

**Union Textile Industries Public Company Limited**

**Notes to interim financial statements**

**For the three-month period ended 31 March 2016**

**1. General information**

**1.1 Corporate information**

Union Textile Industries Public Company Limited ("the Company") is a public company incorporated and domiciled in Thailand. Its parent company is Saha-Union Public Company Limited, which was incorporated in Thailand. The Company is principally engaged in the manufacture and distribution of textiles. The Company's registered addresses are as follows:

Head office : 1828 Sukhumvit Road, Bangchak Sub District, Phra Kanong District, Bangkok

Branch : 205 Moo 4, Sukhumvit Road (Km. 39.5), Tambol Bangpoo Mai, Amphur Muang Samutprakarn, Samutprakarn

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

These interim financial statements are prepared in accordance with Thai Accounting Standard No. 34 (revised 2015) "Interim Financial Reporting", with the Company choosing to present condensed interim financial statements. However, the Company has presented the statements of financial position, income statement, comprehensive income, changes in shareholders' equity, and cash flows in the same format as that used for the annual financial statements.

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

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

### 1.3 New financial reporting standards

During the period, the Company has adopted the revised and new financial reporting standards and accounting treatment guidance issued by the Federation of Accounting Professions which becomes effective for fiscal years beginning on or after 1 January 2016. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of standards. The adoption of these financial reporting standards does not have any significant impact on the Company's financial statements.

### 1.4 Significant accounting policies

The interim financial statements are prepared using the same accounting policies and methods of computation as were used for the financial statements for the year ended 31 December 2015.

## 2. Related party transactions

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

			(Unit: Million Baht)
	For the three-month		Pricing policy
	period ended 31 March		
	<u>2016</u>	<u>2015</u>	
<u>Transactions with parent company</u>			
Purchases of raw materials	66	88	Cost plus margin of parent company
<u>Transactions with related companies</u>			
Sales of goods	5	11	Cost plus margin
Rental income	5	2	Contract price
Other income	1	-	Contract price

(Unaudited but reviewed)

As at 31 March 2016 and 31 December 2015, the balances of the accounts between the Company and those related parties are as follows:

	(Unit: Thousand Baht)	
	31 March	31 December
	2016	2015
		(Audited)
<u>Trade and other receivables - related parties</u> (Note 3)		
Parent company	284	144
Associated company	38,995	38,995
Related companies (Has common shareholders)	2,915	3,105
Related company (Held by the Company)	139	110
Others	16	12
Total	42,349	42,366
Less: Allowance for doubtful debts	(38,995)	(38,995)
Total trade and other receivables - related parties - net	3,354	3,371
<u>Trade and other payables - related parties</u> (Note 8)		
Parent company	47,241	40,971
Associated company	629	629
Related companies (Has common shareholders)	9	9
Others	8	5
Total trade and other payables - related parties	47,887	41,614

#### Directors and management's benefit

During the three-month periods ended 31 March 2016 and 2015, the Company had employee benefit expenses of its directors and management as below.

	(Unit: Thousand Baht)	
	<u>2016</u>	<u>2015</u>
Short-term employee benefits	2,549	2,705
Post-employment benefits	12	-
Total	2,561	2,705

**3. Trade and other receivables**

As at 31 March 2016 and 31 December 2015, the Company's trade and other receivables, classified according to age of receivables, were as follows:

	(Unit: Thousand Baht)	
	31 March 2016	31 December 2015
		(Audited)
<u>Trade receivables - related parties</u>		
Age of receivables		
Not yet due	2,358	2,529
Past due over 12 months	9,635	9,635
Total	11,993	12,164
Less: Allowance for doubtful debts	(9,635)	(9,635)
Total trade receivables - related parties - net	2,358	2,529
<u>Trade receivables - unrelated parties</u>		
Age of receivables		
Not yet due	168,783	150,746
Past due up to 3 months	-	6,040
Total trade receivables - unrelated parties	168,783	156,786
Total trade receivables - net	171,141	159,315
<u>Other receivables</u>		
Other receivables - related parties	30,356	30,202
Other receivables - unrelated parties	4,161	4,996
Total	34,517	35,198
Less: Allowance for doubtful debts	(29,360)	(29,360)
Total other receivables - net	5,157	5,838
Total trade and other receivables - net	176,298	165,153

The balances of trade and other receivables above include trade and other receivables of Ten Cate-Union Protective Fabrics Asia Ltd. ("TCUA") amounting to Baht 39 million. There is uncertainty about the recoverable amount of this receivable because TCUA has filed for deregistration with the Ministry of Commerce and is in the process of liquidation. At the present, it still not finalised the net asset value. For prudent reasons, the Company has therefore set aside full allowance for doubtful debts for this receivable.

(Unaudited but reviewed)

**4. Inventories**

(Unit: Thousand Baht)

	Cost		Reduce cost to net realisable value		Inventories-net	
	31 March	31 December	31 March	31 December	31 March	31 December
	2016	2015	2016	2015	2016	2015
	(Audited)		(Audited)		(Audited)	
Finished goods	56,481	59,257	(1,446)	(1,486)	55,035	57,771
Work in process	29,068	26,483	-	-	29,068	26,483
Raw materials and chemicals	52,366	71,753	(225)	(225)	52,141	71,528
Spare parts and factory supplies	694	698	(289)	(362)	405	336
Total	138,609	158,191	(1,960)	(2,073)	136,649	156,118

Movements in the allowance to reduce cost of inventories to net realisable value during the three-month periods ended 31 March 2016 and 2015 are summarised below.

(Unit: Thousand Baht)

	2016	2015
Balance as at 1 January	2,073	3,794
Add: Increase (decrease) of the reduction during the period	(113)	81
Balance as at 31 March	1,960	3,875

**5. Investments in associated companies****5.1 Details of associated companies**

(Unit: Thousand Baht)

Company's name	Shareholding percentage		Financial statements in which the equity method is applied		Separate financial statements	
			31 March	31 December	31 March	31 December
	2016	2015	2016	2015	2016	2015
	%	%	(Audited)		(Audited)	
Unifibre Co., Ltd.	20.83	20.83	204,973	203,828	25,000	25,000
Ten Cate-Union Protective Fabrics Asia Ltd. ("TCUA")	49.35	49.35	16,950	16,950	190,000	190,000
Total investments in associated companies			221,923	220,778	215,000	215,000
Less: Allowance for impairment loss on investment in TCUA			(16,950)	(16,950)	(190,000)	(190,000)
Total investments in associated companies - net			204,973	203,828	25,000	25,000

The joint venture agreement between the Company and Ten Cate Advanced Textiles BV, a company incorporated in the Netherlands, for the establishment of TCUA contains certain conditions and restrictions, including a restriction on the transfer of shares of TCUA unless prior consent has been obtained in writing from the other party.

The agreement also describes material events in case of which either shareholder may request TCUA's board of directors to call a shareholders' meeting to decide whether to dissolve and liquidate TCUA. Such material events are as follows:

- 1) The return on equity (ROE) of TCUA is less than 5 percent for any 3 consecutive years, commencing from 2009, or
- 2) TCUA has accumulated losses in excess of 50 percent of its registered capital.

As at 31 December 2012, the return on equity of TCUA had been less than 5 percent for 4 consecutive years, commencing from 1 January 2009, and TCUA has accumulated losses in excess of 50 percent of its registered capital. In view of above-mentioned contractual requirement, there is uncertainty as to whether TCUA will be able to continue as a going concern especially when it had lost one major customer in the fourth quarter of 2012. For prudent reasons, the Company has set aside full allowance for impairment of its investment in TCUA.

Subsequently on 11 March 2013, TCUA held an Extraordinary General Shareholders Meeting and this meeting resolved to dissolve TCUA's business operations. TCUA filed for deregistration with the Ministry of Commerce on 22 March 2013. At the present, TCUA is in the process of liquidation.

## 5.2 Share of loss and dividend received

During the three-month periods ended 31 March 2016 and 2015, the Company has recognised its share of loss from investments in associated companies in the financial statements in which the equity method is applied as follows:

(Unit: Thousand Baht)		
Company's name	Share of loss from investments in associated companies for the three-month periods ended 31 March	
	<u>2016</u>	<u>2015</u>
	<u>(42)</u>	<u>(45)</u>
Unifibre Co., Ltd.		
Total	<u>(42)</u>	<u>(45)</u>

The share of loss from the investment in Unifibre Co., Ltd. (the associated company) for the three-month period ended 31 March 2016 has been calculated based on financial statements prepared by the management of that company, and not audited by its auditor. However, the Company's management believes that there would be no material discrepancies if those financial statements had been audited by the associated company's auditor.

The Company ceased recognizing its share of profit/loss from Ten Cate-Union Protective Fabrics Asia Ltd. (TCUA) since the first quarter of 2013 because the Company has set aside full allowance for impairment of its investment in TCUA, as discussed in Note 5.1 to financial statements.

The Company did not receive any dividend from the associated companies during the three-month periods ended 31 March 2016 and 2015.

## 6. Other long-term investments

	31 March 2016		31 December 2015	
	Shareholding percentage	Investment value	Shareholding percentage	Investment value
	%	Thousand Baht	% (Audited)	Thousand Baht (Audited)
<b><u>Investment in available-for-sale securities</u></b>				
Saha-Union Plc.	0.33	16,191	0.33	16,191
Add: Unrealised gain from change in value of investment		21,559		21,059
Investment in available-for-sale securities, net		37,750		37,250
<b><u>Investments in other companies</u></b>				
Union Business Management Co., Ltd.	19.00	94,999	19.00	94,999
Union Micronclean Co., Ltd.	13.00	650	13.00	650
Total investments in other companies		95,649		95,649
Total other long-term investments - net		133,399		132,899

During the three-month period ended 31 March 2016, the Company received the dividend from Union Micronclean Co., Ltd. amounting to Baht 0.7 million (2015: the Company did not receive any dividend from other long-term investments).

**7. Property, plant and equipment**

Movements of the property, plant and equipment account during the three-month period ended 31 March 2016 are summarised below.

(Unit: Thousand Baht)

<b>Net book value as at 1 January 2016</b>	219,285
Acquisitions during the period - at cost	5,498
Depreciation for the period	(12,013)
<b>Net book value as at 31 March 2016</b>	<u>212,770</u>

The Company has undertaken not to dispose of or transfer or create any obligations to its immovable properties as specified in the credit facilities agreement, unless prior consent has been obtained in writing from the banks.

**8. Trade and other payables**

(Unit: Thousand Baht)

	31 March 2016	31 December 2015
		(Audited)
Trade accounts payable - related parties	47,481	41,269
Trade accounts payable - unrelated parties	16,442	17,265
Other payable - related parties	406	345
Advance received for goods	4,200	-
Accrued expenses - unrelated parties	9,663	21,156
<b>Total trade and other payables</b>	<u>78,192</u>	<u>80,035</u>

**9. Provision for long-term employee benefits**

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

(Unit: Thousand Baht)

	31 March 2016	31 December 2015
		(Audited)
Present value of defined benefit obligation	73,871	74,322
Fair value of plan assets	(31,107)	(31,624)
<b>Net defined benefit liability</b>	<u>42,764</u>	<u>42,698</u>

(Unaudited but reviewed)

Changes in present value of defined benefit obligation and fair value of plan assets for the three-month period ended 31 March 2016 were as follows:

	(Unit: Thousand Baht)
<b>Defined benefit obligation at beginning of period</b>	74,322
Current service cost	1,022
Interest cost	494
Benefits paid during the period	(1,967)
<b>Defined benefit obligation at end of period</b>	<u>73,871</u>
 <b>Fair value of plan assets at beginning of period</b>	 31,624
Change in fair value	449
Contribution by the Company	643
Benefits paid during the period	(1,609)
<b>Fair value of plan assets at end of period</b>	<u>31,107</u>

Plan assets comprise bank deposits, government bonds, and equity and debt instruments in active market.

#### 10. Preference shares

The cumulative unpaid dividend to the preference shares as at 31 March 2016 amounted to Baht 107 million (31 December 2015: Baht 102 million).

#### 11. Income tax

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

Income tax expenses for the three-month periods ended 31 March 2016 and 2015 are made up as follows:

	(Unit: Thousand Baht)	
	<u>2016</u>	<u>2015</u>
<b>Current income tax:</b>		
Interim corporate income tax	-	-
<b>Deferred tax:</b>		
Relating to origination and reversal of temporary differences	163	1,362
<b>Income tax expenses reported in the income statements</b>	<u>163</u>	<u>1,362</u>

(Unaudited but reviewed)

The amounts of income tax relating to each component of other comprehensive income for the periods ended 31 March 2016 and 2015 are as follows:

	(Unit: Thousand Baht)	
	<u>2016</u>	<u>2015</u>
Deferred tax on gain (loss) from the change in value of available-for-sale investments	<u>100</u>	<u>(300)</u>

## 12. Basic earnings per share

Basic earnings per share are calculated by dividing profit (loss) for the period (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the period.

The following table sets forth the computation of basic earnings per share:

Financial statements in which the equity method is applied						
Profit (loss)		Weighted average number of ordinary shares		Basic earnings (loss) per share		
<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>	
Thousand Baht	Thousand Baht	Thousand Shares	Thousand Shares	Baht	Baht	
<b>For the three-month periods ended 31 March</b>						
Profit (loss) for the period	9,741	1,095				
Less: Dividend of preference shares	<u>(5,250)</u>	<u>(5,250)</u>				
<b>Earnings (loss) attributable to ordinary shares</b>	<u>4,491</u>	<u>(4,155)</u>	45,000	45,000	<u>0.10</u>	<u>(0.09)</u>
Separate financial statements						
Profit (loss)		Weighted average number of ordinary shares		Basic earnings (loss) per share		
<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>	
Thousand Baht	Thousand Baht	Thousand Shares	Thousand Shares	Baht	Baht	
<b>For the three-month periods ended 31 March</b>						
Profit (loss) for the period	9,783	1,140				
Less: Dividend of preference shares	<u>(5,250)</u>	<u>(5,250)</u>				
<b>Earnings (loss) attributable to ordinary shares</b>	<u>4,533</u>	<u>(4,110)</u>	45,000	45,000	<u>0.10</u>	<u>(0.09)</u>

**13. Financial information by segment**

The Company is principally engaged in the manufacture and distribution of textiles. Its operations are carried on only in Thailand. Segment performance is measured based on operating profit or loss, on a basis consistent with that used to measure operating profit or loss in the financial statements. As a result, all of the revenues, operating profits and assets as reflected in these financial statements pertain to the aforementioned reportable operating segment and geographical area.

**14. Commitments and contingent liabilities****14.1 Capital commitment**

As at 31 March 2016, the Company had capital commitments amounting to Baht 3 million, relating to the improvement of building (31 December 2015: Baht 1 million).

**14.2 Operating lease commitments**

The Company has entered into operating leases relating to car rental, a security service agreement and other agreements, with terms generally averaging 1 to 3 years.

Future minimum lease payments required under these operating lease contracts were as follows.

	(Unit: Million Baht)	
	31 March 2016	31 December 2015
Payable:		
In up to 1 year	4.5	0.8
In over 1 and up to 3 years	0.4	-

**14.3 Guarantees**

As at 31 March 2016, there were outstanding bank guarantees of Baht 12 million issued by the banks on behalf of the Company to guarantee the usage of electricity (31 December 2015: Baht 12 million).

**15. Financial instruments**

The Company earns part of its revenues from its export sales in US dollars and Euro. The balances of financial assets denominated in foreign currencies are summarised below.

Foreign currency	Financial assets		Average exchange rate	
	31 March	31 December	31 March	31 December
	2016	2015	2016	2015
	(Million)	(Million)	(Baht per 1 foreign currency unit)	
US dollar	2.40	2.23	35.0709	35.9233
Euro	1.72	1.65	39.5412	39.0780

Foreign exchange contracts outstanding are summarised below.

As at 31 March 2016			
Foreign currency	Sold amount	Weighted average contractual exchange rate to sell	Contractual maturity date
	(Million)	(Baht per 1 foreign currency unit)	
US dollar	2.95	34.79 - 36.57	01/04/59 - 23/09/59
Euro	2.21	39.00 - 41.45	01/06/59 - 29/09/59
As at 31 December 2015			
Foreign currency	Sold amount	Weighted average contractual exchange rate to sell	Contractual maturity date
	(Million)	(Baht per 1 foreign currency unit)	
US dollar	2.66	33.94 - 36.50	26/02/16 - 22/06/16
Euro	2.62	37.95 - 41.20	17/02/16 - 22/06/16

**16. Approval of interim financial statements**

These interim financial statements were authorised for issue by the Company's authorised director on 6 May 2016.