

# INDEPENDENT AUDITOR'S REPORT

## To the Shareholders of Italian – Thai Development Public Company Limited

### *Qualified Opinion*

I have audited the consolidated financial statements of Italian – Thai Development Public Company Limited and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position as at 31 December 2018, the consolidated statements of profit and loss and other comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies. I have also audited the separate financial statements of Italian – Thai Development Public Company Limited (the "Company"), which comprise the separate statement of financial position as at 31 December 2018, the statements of profit and loss and other comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the separate financial statements, including a summary of significant accounting policies.

In my opinion, except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph, the accompanying consolidated and separate financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2018, and its consolidated financial performance and cash flows for the year then ended and the separate financial position as at 31 December 2018, and its separate financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

### *Basis for Qualified Opinion*

The basis for my qualified opinion are as follows:

- As at 31 December 2018, the consolidated financial statements include trade accounts receivable of an overseas subsidiary totaling Baht 269.76 million (net allowance for doubtful account of Baht 36.93 million). Such receivable is in the process of debt settlement in accordance with the plan. The Company's management therefore, believes that such amounts can be realized and the allowance for impairment recognized in the accounts based on discounted cash flows from the repayment plan of such receivable is adequate and appropriate. I am unable to assess the potential impact (if any) to such outstanding balances and the corresponding impact to consolidated and separate financial position and consolidated and separate results of operations for current year.
- As discussed in Note 8 to the financial statements, the Company has not received payments for some portion of construction work totaling Baht 825.33 million for amount billed to a State Enterprise for construction work since the Company was not able to complete some parts of construction work following the milestones plan. The Company has been negotiating for the employer to approve the extension of time for the construction completion. This process has been initially considered by the project consultant and will be processed for submission to the work inspection committee of the employer. The proceeds for the billing values is dependent on the approval of the employer for the extension of the milestone for the completion of construction work. The Company's management believes that the Company will get the approval in the near future and will receive the full payment for its bill. The Company therefore has not set up allowance, for amount that might be uncollectable for some parts of such outstanding amount for construction work which was not completed in accordance with the milestones plan, in the financial statements for the year ended 31 December 2018 since the reliable estimate of the amount cannot be made. I am unable to assess the potential impact (if any) to the consolidated and separate financial position and consolidated and separate results of operations for the current year from such matter which outcome cannot presently be concluded.

I conducted my audit in accordance with Thai Standards on Auditing. 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 Group in accordance with the Federation of Accounting Professions' Code of Ethics for Professional Accountants that is 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 qualified opinion.

*Emphasis of matters*

I draw attention to the following information which does not change my qualified opinion above:

- 1) As discussed in Note 17 to the financial statements, the Company has land lease concessions in the Dawei Special Economic Zone that it has incurred projects development costs totaling Baht 7,738.42 million. This project depends on the cooperation of the governments of Thailand and the Republic of the Union of Myanmar who defined the project development policy. The Company has the right to reimburse such amount from new partners of each project or else obtain additional right over the procession of land.
- 2) As discussed in Note 18 to the financial statements, a subsidiary company has acquired potash mining rights for a value of Baht 2,293.49 million for which the application for potash mining concessions is still in process. The Company's management believes that this project will be approved by the government and will become operational in the near future as the process for concessionaire application has been completed.
- 3) As discussed in Note 37 to the financial statements, during the 4<sup>th</sup> quarter of the year 2018, the Company entered into management service agreements with a subsidiary and charged for total fees of Baht 130 million in addition to the normal service charges of Baht 421.20 million.
- 4) I had previously expressed a modified opinion on the consolidated and separate financial statements for the year 2017 in respect of doubtful of trade accounts receivable from and short – term loans to related companies totaling Baht 178.96 million and Baht 103.57 million, respectively. Such receivables have been under process of project feasibility study and negotiation with strategic investors to join the operations in the future. As discussed in Notes 9 and 11 to the financial statements, during the year 2018, the management of the Company and the overseas subsidiary had reassessed the recoverability of such balances to be more remote and therefore decided to set up full allowances in the accounts. My opinion on the current year financial statements is not modified on this matter.

*Key Audit Matters*

Key audit matters are those matters that, in my professional judgment, are of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters. In addition to the matters described in the Basis for Qualified Opinion section. I have determined the matters described below to be the key audit matters to be communicated in my report.

<b>Key audit matters</b>	<b>How the matter was addressed in the audit</b>
<p data-bbox="368 801 895 835"><b>Revenue recognition for construction contract</b></p> <p data-bbox="368 904 895 1715">The Group and the Company have revenues from construction services for the year ended 31 December 2018 of Baht 54,763.85 million and Baht 40,239.97 million, respectively. Revenue recognition for construction services requires significant judgement and estimates to assess the appropriateness assessment of revenue relating to construction services under the contracts. The Group's and Company's revenues are recognized based on the percentages of completion. Such revenues from construction services are material and have a significant impact to related accounting transactions including earned revenues not yet billed, receipts in excess of contracted work in progress, and costs of construction. The percentage of completion requires management's judgement and continuous review of estimated revenues and cost budget throughout the construction periods and the estimates needs to be adjusted as necessary.</p> <p data-bbox="368 1803 895 1910">The Group and the Company disclosed accounting policies for revenue recognition for construction in Note 4 to financial statements.</p>	<p data-bbox="922 801 1401 835">My audit procedures are summarized below:</p> <ul data-bbox="922 904 1474 1798" style="list-style-type: none"><li data-bbox="922 904 1474 1099">- Obtained an understanding and the process for the preparation of reports and budgets used for the determination of the percentages of completion of construction projects of the Group and the Company.</li><li data-bbox="922 1111 1474 1261">- Sampling tested cost budgets estimation for construction projects by making inquiry of responsible executives and assessed the appropriateness of estimation.</li><li data-bbox="922 1272 1474 1346">- Tested and assessed the appropriateness of changes in estimated costs during the year.</li><li data-bbox="922 1357 1474 1507">- Verified the actual costs with supporting documents and assessed the reasonableness of estimated costs to complete for the construction projects.</li><li data-bbox="922 1518 1474 1637">- Compared gross profit from the start of projects up to the end of the year for analysis and assessment for the appropriateness of estimated costs.</li><li data-bbox="922 1648 1474 1798">- Evaluated the possible losses on construction projects by analysis the reasonableness of actual costs incurred against total estimates project costs.</li></ul>

Key audit matters	How the matter was addressed in the audit
	<ul style="list-style-type: none"> <li>- Tested the bills for payment from customer during the year with construction contracts and customers' acceptance documents to determine the appropriateness of earned revenues not yet billed and receipts in excess of contracted work in progress.</li> <li>- Performed site visit for significant projects, inquired the progress of projects from engineers and compared and assessed the appropriateness of the percentages of completion of construction projects for comparison with accounting percentages of completion.</li> <li>- Assessed the adequacy of the Group's and the Company's disclosure for revenues recognition.</li> </ul>
<p data-bbox="368 943 836 972"><b>Impairment of trade accounts receivable</b></p> <p data-bbox="368 1043 895 1648">The Group and the Company have trade accounts receivable (net of allowance for doubtful accounts) as at 31 December 2018 of Baht 11,427.97 million and Baht 10,658.00 million, respectively. During the year, the Group and the Company recognized allowance for doubtful accounts of Baht 101.31 million and Baht 8.80 million, respectively. The estimation of allowance for doubtful accounts is to reflect impairment of receivables that may result from non-collection. Management is required to use judgement to assess the estimation using assumption, including the probability for collection based on circumstances, except for the matters discussed under the basis for qualified opinion.</p> <p data-bbox="368 1738 895 1845">The Group and the Company disclosed balance of trade accounts receivable in Notes 8 and 9 to financial statements.</p>	<p data-bbox="922 943 1398 972">My audit procedures are summarized below:</p> <ul style="list-style-type: none"> <li>- Obtained an understanding of the internal controls and procedures for impairment testing for trade accounts receivable to determine the appropriateness of management estimates.</li> <li>- Reviewed the periods of receivables that have been long outstanding and developed allowance for doubtful accounts based on the circumstances for comparison with the allowance for doubtful accounts recognized by the Group and the Company. Considered the reason for the differences and the appropriateness of allowance for doubtful accounts.</li> <li>- Assessed the net realizable values of receivables including subsequent collection testing together with the assessment of the cash flows projection of debtors to assess their ability to settle their accounts in the future.</li> <li>- Assessed the adequacy of the Group's and the Company's disclosure for trade accounts receivable and allowance for doubtful accounts.</li> </ul>

Key audit matters	How the matter was addressed in the audit
<p data-bbox="368 383 895 450"><b>Impairment of investment in subsidiaries and goodwill</b></p> <p data-bbox="368 521 895 875">The Company has investments in subsidiaries (net of allowance for impairment of investment) of Baht 7,226.95 million. In consideration of allowances for impairment of investments, management is required to use judgement for the assessment of appropriate estimates and significant assumptions relating to the subsidiaries' ability to operate profitably, their cash flows and discount rates used for the calculation of net realizable values.</p> <p data-bbox="368 947 895 1014">The Company disclosed detail of investment in subsidiaries in Note 15 to financial statements.</p> <p data-bbox="368 1086 895 1653">The Company has goodwill of Baht 863.57 million as at 31 December 2018 which arose from the acquisition of investments in Potash mining, cement business in Thailand and construction business in India. According to Thai Financial Reporting Standard, the Company has to annually test impairment of goodwill. Goodwill impairment requires management to make significant judgement, which is complicate, and use of assumptions about cash flows projection and expenses from the continuing operations of such business units and the use of the appropriate discount rate to discount cash flows projection.</p> <p data-bbox="368 1724 895 1792">The Group disclosed information of goodwill in Note 24 to financial statements.</p>	<p data-bbox="922 383 1401 405">My audit procedures are summarized below:</p> <ul data-bbox="922 521 1468 1451" style="list-style-type: none"> <li>- Obtained an understanding of the process for assessment of recoverable amounts of investments in subsidiaries and group of business units.</li> <li>- Considered the indication of impairment for investments in subsidiaries and goodwill of each business unit.</li> <li>- Considered the reasonableness of management's assumptions and procedures for calculation of cash flow projections.</li> <li>- Examined the documents supporting the best estimates of management, especially the projected growth in revenues, gross margins and operating net income of subsidiaries and business units.</li> <li>- Tested the calculation and assess the appropriateness of discount rate used by management.</li> <li>- Tested calculation for the recoverable amounts from investments.</li> <li>- Considered the key drivers as the sensitivity analysis and the impact to recoverable amounts.</li> <li>- Considered the adequacy and appropriateness of the Group's disclosures for investment in subsidiary, allowance for goodwill and investments in subsidiaries.</li> </ul>

Key audit matters	How the matter was addressed in the audit
<p data-bbox="368 365 895 434"><b>Impairment of project costs on investments in projects development</b></p> <p data-bbox="368 506 895 1025">As at 31 December 2018, the Group and Company have a number of significant investment projects in various locations which are in various stages of completion. The total amount of the investments in the Group and Company financial statements are Baht 15,576.19 million and Baht 7,069.64 million, respectively. The assessment of the realizable value of the investments in such projects requires significant judgement about the future project feasibility, forecasted cash flows and expenses from operations in such projects and the use of the appropriate discount rate to discount cash flows projection.</p> <p data-bbox="368 1099 895 1169">The details of the investments are disclosed in Notes 17, 18, 19 and 25.</p>	<p data-bbox="922 365 1401 394">My audit procedures are summarized below:</p> <ul data-bbox="922 499 1468 1350" style="list-style-type: none"> <li>- Obtained an understanding of the process for assessment of recoverable amounts of investments and group business units.</li> <li>- Considered indication of impairment of project costs on investments in projects development.</li> <li>- Considered the reasonableness of management's assumptions and procedures used for calculation of cash flows projection.</li> <li>- Examined the documents supporting the best estimates of management, especially the projected growth in revenues, gross margins and operating net income of subsidiaries and business units.</li> <li>- Tested the calculation and assessed the appropriateness of discount rate used by management.</li> <li>- Tested the calculation for the recoverable amounts of projects under development.</li> <li>- Considered the adequacy and appropriateness of the Group's and Company's disclosures for investments in projects and intangible assets.</li> </ul>

*Other Information*

Management is responsible for the other information. The other information comprises the information included in the annual report other than the financial statements and my auditor's report thereon. The annual report is expected to be made available to my review after the date of this auditor's report.

My opinion on the financial statements does not cover the other information and I will not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated.

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance and revised a material misstatement.

However, as described in the Basis for Qualified Opinion section with respect to the uncertainty in the collection of trade accounts receivable of overseas subsidiaries and the matter which cannot be concluded regarding to the allowance for amount that might be uncollectible for some parts of amounts billed for construction work which work was not completed in accordance with the milestones plan which my opinion is qualified. Therefore, should the management prepare other information based on financial statements that is different from such fact, other information will be materially misstated with respect to the value and other information in annual report which will impact by the uncertainty in the collection of accounts receivable and allowance for amount that might be uncollectible for some part of construction work.

*Responsibilities of Management and Those Charged with Governance for the preparation of Financial Statements*

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines 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 Group'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 Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

### *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 Thai Standards on Auditing 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 Thai Standards on Auditing, I exercise professional judgment and maintain professional skepticism 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 Group'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 Group'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 Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance 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.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Mr. Somckid Tiatragul**

Certified Public Accountant

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Bangkok

28 February 2019