703,407	10,968,383
4,890,959	7,044,818
39,194,770	52,908,298

are as follows:

2017 Baht	2016 Baht
5,147,425	4,431,111
707,078	858,111
5,854,504	5,147,425

Director


(Mr. Viraj Nobnomtham)



ECU WORLDWIDE (THAILAND) CO., LTD.

Director



(Mr. Sumate Thitiphuree)

6 Equipment, net

	Furniture and office equipment Baht	Computers Baht	Total Baht
As at 1 January 2017			
Cost	9,822,885	4,578,213	14,401,098
<u>Less</u> Accumulated depreciation	(8,771,617)	(4,356,297)	(13,127,914)
Net book amount	1,051,268	221,916	1,273,184
For the year ended 31 December 2017			
Opening net book amount	1,051,268	221,916	1,273,184
Additions	25,290	153,170	178,460
Write-offs, net	(6,461)	-	(6,461)
Depreciation charges	(897,103)	(158,684)	(1,055,787)
Closing net book amount	172,994	216,402	389,396
As at 31 December 2017			
Cost	9,837,175	4,731,383	14,568,558
<u>Less</u> Accumulated depreciation	(9,664,181)	(4,514,981)	(14,179,162)
Net book amount	172,994	216,402	389,396

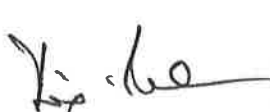
7 Trade and other payables

	2017 Baht	2016 Baht
Trade accounts payable	22,493,484	34,695,057
Accrued expenses	11,703,407	16,968,383
Others	4,990,959	7,044,816
Total	39,187,850	58,708,256

8 Provision for employee benefits

The movements of provision for employee benefits during the year are as follows:

	2017 Baht	2016 Baht
As at 1 January	5,147,425	4,492,305
Employee benefit expenses	707,079	655,120
As at 31 December	5,854,504	5,147,425

Director 
(Mr. Viraj Nobnomtham)



ECU WORLDWIDE (THAILAND) CO., LTD

Director


(Mr. Sumate Thitiphuree)

9 Legal reserve

Legal reserve was set aside in accordance with the Civil and Commercial Code that requires the appropriation of legal reserve of at least 5% of profits derived from the business of the Company at each dividend distribution until the reserve fund reaches 10% of the authorised share capital. Legal reserve is not available for distribution as dividends.

10 Dividends paid

The Board of Directors' Meeting No. 1/2560 on 9 February 2017 approved the interim dividend payment of Baht 140 per share for 50,000 ordinary shares, totalling Baht 7 million. The Company paid the dividends on 23 February 2017.

The Board of Directors' Meeting No. 3/2560 on 5 June 2017 approved the interim dividend payment of Baht 140 per share for 50,000 ordinary shares, totalling Baht 7 million. The Company paid the dividends on 20 June 2017.

The Board of Directors' Meeting No. 4/2560 on 12 December 2017 approved the interim dividend payment of Baht 80 per share for 50,000 ordinary shares, totalling Baht 4 million. The Company paid the dividends on 22 December 2017.

11 Letters of guarantee

The Company has letter of guarantee issued on its behalf as follows:

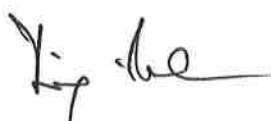
	2017 Baht	2016 Baht
To guarantee payments of any fees at Port Authority of Thailand	500,000	500,000

12 Operating lease commitments

The future aggregate minimum lease payments under non-cancellable operating leases for rental agreement of building and service agreement are as follows:

	2017 Baht	2016 Baht
Within 1 year	2,790,000	2,790,000
Later than 1 year but not later than 5 years	232,500	3,022,500
Total	3,022,500	5,812,500

Director


(Mr. Viraj Nobnomtham)



ECU WORLDWIDE (THAILAND) CO., LTD.

Director


(Mr. Sumate Thitiphuree)