



LANNA RESOURCES PUBLIC COMPANY LIMITED

REGISTRATION NO. 0107535000397

ANNUAL REGISTRATION STATEMENT

(FORM 56-1)

AS AT DECEMBER 31, 2016

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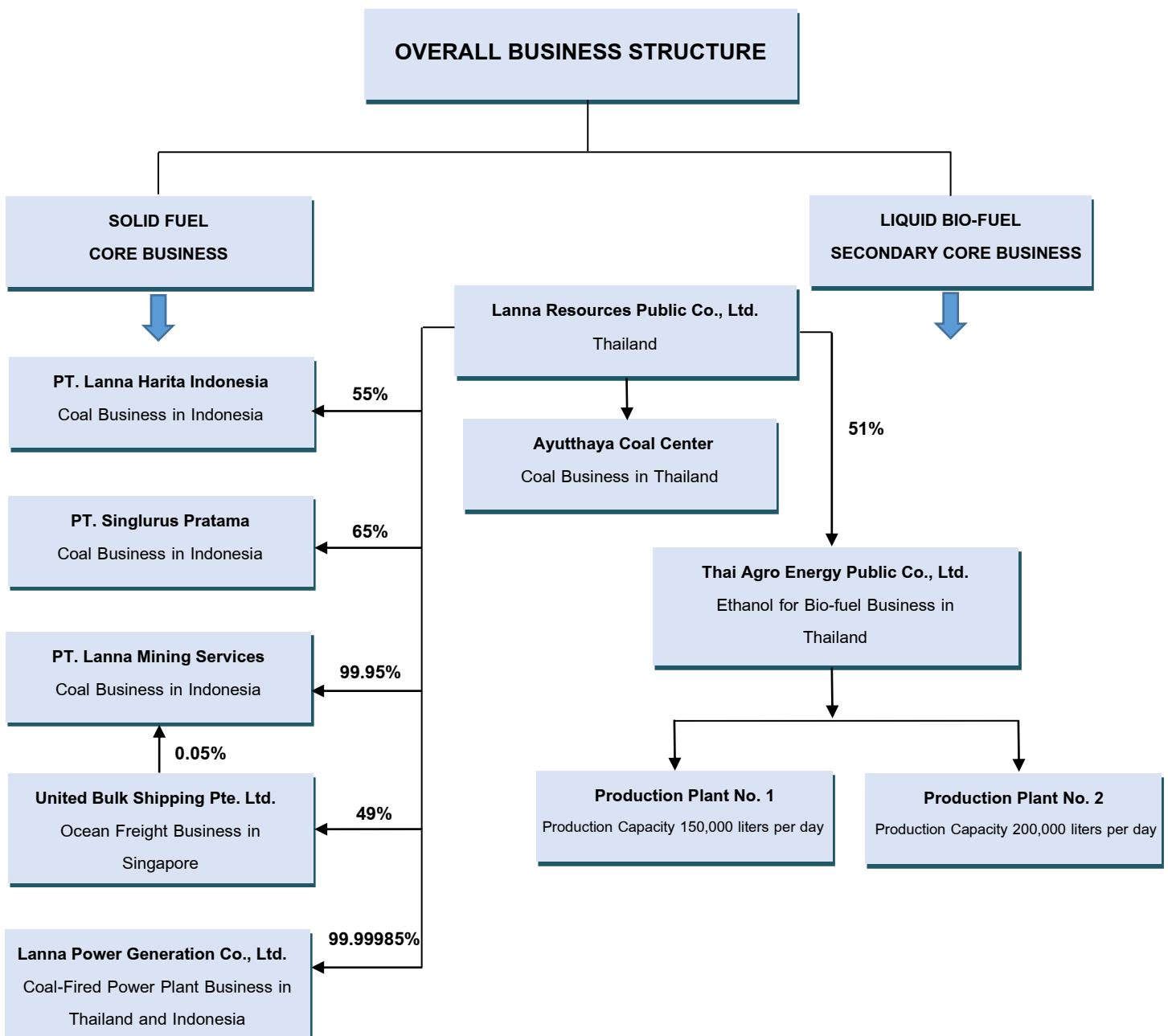
PART 1 – BUSINESS OPERATION

1. POLICY AND OVERALL BUSINESS

The Company's business operation consists of 2 major categories as follows:

(1) **Solid Fuel:** Company's core business is in the coal production and distribution domestically and overseas, having coal mine projects located in Indonesia as its base for coal production and distribution activities. In addition, the Company has ocean freight transport service business in Singapore to effectively support and manage coal transport for distribution in the Country or delivery to other countries.

(2) **Liquid Bio-Fuel:** Company's secondary core business is the ethanol production and distribution used for bio-fuel purpose in the Country. The production and distribution base is located in Dan Chang District, Suphanburi.



The Company conducts businesses and investments with focus on long-term and sustainable growth. The Vision, Core Value, and Mission for the core business as determined by the Board of Directors are as follows.

VISION

To be one of the coal business leaders in Asia

CORE VALUE

Production and distribution of high-quality coal entrusted by its customers

MISSION

- Aim to attain business operation excellence through insisting on building customer satisfaction by paying attention to recommendations as well as making self-assessment and review in order to continually develop and create the best products for a sustainable development of the Company in the future.
- Develop excellent products and services, create new innovation to continue adding values to products and services and find new ways that are utmost beneficial for the customers.
- Develop skillful human resources and acquire modern technology in order to maintain high quality and standard of products and services.
- Adhere to the corporate social responsibility to create and develop long term sustainability for the organization and intend to fight against corruption in every form.
- Become aware of the importance of good corporate governance by adhering to the principles of fairness and integrity, accountability, responsibility and transparency, and promoting equitable treatment, as well as gaining faith from all the stakeholders.



Corporate Culture

Corporate Culture is a set of shared values that brings employees together with the aim of achieving organizational goals. Here, our corporate culture is called “LANNAR Spirit”.

LANNAR SPIRIT is an aspiration of our employees that expresses Lanna identity. It helps define employees’ well behavior and prevent inappropriate behavior. Moreover, it is a way to pass on the corporate value to stakeholders which are shareholders, customers, clients, employees, and society.

L-LEARNING: We prioritize learning as the world is moving faster, becoming smaller and filled with tougher competition in all industry. We must adapt to continue on and compete with others thus learning is the best and important shortcut to news and knowledge of changes in the fast-paced world.

A-ATTITUDE: To stay positive. Attitude is like a pair of glasses. We see things through glasses or attitude. With positive attitude, we see positive side of things and vice versa. By having positive attitude, we have different perspective on opportunities and new experiences in life.

N-NEVER GIVE UP: Never give up to problems or obstacles by finding solutions or turning the situation around by creating opportunity from them.

N-NEW IDEA: Looking out for new ideas in workplace and trying to improve the work that we’re doing for the better work environment and better results.

A-ASPIRATION TO TEAMWORK: To know the importance of teamwork and work together to share, to help and to achieve the goals together.

R-RESPONSIBILITY: To always take responsibility to:

- (1) Self: to know the importance of one’s role and to achieve the set goals.
- (2) Organization: to be responsible to one’s role in the organization and work together with others to grow together.
- (3) Society: to be responsible for society and environment and to operate business with good corporate governance.

“Lannar Spirit” trainings and activities are continuously provided by the Company in order to encourage learning, raise awareness of corporate culture among employees and for employees to develop expertise in working efficiently and effectively which in the long run drives the Company’s sustainable growth.

Brief History

- On October 4, 1985, Lanna Resources Public Company Limited – formerly Lanna Lignite Public Company Limited – registered as a limited company. Its objective was to lease coal mine license at Ban Pa Kha, Lee District, Lamphun Province, from the Department of Alternative Energy Development and Efficiency, from November 11, 1985 for a period of 20 years ending November 11, 2005.

- On December 29, 1992, Lanna Lignite Company Limited registered for conversion to a public limited company as Lanna Lignite Public Company Limited. Afterwards, the Ministry of Finance approved the listing of the ordinary shares of the Company in the Stock Exchange of Thailand on July 12, 1994. Currently, the stock is categorized under Resources industry (Energy and Utilities sector). The Company changed its name to Lanna Resources Public Company Limited on May 17, 2001.

- In 1996, Lanna Resources Public Company Limited purchased 49 percent of total ordinary shares in United Bulk Shipping Pte. Ltd. of Singapore in order to operate ocean freight business.

- In 1997, Lanna Resources Public Company Limited purchased 100 percent of total ordinary shares in Lanna (Singapore) Pte. Ltd. as a holding company engaging in investment of foreign mines and utilities. Due to subsidiary restructuring, Lanna (Singapore) Pte. Ltd. completed its dissolution and liquidation on June 28, 2012.

- In 1998, Lanna (Singapore) Pte. Ltd. acquired 55 percent of total ordinary shares in PT. Lanna Harita Indonesia of Indonesia as the first coal mine investment in Indonesia. Coal production and distribution began in 2001. In 2007, the acquired ordinary shares were divested to Lanna Resources Public Company Limited.

- In 2003, Lanna Resources Public Company Limited acquired 75 percent of total ordinary shares in Thai Agro Energy Public Company Limited and increased to 75.75 percent in 2005. The company operates ethanol-for-fuel (99.5% purity) production and distribution business.

- In 2004, Lanna (Singapore) Pte. Ltd. acquired 55 percent of total ordinary shares in PT. Citra Harita Mineral of Indonesia as the second coal mine investment in Indonesia which coal production and distribution began in 2005. In 2007, all acquired ordinary shares were divested to Lanna Resources Public Company Limited. PT. Citra Harita Mineral had to cease the second coal mining in year 2008 as the Supreme Court of Indonesia had decided to revoke the license for coal concession, which was the dispute between the government sector and the previous concession holder. The Board of Directors passed a resolutions to have dissolution and liquidation on April 17, 2012 and was approved the dissolution by the Ministry of Law and Human Rights of Indonesia on November 19, 2015.

- In 2006, Lanna Resources Public Company Limited and Lanna (Singapore) Pte. Ltd. jointly established PT. Lanna Mining Services in Indonesia with 100 percent shareholding. It was initially established for operating coal businesses in Indonesia and facilitating the third coal mine in CCOW III concession of PT. Singlurus Pratama. In 2010, Lanna (Singapore) Pte. Ltd. sold its share in PT. Lanna Mining Services to United Bulk Shipping Pte. Ltd. – an associated company. Currently, Lanna Resources Public Company Limited is holding 99.95 percent of paid-up capital, and United Bulk Shipping Pte. Ltd. is holding 0.05 percent of paid-up capital.

- In 2008, Lanna (Singapore) Pte Ltd acquired 65 percent of total ordinary shares in PT. Singlurus Pratama of Indonesia as the third coal mine investment in Indonesia. In 2009, all acquired ordinary shares were divested to Lanna Resources Public Company Limited.

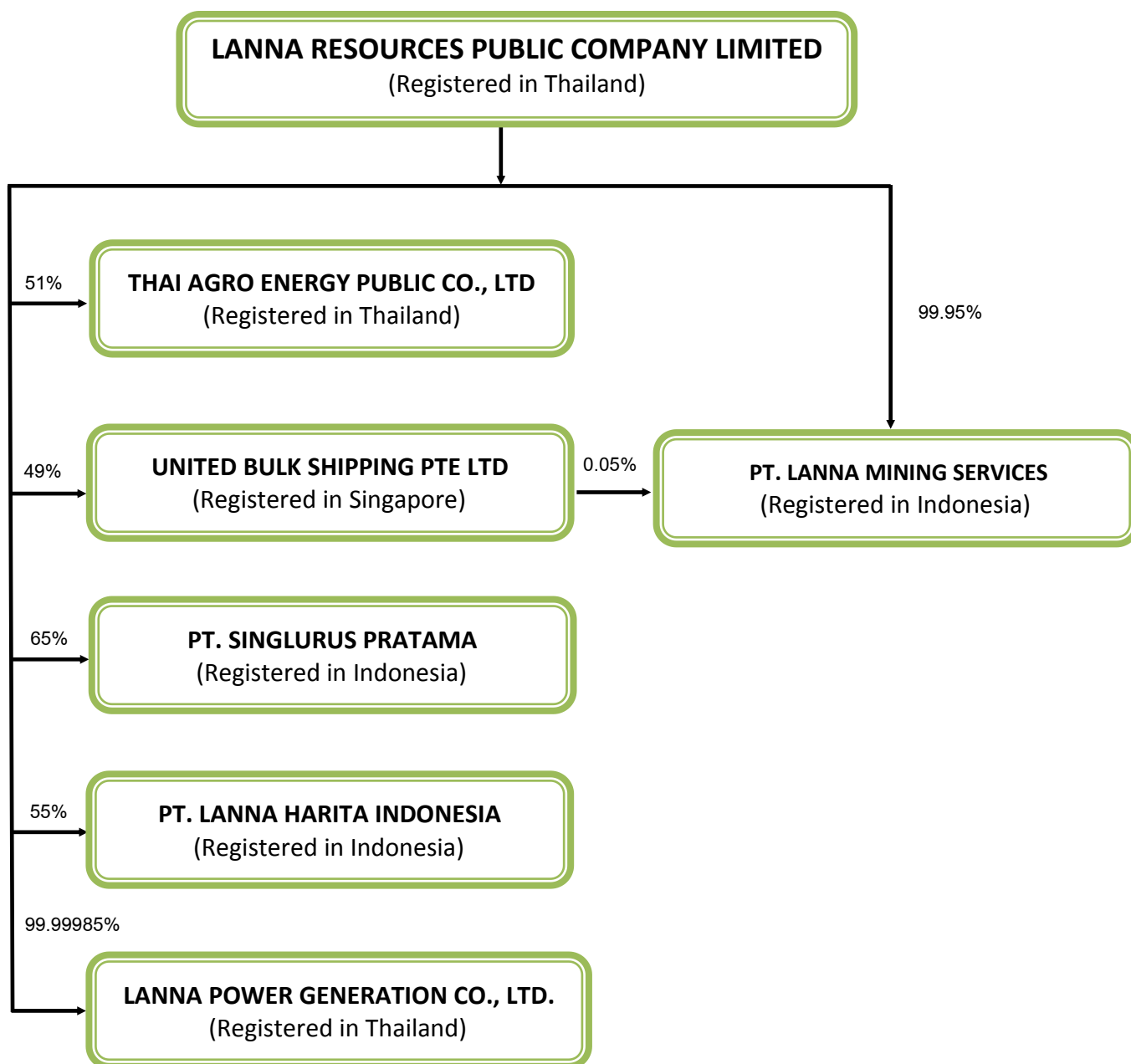
- Thai Agro Energy Public Company Limited, a subsidiary company, has been listed in the Stock Exchange of Thailand according to the spin-off plan, with initial public offering consisting of newly issued ordinary shares of 200,000,000 shares and ordinary shares originally held by Lanna of 96,037,733 shares, totaling 296,037,733 shares for initial public offering at Baht 2 per share. The objective was to raise fund required for improvement of production and distribution of ethanol, as well as for working capital in the future. Accordingly, the transactions were completed on June 2, 2014, resulting in the decrease of shareholding of Lanna in TAE from 75.75 percent to 51 percent of the paid-up capital. TAE still remains a subsidiary of Lanna. The trading of ordinary shares of TAE in the Stock Exchange of Thailand began on June 5, 2014.

Significant Changes in the Previous Year

- Lanna Resources Public Company Limited has established Lanna Power Generation Co., Ltd. according to the resolution of the Board of Directors Meeting dated June 20, 2016, which was registered its establishment with the Ministry of Commerce on July 7, 2016, in which Lanna hold 99.99985 percent of Baht 10 million registered share capital (2,000,000 ordinary shares of Baht 5 per share), being 25 percent of paid up capital or Baht 2.5 million on July 4, 2016. The objective is to conduct business of coal-fired power plant projects both domestically and overseas.

Investment in the subsidiary and associated companies

The Company has invested in five subsidiary companies (both direct and indirect shareholding exceeding 50 percent of the paid-up capital) and in one associated company (direct shareholding of less than 50 percent of the paid-up capital), according to the investment structure and profile of each company as at December 31, 2016 below.



Note: Shareholding proportion in each company above represents all shares with voting rights, without any restrictions.

THAI AGRO ENERGY PUBLIC CO., LTD. (REGISTERED IN THAILAND)

Location: 888/114 Mahathun Plaza Bldg., 11th Floor, Ploenchit Rd., Pathumwan, Bangkok 10330, Tel.: 02-627-3890-94, Fax: 02-627-3888-89

Type of Business: Listed Company in the Stock Exchange of Thailand
Production and Distribution of Ethanol-for-Fuel (99.5% Anhydrous Alcohol)
The ethanol is a clean fuel used in 10%, 20% and 85% mixture as Gasohol E10, E20 and E85 for automobiles.

Registered Capital: 1,000,000,000 ordinary shares at Baht 1 per share totaling Baht 1,000,000,000

Paid-up Capital: 1,000,000,000 ordinary shares at Baht 1 per share totaling Baht 1,000,000,000

Company's Shareholding: 510,000,000 ordinary shares at Baht 1 per share totaling Baht 510,000,000

Shareholding Proportion: Direct shareholding of 51 percent of paid up capital

PT. LANNA MINING SERVICES (REGISTERED IN INDONESIA)

Location: Kawasan Bisnis Granadha, 8th Floor Jl. Jend Sudirman Kav. 50, Jakarta 12930, Indonesia Tel.: 62(21) 2553-9313, Fax: 62(21) 2553-9314

Type of Business: Coal Trading

Registered Capital: 21,000 ordinary shares at USD 100 per share totaling USD 2,100,000

Paid-up Capital: 21,000 ordinary shares at USD 100 per share totaling USD 2,100,000

Company's Shareholding: 20,990 ordinary shares at USD 100 per share totaling USD 2,099,000

Shareholding Proportion: Direct and indirect shareholding of 99.975 percent of the paid-up capital

PT. SINGLURUS PRATAMA (REGISTERED IN INDONESIA)

Location: Kawasan Bisnis Granadha, 8th Floor, Jl. Jend Sudirman Kav. 50, Jakarta 12930, Indonesia Tel.: 62(21) 2553-5036/37; 2553 9876, Fax: 62(21) 2553-9821

Type of Business: Coal Production and Distribution

Registered Capital: 7,950 ordinary shares at Indonesian Rupiah 1,000,000 per share totaling Indonesian Rupiah 7,950,000,000

Paid-up Capital: 7,950 ordinary shares at Rp. 1,000,000 per share totaling Indonesian Rupiah 7,950,000,000

Company's Shareholding: 5,168 ordinary shares at Indonesian Rupiah 1,000,000 per share totaling Indonesian Rupiah 5,168,000,000

Shareholding Proportion: Direct shareholding of 65 percent of the paid-up capital

PT. LANNA HARITA INDONESIA (REGISTERED IN INDONESIA)

| | |
|--------------------------|--|
| Location: | Kawasan Bisnis Granadha, 8 th Floor Jl. Jend Sudirman Kav. 50, Jakarta 12930, Indonesia Tel.: 62(21) 2553-9313, Fax: 62(21) 2553-9314 |
| Type of Business: | Coal Production and Distribution |
| Registered Capital: | 10,500 ordinary shares at USD 1,000 per share totaling USD 10,500,000 |
| Paid-up Capital: | 8,000 ordinary shares at USD 1,000 per share totaling USD 8,000,000 |
| Company's Shareholding: | 4,400 ordinary shares at USD 1,000 per share totaling USD 4,400,000 |
| Shareholding Proportion: | Direct shareholding of 55 percent of the paid-up capital |

UNITED BULK SHIPPING PTE. LTD. (REGISTERED IN SINGAPORE)

| | |
|--------------------------|--|
| Location: | 7 Temasek Boulevard #16-01, Suntec Tower One, Singapore 049623, Tel.: (65) 6305-7368, Fax: (65) 6238-1301 |
| Type of Business: | Ocean Freight Shipping |
| Registered Capital: | 1,000,000 ordinary shares at USD 0.71429 per share totaling USD 714,290 |
| Paid-up Capital: | 100,000 ordinary shares at USD 0.71429 per share totaling USD 71,429 |
| Company's Shareholding: | 49,000 ordinary shares at USD 0.71429 per share totaling USD 35,000 |
| Shareholding Proportion: | Direct shareholding of 49 percent of the paid-up capital |

LANNA POWER GENERATION CO., LTD. (REGISTERED IN THAILAND)

| | |
|--------------------------|---|
| Location: | 888/98 Mahathun Plaza Bldg., 9 th Floor, Ploenchit Rd., Pathumwan, Bangkok 10330, Tel.: 02-252-4469, Fax: 02-255-2676 |
| Type of Business: | Power Generation and Distribution |
| Registered Capital: | 2,000,000 ordinary shares at Baht 5.00 per share totaling Baht 10,000,000 |
| Paid-up Capital: | 2,000,000 ordinary shares at Baht 1.25 per share totaling Baht 2,500,000 |
| Company's Shareholding: | 1,999,997 ordinary shares at Baht 1.25 per share totaling Baht 2,499,996 |
| Shareholding Proportion: | Direct shareholding of 99.99985 percent of the paid-up capital |

2. BUSINESS ACTIVITIES

Domestic Coal Business

The Company imports coal from the joint venture coal mining projects in Indonesia and from other sources for distribution in the domestic market by either direct delivery or for inventory and processing before delivery to the customers at Ayutthaya Coal Distribution Center, located in Nakornluang District, Ayutthaya Province, on an area of 31 rai and 29 square wah, which can support over 200,000 tons of coal inventory. The Company's domestic coal market share in 2016 was approximately 4.35 percent.

The majority of domestic coal consumption in 2016 was mainly by cement industry at around 35.85 percent with the remaining 64.15 percent by electricity production and other industries. It is expected that the consumption of coal, with lower cost per heat unit than other types of fuel, will continue to increase in the future.

Overseas Coal Business

For more than fifteen years, the Company has invested in joint venture coal mining projects in Indonesia, of which coal is imported for distribution to the domestic customers and exported to other countries especially in the Asia region market, such as India, Japan, South Korea, Taiwan and Hong Kong, etc. Coal produced by the Company has good quality with reputable brand and trusted by both domestic and overseas customers. The Company is one of the highly regarded and reliable coal companies in the Asia region.

PT. Lanna Harita Indonesia, a subsidiary company registered in Indonesia with Lanna Resource Public Co., Ltd. holding shares at 55 percent of the paid-up capital, conducts coal mining business operation in Samarinda district, Kutai Regency, in East Kalimantan, having received the coal mining concession (Coal Contract of Work) from the Indonesian Government for coal production and distribution for a period of 30 years (from 2001 to 2031). The coal reserves are at 54 million tons. Currently, the production capacity is approximately 3.50 million tons per year.

PT. Singlurus Pratama, a subsidiary company registered in Indonesia, with Lanna Resources Public Co., Ltd. holding shares at 65 percent of the paid-up capital, conducts coal mining business operation in Kutai Regency, East Kalimantan, having received the coal mining concession (Coal Contract of Work) from the Indonesian Government for coal production and distribution for a period of 30 years (from 2009 to 2039). The coal reserves are estimated at 38 million tons. The production capacity is approximately 2.50 million tons per year.

PT. Lanna Mining Services – a subsidiary company registered in Indonesia with Lanna Resources Public Co., Ltd. holding shares at 99.95 percent of the paid-up capital and United Bulk Shipping Pte. Ltd. holding shares at 0.05 percent of the paid-up capital – conducts coal trading business, sourcing coal from coal resources in Indonesia. Also, the Company intends to invest in the future coal concessions via this company.

United Bulk Shipping Pte. Ltd., an associated company registered in Singapore, with Lanna Resources Public Co., Ltd. holding 49 percent of the paid-up capital, has been established to undertake business in ocean freight transport and ship chartering services, which has effectively managed coal transport services for imported coal into Thailand and coal distribution to other countries at reasonable costs.

Ethanol Business for Bio-Fuel Purpose

Thai Agro Energy Public Company Limited – a subsidiary company registered in Thailand with Lanna Resources Public Company Limited holding shares at 51 percent of the paid-up capital – conducts business in the production and distribution of ethanol (99.5 percent by volume) for bio-fuel purpose. Thai Agro Energy Public Co., Ltd. has two ethanol production plants operating in Dan Chang District, Suphanburi Province, consisting of the Production Line No. 1 with a production capacity of 150,000 liters per day and the Production Line No. 2 with a production capacity of 200,000 liters per day, totaling 350,000 liters per day, utilizing molasses and cassava as major raw materials. Both ethanol plants have received investment privileges under the Investment Promotion Act B.E. 2520. Ethanol is a clean fuel used for blending with gasoline at 10, 20 and 85 percent to become gasohol, namely E10, E20 or E85, that can be used by automobiles in general. Additionally, the ordinary shares of Thai Agro Energy Public Company Limited has been listed in the Stock Exchange of Thailand and has been traded since June 5, 2014.

Coal-Fired Power Plant Business Domestically and Overseas

Lanna Power Generation Co., Ltd., registered in Thailand with Lanna Resources Public Co., Ltd. holding shares at 99.99985 percent of the paid-up capital, conducts coal-fired power plant business both domestically and overseas, having primary objective to submit tender for coal-fired power plant projects in Indonesia. Accordingly, the Company and its subsidiary companies have potential to invest in such project, having its own coal concessions.

REVENUE STRUCTURE

| Company's Revenue Structure | Year 2014 | | Year 2015 | | Year 2016 | |
|-----------------------------|------------------|---------------|------------------|---------------|-----------------|---------------|
| | Million Baht | % | Million Baht | % | Million Baht | % |
| Revenues from Coal Sales | 9,711.90 | 79.31 | 7,7550.01 | 74.15 | 6,346.48 | 72.00 |
| Revenues from Ethanol Sales | 2,496.28 | 20.38 | 2,600.32 | 25.54 | 2,415.08 | 27.40 |
| Other Revenues | 37.52 | 0.31 | 31.83 | 0.31 | 52.61 | 0.60 |
| Total Revenue | 12,245.70 | 100.00 | 10,182.16 | 100.00 | 8,814.17 | 100.00 |

| Revenue Structure of Subsidiary and Associated Companies | Share-holding % | Year 2014 | | Year 2015 | | Year 2016 | |
|--|-----------------|-----------------|---------------|-----------------|---------------|-----------------|---------------|
| | | Million Baht | % | Million Baht | % | Million Baht | % |
| Thai Agro Energy Public Co., Ltd. | 51 | | | | | | |
| Ethanol Sales Revenue | | 2,496.28 | 99.83 | 2,600.32 | 99.91 | 2,415.07 | 99.86 |
| Other Revenues | | 4.15 | 0.17 | 2.25 | 0.09 | 3.28 | 0.14 |
| Total Revenue | | 2,500.43 | 100.00 | 2,602.57 | 100.00 | 2,418.35 | 100.00 |
| PT. Singlurus Pratama | 65 | | | | | | |
| Coal Sales Revenue | | 3,571.98 | 99.93 | 2,603.51 | 99.88 | 1,666.34 | 99.81 |
| Other Revenues | | 2.46 | 0.07 | 3.02 | 0.12 | 3.15 | 0.19 |
| Total Revenue | | 3,574.44 | 100.00 | 2,606.53 | 100.00 | 1,669.49 | 100.00 |
| PT. Lanna Harita Indonesia | 55 | | | | | | |
| Coal Sales Revenue | | 4,105.36 | 99.74 | 3,457.52 | 99.74 | 3,441.35 | 99.46 |
| Other Revenues | | 10.50 | 0.26 | 9.02 | 0.26 | 18.53 | 0.54 |
| Total Revenue | | 4,115.86 | 100.00 | 3,466.54 | 100.00 | 3,459.88 | 100.00 |
| PT. Lanna Mining Services | 99.975 | | | | | | |
| Coal Sales Revenue | | 162.15 | 93.09 | 62.04 | 82.41 | 91.55 | 83.05 |
| Other Revenues | | 12.04 | 6.91 | 13.24 | 17.59 | 18.68 | 16.95 |
| Total Revenue | | 174.19 | 100.00 | 75.28 | 100.00 | 110.23 | 100.00 |
| United Bulk Shipping Pte. Ltd. | 49 | | | | | | |
| Ocean Freight Shipping Revenue | | 1,331.98 | 100.00 | 1,283.25 | 99.99 | 914.79 | 100.00 |
| Other Revenues | | - | - | 0.14 | 0.01 | - | - |
| Total Revenue | | 1,331.98 | 100.00 | 1,283.39 | 100.00 | 914.79 | 100.00 |
| Lanna Power Generation Co., Ltd. | 99.99985 | | | | | | |
| Power Generation Business Revenue | | - | - | - | - | - | - |
| Other Revenues | | - | - | - | - | 0.02 | 100.00 |
| Total Revenue | | - | - | - | - | 0.02 | 100.00 |

COAL BUSINESS

Coal Characteristics

Coal is a fossil fuel, consisting of volatile matter, inherent moisture and important combustible mixture of carbon. After combustion with the volatile matter and inherent moisture driven out, small portion of coal ash remains. Coal is found in various forms or grades based on the contents of heating or calorific value, volatile matter and fixed carbon, representing in descending order of quality in 4 groups from (1) anthracite, (2) bituminous, (3) sub-bituminous, and (4) lignite. The indigenous coal deposits in that have been explored and extensively developed for local industries in Thailand are generally of lignite grade. Imported coal is mostly of bituminous grade which contains higher calorific value than lignite coal produced in Thailand.

The price of coal is usually determined based on the quality of coal, consisting of calorific value, moisture, volatile matter, fixed carbon, ash, sulfur and size.

Coal Production

Coal is formed in several stages from plant remains that have been compacted, hardened, chemically altered and metamorphosed by heat and pressure over millions of years. Therefore, in order to develop a coal mine, coal exploration works are required for the collection and interpretation of geological data in order to learn about the thickness of coal seams, boundary areas of the coal resource, chemical content and quality, and economic reserve estimation. The development of coal deposit is generally based on the information and data obtained from these exploration programs. Accordingly, the production of coal consists of following three major steps:

(1) Coal Exploration: The exploration program begins with the preliminary collection and analysis of the land surface and geological data at the target areas. Subsequently, fieldwork includes scout drilling to study the formation and type of soil and rock, and geological structure of the target areas to ascertain that there exists the coal deposit with further assessment of coal quality and reserve estimation for economic analysis to facilitate a decision for further development of the coal mine.

(2) Coal Mining: Before proceeding with coal mining operation, more detail drilling activities are required to collect and interpret necessary information and data of the mining areas; such as, coal reserves and quality for each of the coal seam formations including soil layers. The collected data and information will be used to determine the mine master plan which includes the analysis of mining costs and mining methods, as well as the quantity and areas for overburden removal and coal winning logistics, and also selection of suitable mining equipment and machinery.

(3) Coal Dressing: In order to attain the quality as required by the users or customers, coal extracted from the coal mining operation need to go through coal dressing process which includes crushing, sizing, sorting and washing to remove any contaminations, etc.

Coal Pricing Policy

Coal pricing is mainly determined by its heating value, similar to other type of fuels. Coal sale price for each customer varies depending on certain factors such as order volume, coal specifications such as calorific value, credit term and other conditions specified by the customer. These factors shall be used to determine the coal price fairly and similarly with all the customers. The price for imported coal is based on the agreement with each customer which can either be priced on FOB or CIF basis, or priced as delivered to the customer's factory, etc.

Coal Distribution

For coal distribution in the domestic market, the Company directly sells coal directly to customers without going through agent. As for the overseas market, coal are sold directly to the customers or through coal trading agents, mostly on the credit term basis, of which the Company carefully provides credit terms only for the long time customers with stable financial status. For new customers, the Company protects the risk by having a letter of credit (L/C) opened by the customer. Since the start of operation in 1985, the Company has encountered very few bad debts from the sales of coal.

Competitive Strategy

The Company focuses mainly on the service and quality control of the coal products as its marketing strategy rather than relying on pricing strategy. In addition, the Company has continually developed ways to produce high quality coal by bringing in modern technology for continuing improvement of coal production and operation.

Competition

The domestic coal distribution business has been recognized as an oligopoly market with only a few numbers of operators, having group of large industrial customers. Major competitor for the group of large industrial customers is Banpu Public Co., Ltd. As for the medium and small industrial customers, Energy Earth Public Co., Ltd. and Asia Green Energy Public Co., Ltd. are the main competitors. Since the Company has its own coal mines with high quality coal and decades of mineable reserves, the Company therefore possesses sufficient competitive advantage and business potential.

Industrial Trend



Coal can be used as a substitute for almost every kind of fuel, depending mainly on the convenience of utilization and demand on heating energy. The trend of coal consumption is still growing as the price of oil and other sources of fuel are still significantly more costly than coal. Coal prices had been declining significantly since year 2011 to the lowest level in early 2016 before recovering during the second half of year 2016 until the coal price climbed up to the highest level in four years in November 2016 before tapering off. The sudden increase in coal prices was mainly due to China's policy on limiting coal production to reduce excess supply of coal and lessen environmental impact from air pollution. Nonetheless, coal prices are expected to remain fluctuated and stay in the level higher than that of year 2016 due to balancing of global coal supply and demand.

ETHANOL-FOR-FUEL BUSINESS

Ethanol, also known as ethyl alcohol, is derived from digestion of starch to sugar (in case of starch raw material), and fermentation to convert sugar to alcohol; and then followed by distillation and dehydration to produce alcohol at the desired purity, up to 99.5% by volume. The raw materials of this process are agricultural products of starch and sugar crops, such as cassava, sugar cane, molasses and corn.

The molecular formula of ethanol is C_2H_5OH with a boiling point at around $78^{\circ}C$. In general, its properties are transparent liquid, colorless, flammable, and high octane fuel. Since ethanol contains up to 35 percent of oxygen, it can be blended with gasoline at an appropriate amount to produce a clean and complete combustible fuel and reduce air pollution with less formation of hydrocarbon compound, carbon monoxide (CO) and carbon dioxide (CO_2), which is the main cause of greenhouse effect in the atmosphere.

Production of Ethanol for Fuel

Thai Agro Energy Co., Ltd. produces ethanol for fuel by using molasses and cassava as its main raw material. The ethanol production process consists of four main stages as follows:

(1) Mash Preparation: each type of raw material requires different processes as follows:

(a) Molasses: Preparation of molasses before fermentation by dilution with water for suitable concentration and added with acidic additive, causing organic substance or salt to settle from the molasses solvent.

(b) Cassavas: Prior fermentation, cassavas are cleaned to eliminate contaminants including metal and dirt. Subsequently, clean cassavas are mashed and mixed with water to make starch paste, then to be digested with enzyme, converting starch to sugar, before proceeding to fermentation.

(2) Fermentation: Solvent from the first stage is fed to fermentation tanks with yeast being added to convert sugar into alcohol.

(3) Distillation: Fermentation mash from the second stage is fed to the distillation column to separate contaminants and water producing about 96 percent pure alcohol which is the maximum concentration that can be achieved through this normal fermentation process. The remaining 4 percent of water shall be removed by the final stage.

(4) Dehydration: The water removal process for producing the dehydrated alcohol from the distillation process into 99.5 percent pure alcohol. Water content is absorbed by zeolites molecular sieves in two dehydration units. The dehydrated alcohol will then be distilled and cooled down before being stored for further distribution.

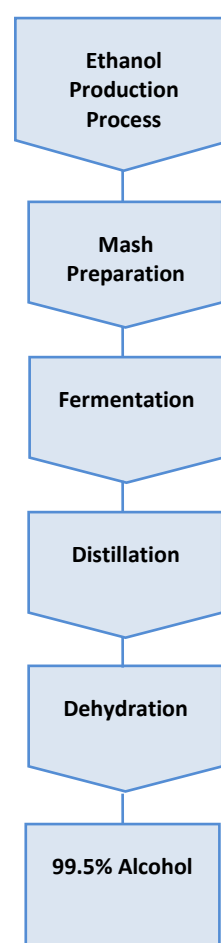
Ethanol Pricing Policy

The Energy Policy Council has approved the reference ethanol pricing by comparing the lowest prices between the ethanol price as reported to the Excise Department by ethanol producers and the ethanol price as reported to the Energy Policy and Planning Office (EPPO), Ministry of Energy, by Section 7 traders. The reference pricing was to be effective from December 2015 onwards.

The determination of ethanol selling price is based on cost-plus-margin basis, as well as other factors, including, ethanol raw material price, supply and demand, and domestic and international competition.

Ethanol Sales and Distribution Channels

In compliance with the regulation of the Excise Department, the ethanol product sold to oil companies must undergo denaturation process, in which ethanol of at least 99.5 percent by volume is mixed with gasoline or gasohol of 0.5 percent by volume. The result is denatured ethanol that can be sold to oil companies according to Section 7 of Fuel Trade Act B.E. 2543. The denatured ethanol purchased by the oil companies is then blended with gasoline at 10, 20 or 85 percent to become the Gasohol E10, E20 or E85. While most customers are responsible for the transportation of ethanol, in some cases the sellers are responsible for the transportation to the storages of a few other customers. Most of the sales are on credit term basis, and the customers are large oil companies with stable financial status. Therefore, the risk of bad debt is minimal.



Competitive Strategy

Priorities are given to service and quality control of the products which have earned customers' trust, making it possible to retain majority of the market share.

Ethanol Industrial Trend

Ethanol consumption demand in year 2016 averaged at 3.66 million liters per day, which was lower than the target in accordance with the Alternative Energy Development Plan B.E. 2558-2579 that had projected the ethanol consumption in 2016 at 3.94 million liters per day. Nonetheless, ethanol demand in 2016 increased by 5 percent from year 2015 due to policy and promotion by the Government sector whilst the average ethanol selling price decreased in line with the global oil prices that remained low during the year.

The Department of Energy Business, Ministry of Energy, is currently in the process of reviewing fuel consumption in the transport sector to promote the use of ethanol. In particular, the discontinuation of Gasohol E10 (Octane 91) has been postponed from the original plan from January 2017 to January 1, 2018 to avoid putting strain on ethanol supply as the producers could not produce ethanol as planned at the end of year 2016. According to the current plan, only few types of gasoline will be available in year 2018, including Gasohol E10 (Octane 95), E20, E85 and Benzene and then by year 2027, there will only be Gasohol E10 (Octane 95), E20 and E85 and finally in 2036, only two types of gasoline will be available including Gasohol E20 and E85. Nonetheless, should Gasohol E10 (Octane 91) be discontinued as planned, certain number of car users will turn to Gasohol E10 (Octane 95) and also Gasohol E20 and E85 as there are a number of gas stations available for the car owners offering different types of gasoline with pricing differences as the incentive. Thus, as more consumers are using gasoline with higher blend of ethanol such as in Gasohol E85 or E20, the ethanol consumption demand will be achieved as planned sooner than anticipated.

Competition

Currently, there are 22 ethanol production plants in operation in Thailand with total production capacity of 5,040,000 liters per day, which can be categorized according to their use of raw materials as follows:

- (1) Molasses only: 10 ethanol plants with total production capacity of 2,280,000 liters per day.
- (2) Molasses and Sugarcane Juice: 1 ethanol plant with total production capacity of 230,000 liters per day.
- (3) Molasses and Cassava: 4 producers with total production capacity of 700,000 liters per day.
- (4) Cassava: 7 ethanol plants with total production capacity of 1,830,000 liters per day.

The market share of TAE has increased continuously since year 2010 from 7.37 percent to 13.33 percent in 2012. However in 2013, TAE's market share was reduced to 7.12 percent due to increase of ethanol demand of almost twofold. For year 2016, TAE's market demand was at 7.93 percent, small than that of year 2015 due to shortage of molasses as the raw material.

| Year | Domestic Ethanol Consumption (Million Liters) | Denatured Ethanol Sales Volume of TAE (Million Liters) | Market Share of TAE (%) |
|------|--|---|-------------------------|
| 2010 | 450.15 | 33.19 | 7.37 |
| 2011 | 446.51 | 45.93 | 10.29 |
| 2012 | 503.04 | 67.05 | 13.33 |
| 2013 | 941.75 | 67.06 | 7.12 |
| 2014 | 1,179.63 | 97.80 | 8.29 |
| 2015 | 1,273.08 | 104.30 | 8.19 |
| 2016 | 1,339.91 | 105.92 | 7.93 |

Source: Department of Energy Business, Ministry of Energy

3. RISK FACTORS

Lanna Resources Public Co., Ltd. (“LANNA”) and its subsidiary companies continuously conduct acceptable risk evaluation and management to prevent and mitigate possible impact as follows:

Risks in Coal Mining Business

(1) Coal Mining Operation Risk: Subsidiary companies having been granted coal concessions of Coal Contract of Work type from Indonesian government. The Company thoroughly conducts proper exploration and assessment activities of the coal deposits to ensure adequate coal reserves for mining. The results of such exploration and assessment are the basis for designing of pit design and mine master plan. Risks associated with coal mining operation are mainly from natural occurrences, particularly for the coal deposits in Indonesia which experience heavy rain each year, hampering and delaying coal production and delivery. Accordingly, in order to mitigate such risks, the Company has established policy for the coal operation departments to adequately keep inventory of the finished coals for distribution according to the obligations from advance coal sale agreements.

(2) Coal Price Fluctuation Risk: Coal prices tend to fluctuate similarly to other types of fuel, depending on market demand and supply, with several factors affecting the coal prices. Coal prices during the first six months of year 2016 continued to decline, and gradually recovered during the last six months of year 2016. Regardless, coal production and coal sales plans are regularly updated in order to minimize any potential negative impact from falling coal prices and higher production cost. The market and coal price trend are also closely evaluated in order to determine an appropriate timing of coal sale and purchase agreement negotiation with customers. The price is also index linked, corresponding to the market and adjusted product mix for higher selling price and good profit margin. Although coal prices increased during second half of year 2016, but it did not have much effect to the Company’s operation as the Company had already entered into certain coal sales contracts in advance during the first half of year 2016. However, it is expected that the operating results should be better from the beginning of year 2017.

(3) Risk in Coal Deliveries: The risk is mostly from late coal delivery to customers and demurrage incurred, which is mostly from unforeseen incidents, for example, heavy rain preventing coal production according to the plan. Close communication between sales department and production department, and information tracking system are put in place in order to determine the production capacity, quality, and stock of coal at all times, allowing preemptive change of production and delivery plans. In 2016, no penalty was incurred due to late coal delivery.

(4) Risk from being Dependent on Coal Sales to the Major Customers: In 2016, the subsidiary companies in Indonesia have been able to find new customers with an aim not to depend on any specific customer. Additionally, with price of coal lower than other types of fuel, many industrial operators increasingly switches to coal as their source of energy every year, creating supply of new customers who sought to mitigate the risk.

(5) Risk from Customers’ Default on Coal Payment: While most domestic coal sales are sold with credit, the coal sales of the subsidiary companies in Indonesia require a letter of credit before coal delivery. However, credit terms are only extended to quality customers. The Company has established a credit committee for consideration of credit terms for the customers to carefully screen any credit sales.

(6) Fuel Product Substitutes Risk: Comparing the price per heat unit with other substituted fuels, such as fuel oil, diesel oil, and natural gas, the price per heat unit of coal is still significantly lower. Therefore, the risk from fuel product substitutes is still considered low.

(7) Coal Reserve Risk: In order to mitigate the risk concerning coal reserve depletion, the Company has established a policy for the continuous acquisition of additional coal deposits to compensate the amount of coal extracted each year. Moreover, operational audit is performed with the subsidiary companies. This is to warrant appropriate design and production processes for the geographic regions and ore orientation, ensuring that every process of the production is of international standards and highly efficient and allowing complete commercial utilization of coal reserves, according to the Australasian Code for Reporting Mineral Standards (“Joint Ore Reserves Committee Code”).

(8) Risk from Mining Contractors’ Operation: The subsidiary companies hire mining contractors for coal winning and therefore, if the mining contractors could not perform their operation as planned – for example, procurement of machinery not according to the plan or inadequate maintenance – there would be adverse impact to the coal production and distribution of the Company and the subsidiary companies. Therefore, in order to prevent such risk, only reliable and experienced mining contractors with good work performance history are hired. The mining contracts entered with more than one contractor and are at least with three-year term to ensure that the contractors have sufficient work for their capital acquisition for machinery purchase and working capital. Additionally, the operation of contractors is closely monitored, and a weekly meeting is held together with every contractor for consideration on operating plan and solving any problems carefully.

(9) Environmental Risk: The Company and affiliated companies have never neglected the conscience and its responsibility to the society, community and environment. Coal operations of the subsidiary companies must adhere to the mine plan and environmental impact analysis report, which have been approved by the authorities. The mined out land must be rehabilitated for improvement of environment, surrounding and ecology system with plantation of trees which are nature conservation. Improvement of surrounding land for several activities such as agricultural area, water reservoirs, residential area, etc. have been carried out by PT. Lanna Harita Indonesia (LHI) and PT. Singlurus Pratama (SGP), subsidiary companies, operating coal mines in Indonesia, having received environmental-related awards and recognitions during year 2016 due to their good environmental management as require by the laws. As for the Ayutthaya Coal Distribution Center at Ayutthaya Province, which is the domestic operator, has taken care of the surrounding environment by planting trees around the area to protect against the wind and dust, as well as installing high pressure sprinklers to spray water around the coal stockpile and hauling road areas. Waste water is channeled into the sediment pond so that the sediment will not flow into the public river. Coal hauling trucks are covered with canvases and wheels and tires are cleaned by driving into the water well so to protect them from carrying any scraps onto the public road. Monitoring of air quality and water quality are regularly conducted. Moreover, a close system of large silos has been constructed for coal storage that effectively minimizes dust dispersion. The Ayutthaya Coal Center has been granted the Green Industry Accreditation Level 3 (Green System) from the Ministry of Industry and awarded with the testimonial of “Best Dock and Warehouse for Pollution Reduction” from Ayutthaya Province in 2016.

Risks in Ethanol Business

Thai Agro Energy Public Co., Ltd. (“TAE”), a subsidiary company in Thailand, conducts its business in the production and distribution of ethanol-for-fuel for blending with the gasoline at different proportions to become the Gasohol for use in automobiles, namely, E10, E20, and E85. Major risks being managed are as follows:

(1) Risk from Procurement of Main Raw Material

Molasses is the main raw material used to produce ethanol, contributing more than 80 percent to the overall ethanol production cost. The volume of molasses produced each year depends on the volume of sugarcane entered into the process of the sugar factories in that year. Being an agricultural product, various factors affect the volume of sugarcane, for example, the size of land used to plant sugarcane which varies by the price of sugarcane comparing to other crops, climate, crop disease, and water level. Accordingly, TAE has entered into long-term sale and purchase agreements with domestic molasses sellers in order to conclude the volume and delivery schedule of molasses each year. This allows efficient management on molasses inventory and ethanol production. The risk of stoppage or reduced production due to inadequate molasses is also decreased.

(2) Risk from Fluctuation of Main Raw Material

Molasses is the main raw material used to produce ethanol, contributing more than 80 percent to the overall ethanol production cost, and changes on the price of molasses thus has an impact to the cost of ethanol production. The price of molasses varies by the supply and demand, following the same trend as the price of sugar. Also, the price of molasses is seasonal; the price is low during the harvest season due to high amount of molasses in the market, and the price will then increase as molasses in the market decreases. Therefore, if the molasses price jumps up rapidly, the selling cost and the profit margin of TAE may be affected since the selling price may not change proportionally with the increased cost of raw material. Recognizing this issue, TAE determines its ethanol selling price from appropriate cost plus gross profit, with close and regular monitoring on the market and molasses price trend. Additionally, negotiations on the purchases of molasses are done in advance before the harvest season to ensure low and competitive price of molasses or having good gross profit margin.

(3) Risk from being Dependent on Main Raw Material Seller

TAE purchases molasses from Mitr Phol Sugar Company Limited (“Mitr Phol”) in a long-term agreement at 40-50 percent of annual molasses consumption. The reason is that the sugar factory of Mitr Phol is located nearby the production plants of TAE which helps decrease the cost of molasses. Regardless, TAE always engages in long-term molasses purchase agreements with other producers annually in order to decrease its dependence on any one vendor.

(4) Risk from being Dependent on Major Customers

TAE sells ethanol-for-fuel to oil companies as defined by Section 7 of Fuel Trade Act B.E. 2543 for mixing in gasohol production. Being an oligopoly, the major buyers with high ethanol demand have more negotiating leverage in terms of price and selling terms, such as, longer credit term. However, without the purchase from the major buyers, or with lower volume of purchase, the revenue and profit of TAE may be affected. Accordingly, TAE focuses on keeping good relationship with customers, ensuring trust and satisfaction from customers. TAE also try to decrease its dependence on any single customer, having expanded its customer base to ensure ethanol sales target with optimal terms and prices.

(5) Risk from the Government Policy

Department of Energy Business is in the process of reviewing bio-fuel management plan (Oil Plan 2015) in accordance with current situation, especially after the announcement of termination of gasohol 91, starting from January 1, 2018. Also reviewing plan on promotion of the production of gasohol E85, due to gasohol E85 was promoted by using money from Oil Fund to maintain price difference to be lower when compared to other alternative fuels. TAE recognizes such risk and aims to manage the production and distribution of ethanol at the highest efficiency, with emphasis on product quality and good relationship with customers, ensuring minimal impact from government policy.

(6) Risk from Global Oil Price

As gasohol is a mixture of ethanol and gasoline, significant and continuous fluctuate and downtrend of the global oil price will definitely affect the demand of ethanol for gasohol production, and ethanol producers will be pressed to reduce their ethanol selling prices. Recognizing this risk, TAE has endeavored to improve ethanol production process in order to decrease ethanol production cost. Also, any support will be made for the government in order to promote gasohol usage according to the Alternative Energy Development Plan B.E. 2558–2579 (AEDP 2015).

(7) Risk from the Utilization of Biogas as Main Fuel on Steam and Power Generation to use in Ethanol Production

TAE uses biogas as main fuel for steam and power generation in ethanol production as one of the policies concerning cost reduction and improvement on ethanol production efficiency, instead of using fuel oil as before, which significantly reduces the fuel cost. Currently, TAE can produce enough biogas for steam and power generation, however, there is some risk from natural disaster, causing damage to the biogas ponds, rendering them dysfunctional and requiring substituted fuel (e.g. fuel oil, palm shell), increasing the cost of ethanol production. Recognizing such risk, TAE has strengthened the structure of the biogas ponds and conducts regular maintenance to ensure continuous and effective biogas generation. Moreover, insurance policies covering every type of risk from natural disaster are also in place.

(8) Risk from Environmental Impact

TAE places emphasis and recognizes the health impacts to the surrounding community, with great care to the environment and potential pollution. Treated spent wash will never be discharged to the public, with rigorous zero discharge practice. Additionally, bio scrubbers is used for removal hydrogen sulfide in biogas, which is used for steam and power generation. Thus, the resulting biogas is clean and has better quality, to minimize air pollution that would have an impact on the surrounding community.

(9) Risk from Compliance with Loan Agreements

(9.1) Debt to Equity Ratio (D/E) and Debt Service Coverage Ratio (DSCR) Maintenance

TAE has a long-term loan agreement with a commercial bank, with the remaining loan as at year end of 2016 of Baht 297.76 million. Accordingly, TAE is able to follow the terms and maintain its financial ratios as required. TAE also has short-term loan agreements with three financial institutions with the amount totaling Baht 1,700 million for working capital used to purchase molasses as raw material. As at end of year 2016, the actual used amount of the short-term loan was Baht 986.64 million. TAE well recognizes this risk and thus manage its cash flow with prudence in order to prevent default of the loan agreements.

(9.2) Maintenance of shareholding of LANNA in TAE at no less than 50 percent of all shares during the whole duration of the loan agreement

The lending commercial bank has stipulated a condition concerning the maintenance of shareholding of LANNA in TAE of no less than 50 percent of all shares during the whole duration of the loan agreement. Therefore, if LANNA sells its shares in TAE and the shareholding proportion in TAE decreases to less than 50 percent of all shares, TAE has the risk of breaching the loan agreement condition, and the lending bank may demand a full repayment of loan, which will ultimately affect the liquidity and the operation of TAE. Accordingly, the management has informed the Board of Directors of LANNA regarding such condition. If LANNA plans to decrease its shareholding proportion in TAE in the future, a written notification is needed to be sent to TAE so that TAE may negotiate with the lending bank without breaching the loan agreement.

(9.3) Risk of TAE being unable to pay dividend to shareholders in the future

The lending commercial bank has stipulated that TAE may not pay dividend to its shareholders if TAE is unable to follow the conditions in the loan agreement – such as, D/E and DSCR maintenance, shareholding of LANNA, etc. – TAE will not be able to pay dividend to its shareholders, including LANNA. In the past, TAE was never unable to follow the terms and it can maintain the required ratios.

Financial Risk

(1) Loan-Related Risk: LANNA had no loan in year 2016, and therefore, has no risk related to loan. There are only two subsidiary companies which have loan agreements as follows:

(1.1) TAE, a subsidiary company in Thailand, has short-term and long-term loans for business operation as already reported in the (9) Risks in Ethanol Business above.

(1.2) PT. Singlurus Pratama (“SGP”), a subsidiary company in Indonesia, had short-term loan from a financial institution of USD 1.3 million, with transfer of right to receive the payment to the lender according to L/C (Letter of Credit) that LANNA had purchased coal and SGP already delivered the coal for working capital and will repay the loan to lender when LANNA has made the payment according to such L/C, which should not have any risk.

(2) Overseas Investment Risk: LANNA has investments in the subsidiary and associated companies overseas in several currencies including Singapore Dollars, US Dollars and Indonesian Rupiahs, of which are long-term investments without definite term period, and therefore, there is currently no risk mitigation in place. If the time of project termination was known, this risk could be managed promptly and appropriately.

(3) Foreign Exchange Risk: LANNA has revenues from coal sales in Thai Baht currency and coal procurements for sales are done in US Dollar currency. While the revenues for coal sales of the subsidiary companies in Indonesia are in US Dollar but their operating expenses are paid in US Dollar and Indonesian Rupiah. As for the associated company in Singapore, the revenues are in US Dollar; however, the operating expenses are paid in US Dollar and Singapore Dollar. As a result, LANNA and its affiliates possess foreign exchange related risk from changes of the aforementioned currency values. Accordingly, LANNA mitigates the risk related to foreign exchange by entering into forward exchange contracts or deposit of foreign currencies received from coal sales to LANNA’s various bank accounts as cash reserves for payments of coals or future investments, protecting from possible future foreign exchange risk. In the past year, the foreign exchange is managed satisfactory, and there was no significant impact to LANNA and its subsidiary companies.

Other Factors Having Impact on Investment

Apart from the aforementioned transactions, LANNA and its subsidiary companies have no commitments or obligations regarding issued shares, warrants, convertible securities, debentures or other types of derivatives currently or in the future, as well as there are no unusual or serious event or important incident that might significantly affect financial status and operating results of LANNA and its subsidiary companies.

4. ASSETS IN BUSINESS OPERATIONS

Property, Plant, and Equipment

| Category | Owner | Objective | Book Value As at December 31, 2016 (Unit: Million Baht) |
|--|-------|---|---|
| (A) Property and land improvement | | | |
| (1) Ayutthaya Coal Center Area: 31 Rai 29 Sq. Wa | Lanna | Coal stockpile and distribution center | 180.00 |
| (2) Mine in Indonesia (Site 3) | SGP | Coal mining | 18.85 |
| (3) Land in Suphanburi Province Area: 1,570 Rai 33 Sq. Wa | TAE | Ethanol production plant | 171.77 |
| (B) Building and amenities | | | |
| (1) Ayutthaya Coal Center | Lanna | Coal stockpile and distribution center | 26.84 |
| (2) Mine in Indonesia (Site 1) | LHI | Coal mining | 36.07 |
| (3) Mine in Indonesia (Site 3) | SGP | Coal mining | 652.52 |
| (4) Ethanol production plant | TAE | Ethanol production | 182.05 |
| (C) Machinery and equipment | | | |
| (1) Ayutthaya Coal Center | Lanna | Coal stockpile and distribution center | 23.44 |
| (2) Mine in Indonesia (Site 1) | LHI | Coal mining | 85.64 |
| (3) Mine in Indonesia (Site 3) | SGP | Coal mining | 126.86 |
| (4) Ethanol production plant | TAE | Ethanol production | 1,465.27 |
| (D) Property, plant, and equipment under purchase/construction | | | |
| (1) Mine in Indonesia (Site 3) | SGP | Coal mining | 117.70 |
| (2) Ethanol production plant | TAE | Ethanol production | 424.57 |
| Abbreviations: Lanna= Lanna Resources Public Company Limited, LHI = PT. Lanna Harita Indonesia TAE = Thai Agro Energy Public Company Limited, SGP = PT. Singlurus Pratama | | | |

Lanna and subsidiary companies are owners of assets, including property, plant, and equipment used for business operations. All assets are without obligations, **except**, some property, plant, equipment and machinery of TAE, with net book value of Baht 1,108 million, having obligations as mortgage collateral with a financial institution that financing for the construction of ethanol production plant and working capital.

Lanna has investment property, most of which are plots of land of Paka mine in Lamphun Province that were parts of an expired coal concession for lignite mine, with an aggregate net book value as at December 31, 2016 of Baht 32.42 million. The land is currently under sale. It is expected that the net realizable value in should be more than the net book value, therefore, there was no establishment of allowance for impairment.

Coal Concessions

Subsidiary companies in Indonesia estimate their coal reserves by using the Australasian Code of Reporting of Exploration Results, Mineral Resources and Ore Reserves (Joint Ore Reserves Committee Code), which is a globally accepted standard.

- PT. Lanna Harita Indonesia is a subsidiary company having Coal Contract of Work from the government of Indonesia for coal exploration, production, and distribution at Tenah Merah site, in Samarinda and Kutai, East Kalimantan Province, Indonesia. The mine site covers 30,018 hectares or 187,612.5 Rai, with a period of 30 years, from 2001 to 2031, and the current proven reserves is about 54 million tons. Additionally, royalties must be paid to the government of Indonesia at 13.50 percent of selling price.

- PT. Singlurus Pratama is a subsidiary company having Coal Contract of Work from the government of Indonesia for coal exploration, production, and distribution in Kutai, East Kalimantan Province, Indonesia. The mine site covers 24,760 hectares or 154,750 Rai, with a period of 30 years, from 2009 to 2039. The current proven reserves is about 38 million tons. Additionally, royalties must be paid to the government of Indonesia at 13.50 percent of selling price.

5. LEGAL DISPUTES

In 2011, a company (plaintiff) accused a subsidiary company of breach of a cassava sale and purchase agreement dated January 21, 2011 and memorandum of standing dated April 29, 2011. The plaintiff filed a civil case to Bangkok South Civil Court on September 23, 2011 to claim damage against the subsidiary company in amount of Baht 186.9 million. The subsidiary company has filed a counter claim for damage in amount of Baht 82.40 million on November 8, 2011. Accordingly, on October 9, 2014, Bangkok South Civil Court, as the court of first instance, has rendered judgment by dismiss the claim of the plaintiff, having the plaintiff paying the cassava chip payment that the subsidiary company had paid of Baht 6.90 million, with interest rate of 7.5 p.a. from November 8, 2011 (date of counter claim) until fully paid. The plaintiff was also required to pay a part of court and lawyer fee for the subsidiary company. Subsequently, on December 3, 2014, the subsidiary company appealed the judgment of the court of first instance above. On February 9, 2016, the Appeal Court upheld the judgment of the court of first instance.

On April 7, 2016, the subsidiary company submitted a petition against judgment of the Appeal Court, which is still under proceeding of the Supreme Court. Likewise, plaintiff submitted a petition against judgment of the Appeal Court on May 10, 2016 by request a capital reduction to Baht 61 million, as well as submitted a request of enforcement mitigation and court fees payment extension. The Court approved time extension to October 28, 2016 but the plaintiff did not pay the court fees at the maturity date. Therefore, the Court issued an order to not accept plaintiff's petition and shall consider a petition of the subsidiary company (defendant) only. Accordingly, as at December 31, 2016, the subsidiary company has not received the payment from the above company, therefore the subsidiary company has recorded allowance for impairment losses of cassava paid in advance to the above company (plaintiff) in full amount of Baht 6.90 million.

6. COMPANY PROFILE AND OTHER IMPORTANT INFORMATION

Background: Lanna Resources Public Company Limited, Registration No. 0107535000397 (formerly Bor.Mor.Jor. 72), formerly Lanna Lignite Public Company Limited, was initially established as a registered company on the October 4, 1985 and later converted to a public company limited on December 29, 1992. On July 12, 1994, the Company was given permission by the Ministry of Finance to register its ordinary shares for trading in the Stock Exchange of Thailand. The Company is listed in the Resources Group (Energy and Utilities sector). The Company has registered and changed its name to Lanna Resources Public Company Limited since May 17, 2001.

Head Office: 888/99, 9th Floor, Mahathun Plaza Building, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330; Tel.: 0-2253-8080, 0-2253-6820, 0-2253-6822, and 0-2253-5014 ; Fax: 0-2253-6822.

Branch Office: Ayutthaya Coal Distribution Center: 108 Moo 1, Klong Sakae Sub-district, Nakhonluang District, Ayutthaya Province, Tel.: 035-724158; Fax: 035-724158

Type of Business: The Company operates two following main businesses:

- (1) Solid Fuel:** Core business in the coal production and distribution domestically and overseas
- (2) Liquid Bio-Fuel:** Secondary business in the ethanol production and distribution for bio-fuel purposes.

Registered and Paid-up Capital: 524,999,679 ordinary shares at a par value of Baht 1.00 per share, for a total paid-up registered capital of Baht 524,999,679.

Registrar: Thailand Securities Depository Co., Ltd., 93 Stock Exchange of Thailand Building, Ratchadapisek Rd., Dindaeng, Bangkok 10400 Tel.: 0-2009-9999, Fax: 0-009-9991

Auditor: EY Office Limited, represented by Mrs. Saifon Inkaew, certified public accountants no.4434; and/or Mr. Wichart Lokatekrawee, certified public accountant no. 4451; and/or Ms. Siriwan Surathephin, certified public accountant no. 4604, with address at 193/136-137 Ratchadapisek Rd., Klongtoey, Bangkok 10110, Tel.: 0-2264-0777, Fax: 0-2264-0789-90

Legal Advisor: Dharmniti International Co., Ltd., 2/4 Nai Lert Tower, Wireless Road, Lumpini, Pathumwan, Bangkok 10330, Tel.: 0-2252-1260, Fax: 0-2252-1104

For more information on the Company Profile, please refer to the Annual Registration Statement Year 2016 (From 56-1) on the Company website (www.lannar.com).

PART 2 – SECURITIES INFORMATION AND SHAREHOLDERS

7. SECURITIES INFORMATION AND SHAREHOLDERS

SHAREHOLDERS

Major shareholders and their respective shareholding percentages as at November 1, 2016, which was the date for listing the names of shareholders having right to receive the interim dividend, are as follows:

| | List of Shareholders | Number of Shares | Proportion (%) |
|------|--|--------------------|----------------|
| (1) | Siam City Cement Public Co., Ltd. Group | 237,525,030 | 45.24 |
| (2) | Mr. Taweechat Chulangkul | 61,736,000 | 11.76 |
| (3) | Sirirungsi Group | 42,697,781 | 8.13 |
| (4) | Tantisunthorn Group | 33,511,253 | 6.38 |
| (5) | Limsong Group | 33,433,460 | 6.37 |
| (6) | Thai NVDR Co., Ltd. | 9,395,500 | 1.79 |
| (7) | Lertpanichayakul Group | 7,035,800 | 1.34 |
| (8) | Mr. Vilerd Wongapisumpho | 4,444,400 | 0.85 |
| (9) | Mrs. Nuttapa Tangpakorn | 1,950,000 | 0.37 |
| (10) | East Fourteen Limited – Emerging Markets Small Cap Series | 1,833,750 | 0.35 |
| (11) | Other Shareholders | 91,436,705 | 17.42 |
| | Total | 524,999,679 | 100.00 |

(1) The group of “Siam City Cement Public Co., Ltd.” and its executives is the largest shareholder, comprising of Siam City Cement Public Co., Ltd., Mr. Vanchai Tosomboon holding a total of 237,525,030 shares or 45.24 percent of the paid-up capital and all shares with voting right, having three representing directors; namely, Mr. Paul Heinz Hugentobler, Mr. Siva Mahasandana, and Mr. Vanchai Tosomboon, whom are non-executives and non-authorized Directors.

(2) Mr. Taweechat Chulangkul is the second largest shareholder, holding a total of 61,736,000 shares or 11.76 percent of the paid-up capital and being all shares with voting rights, having no representative as the director and/or executive.

(3) The “Sirirungsi” group is the third largest shareholder, comprising of Mr. Kraisi Sirirungsi and Ms. Kraikan Sirirungsi, holding a total of 42,697,781 shares or 8.13 percent of the paid-up capital and being all shares with voting right, having one representing director; namely, Mr. Kraisi Sirirungsi, whom is the Management Advisor and Company’s authorized director.

(4) The “Tantisunthorn” group is the fourth largest shareholder, comprising of Mr. Tawee Tantisunthorn, Mr. Visit Tantisunthorn, Mr. Tanat Tantisunthorn, Mr. Boonlieng Tantisunthorn, Mrs. Mullika Intusuth, Mrs. Nalinee Rattanaavadi, Mrs. Malee Tantisunthorn, Ms. Wanida Tantisunthorn, Mrs. Sumruay Tantisunthorn, Mr. Phongthai Tantisunthorn, and Ms. Siriphan Tissayakorn, holding a total of 33,511,253 shares or 6.38 percent of the paid-up capital and being all shares with voting right, having two representing directors; namely, Mr. Visit Tantisunthorn, and Mr. Tanon Tantisunthorn, whom are a non-executive and non-authorized directors.

(5) The “Limsong” group is the fifth largest shareholder, comprising of Mstr. Kongphop Limsong, Gypsum Industry Co., Ltd., and Ms. Somsri Limsong, holding a total of 33,433,460 shares or 6.37 percent of the paid-up capital and being all shares with voting right, having one representing director; namely, Mr. Somkiart Limsong, whom is the Chairman of the Board but non-authorized director and has no relationship with the management.

(6) Thai NVDR Co., Ltd. is the sixth largest shareholder, holding a total of 9,395,500 or 1.79 percent of the paid-up capital and being all shares with voting right, having no representative as the director and/or executive.

(7) The “Lertpanichayakul” group is the seventh largest shareholder, comprising of Mrs. Phrapai Lertpanichayakul and Ms. Chotinich Lertpanichayakul, holding a total of 7,035,800 shares or 1.34 percent of the paid-up capital and being all shares with voting right, having no representative as the director and/or executive.

(8) Mr. Vilerd Wongapisumpho is the eighth largest shareholder, holding a total of 4,444,400 shares or 0.85 percent of the paid-up capital and being all shares with voting rights, having no representative as the director and/or executive.

(9) Mrs. Nuttapa Tangpakorn is the ninth largest shareholder, holding a total of 1,950,000 shares or 0.37 percent of paid-up capital and being all shares with voting rights, having one representing director; namely, Mr. Suroj Subhasavasdikul, whom is the Company’s authorized director.

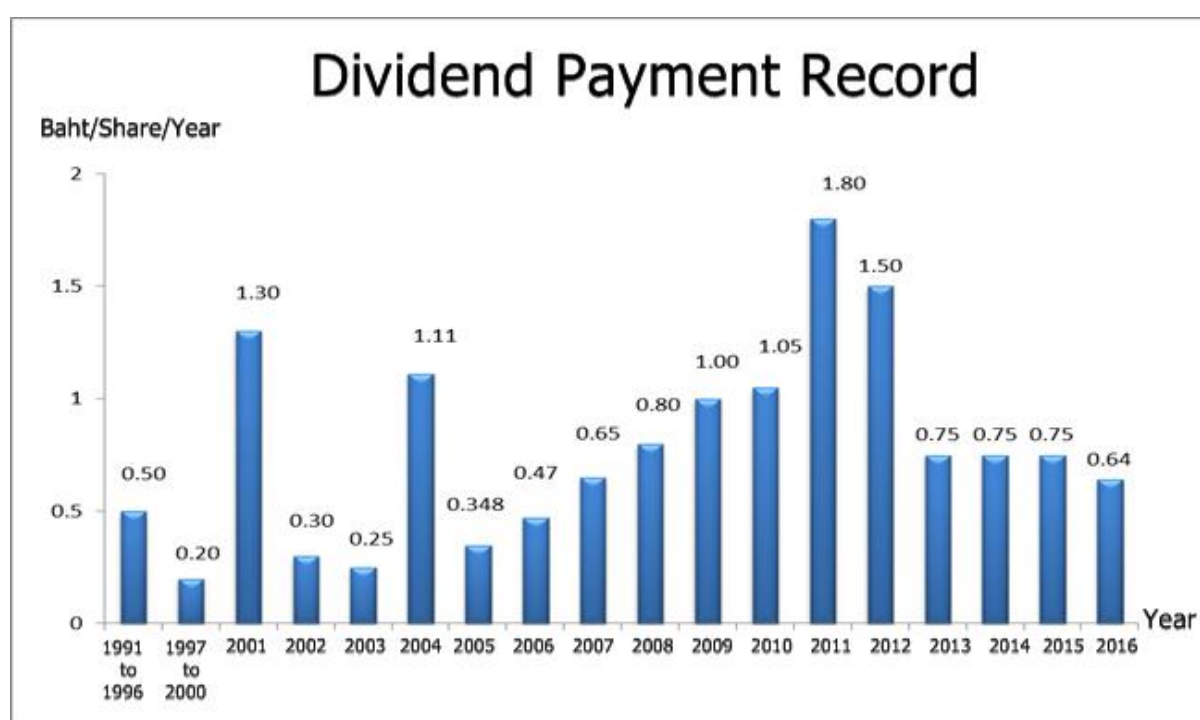
(10) East Fourteen Limited – Emerging Markets Small Cap Series is the tenth largest shareholder, holding a total of 1,833,750 shares or 0.35 percent of paid-up capital and being all shares with voting rights, having no representatives as the director and/or executive.

Investors may look at current information on the major shareholders and shareholding proportion eligible for attendance of the Annual General Meeting of Shareholders Year 2017 from the Company’s website, www.lannar.com, prior to the Annual General Meeting of Shareholders Year 2017.

DIVIDEND PAYMENT POLICY

The Company's dividend payment policy to the shareholders: In the case that no additional investment is required and there are no outstanding loans, the Company's dividend payment policy is not less than 60 percent of its net income according to the separate financial statements for each financial period after deduction of legal provisions and the net loss carried forward (if any). For the dividend payment of the subsidiary company with Company holding more than 50 percent shares, the dividend payment policy and capital requirement of the Company and the subsidiary will be considered to facilitate the Company for payment of dividend according to above policy.

The dividend payment policy of the subsidiary companies to the Company: In the case that the subsidiary company has no additional investment and no outstanding loans, the subsidiary's dividend policy payment is not less than 60 percent of its net income according to the separate financial statements for each financial period after deduction of legal provisions and the net loss carried forward (if any).

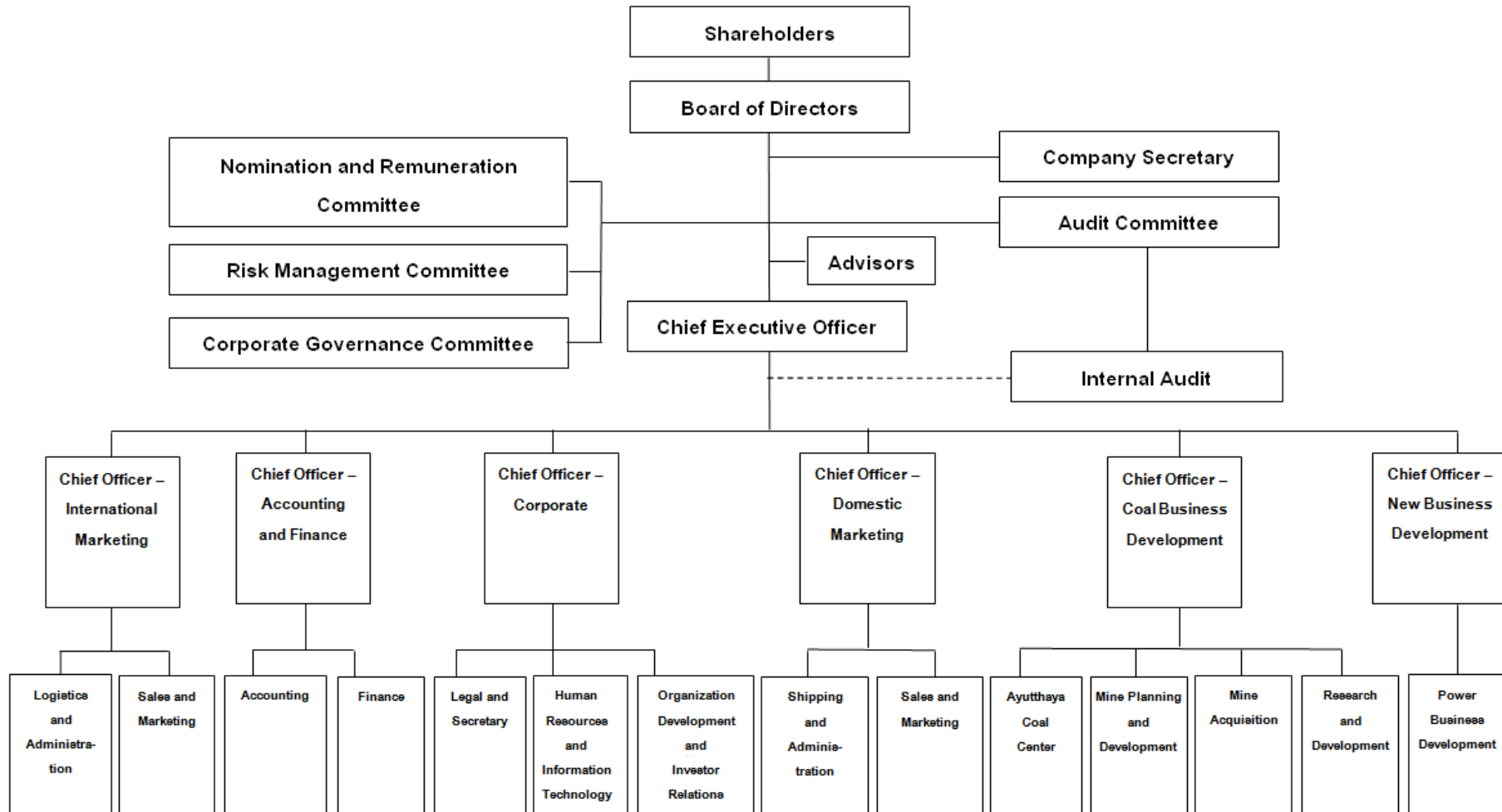


Dividend Payment in Year 2016: The Company's net income according to the separate financial statements was at Baht 337.25 million or Baht 0.642 per share. The Board of Directors has proposed for the appropriation of earnings for the purpose of dividend payment to the shareholders at Baht 0.64 per share or 99.63 percent of the net income according to the separate financial statements, which is in line with the Company's dividend payment policy above and higher than the dividend payment ratio of the previous year by 2.44 percent. Regardless, the appropriation of earnings for the purpose of dividend payment above is not final and still pending approval of the Annual General Meeting of Shareholders Year 2017.

| Separate Financial Statements | Unit | Y2011 | Y2012 | Y2013 | Y2014 | Y2015 | Y2016 |
|---------------------------------|------|-------|-------|-------|-------|-------|-------|
| Net Profit per Share | Baht | 1.97 | 1.94 | 0.87 | 0.76 | 0.78 | 0.642 |
| Dividend per Share | Baht | 1.80 | 1.50 | 0.75 | 0.75 | 0.75 | 0.64 |
| Dividend Payment per Net Profit | % | 91.33 | 77.24 | 86.02 | 98.07 | 97.26 | 99.63 |

8. MANAGEMENT STRUCTURE

ORGANIZATION CHART



MANAGEMENT STRUCTURE

- The management structure of the Company comprises the Board of Directors, Sub-Committees, Executives and Corporate Secretary. The Company has four sub-committees comprises the Audit Committee (“AC”), the Risk Management Committee (“RMC”), the Nomination and Remuneration Committee (“NRC”), and the Corporate Governance Committee (“CGC”).

The Board of Directors

- The Board of Directors consists of 14 Directors, including four Executive Directors, six Non-Executive Directors, and four Independent Directors and Audit Committee Members. The name, position, and photograph of each Director are shown on Page 3-5 of this Annual Report.

- Name list and number of Directors who have been authorized to sign on behalf of the Company are Mr. Kraisi Sirirungsi, Mr. Suroj Subhasavasdikul, Mr. Srihasak Arirachakaran, Mr. Anun Louharanoo, two out of four Directors sign and affixed with the Company’s seal.

- The term for the directorship position is in accordance with the Public Limited Companies Act B.E. 2535 and the Company does not establish the maximum number of consecutive terms of directorship position.

- Normally, the Board of Directors holds meeting at least once for every two months (one meeting every other month) and will occasionally hold extraordinary meeting in case of important or urgent matter. In 2016, there were six meetings altogether. The details are as follows:

| Director’s Name | Position | Meeting Attendance in 2015 |
|---------------------------------|---|----------------------------|
| (1) Mr. Somkiart Limsong | Chairman of the Board | 6 out of 6 |
| (2) Mr. Paul Heinz Hugentobler | Director | 4 out of 6 |
| (3) Mr. Vanchai Tosomboon | Director | 6 out of 6 |
| (4) Mr. Tanon Tantisunthorn | Director | 6 out of 6 |
| (5) Mr. Siva Mahasandana | Director | 4 out of 4 |
| (6) Mr. Akasit Jirayuwanon | Independent Director | 6 out of 6 |
| (7) Mr. Padoong Techasarintr | Independent Director/Audit Committee Chairman | 6 out of 6 |
| (8) Mrs. Duangkamol Suchato | Independent Director/Audit Committee Member | 6 out of 6 |
| (9) Mr. Adul Tantharatana | Independent Director/Audit Committee Member | 6 out of 6 |
| (10) Mr. Kraisi Sirirungsi | Director | 6 out of 6 |
| (11) Mr. Suroj Subhasavasdikul | Director | 6 out of 6 |
| (12) Mr. Visit Tantisunthorn | Director | 6 out of 6 |
| (13) Mr. Srihasak Arirachakaran | Director | 6 out of 6 |
| (14) Mr. Anun Louharanoo | Director | 6 out of 6 |

- The Board of Directors is required to possess following qualifications:

(1) Directors are not required to be the shareholders and shall possess the qualifications in compliance with laws concerning public companies and related laws, but without inappropriate traits that express untrustworthiness to perform duties for the Company.

(2) Directors shall possess knowledge, expertise, value of honesty and business ethics and willingness to devote their time in performing duties to the fullest capacity for the highest benefit of the Company and shareholders.

(3) Directors shall possess experience and expertise in various professions e.g. industrial engineering, business management, sales and marketing, accounting and finance, law and corporate governance, etc.

(4) Directors must not be an entrepreneur, a shareholder or directors in any legal entity with similar business or a competitor unless it is declared at shareholders' meeting prior to the appointment.

(5) Independent Directors and/or Audit Committee must demonstrate an attribute of independence, in compliance with the Company's requirement and the Securities and Exchange Laws, as well as the ability to preserve the interest of shareholders equitably without conflict of interest as well as to express opinion independently in meetings of the Board of Directors.

(6) Directors shall receive trainings and continuously master knowledge concerning business nature of the Company in order to match with emerging changes and continuously optimize efficiency and efficacy of the board.

- The Board of Directors has the authority, duties and responsibilities in the management of the Company by conducting its duties in compliance with all laws, the objects and the articles of association of the Company, and the resolutions of any shareholder meetings in good faith, and with care to preserve the interests of the Company. In summary, the authorization and responsibilities are as follows:

(1) The Board of Directors has adopted the Company's direction, objectives, business plan and budget, as well as monitor and supervises over the management to operate efficiently and effectively in accordance with the established business plan and budget, in order to maximize economic value of the business and shareholders' wealth and stability, having important details summarized as follows:

(1.1) Establishment of Company's organization structure to have the management and operation system highly effective and efficient.

(1.2) Approval of annual business plan and budget within 30 days prior to the end of the year for the management to be approved by the Board of Directors and managed accordingly each and every year.

(1.3) Approval of investment projects or joint-venture projects, as well as business expansion and/or reduction of business operation, which are deemed most beneficial for the Company's operation in both long-term and short-term, not including transactions that need approval from the Shareholders according to the regulations established by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand.

(1.4) Approval of financial plans of the Company, as well as the plan for securing loan and credit facilities sufficiently and appropriately for the operation of the Company occasionally.

(1.5) Arrangement for preparation of balance sheets and statement of income at end of the Company's accounting period in order for a review and verification by the auditor appointed by the shareholders before presenting the matter for approval by the shareholders' meeting.

(1.6) Consideration of various matters proposed for approval by the shareholders' meeting, including dividend payment, capital increase, capital reduction, issuance of debenture, sale or transfer of business, purchase, acquisition, or merger of business, etc.

(1.7) Consideration for the establishment of Company's policies, direction, objectives, vision, mission and values and other important matters that may impact Company's financial status and operating results presently or in the future.

(2) The Board of Directors has duties to clearly establish and separate roles and responsibilities between the Board of Directors, sub-committees, and the management, as well as having routine communications to the Board of Directors, committees, management and employees of the Company, which are summarized below.

(2.1) The Board of Directors has appointed and assigned the Chief Executive Officer to manage daily operations of the Company in accordance with the policy, business plan and budget, established by the board of directors.

(2.2) The Chief Executive Officer shall assign and establish duties to each department and employee level in descending order within the authorities assigned by the Board of Executive Directors, by establishing audit and control system in order to have effective work coordination and achieve both short term and long term objectives.

(2.3) Chief Executive Officer or the management shall arrange individual meetings or specific purpose meetings among employees and managers in order to be informed on the operating results and work progress, as well as considering problems and obstacles encountered in the operation (if any) from time to time.

(2.4) Chief Executive Officer or the management has issued announcement, establishing procedures for carrying out important tasks, for employees to understand and utilize as work guidelines in order to achieve systematic and well-coordinated operation.

(2.5) Chief Executive Officer or the management has organized for all the business units to participate in the preparation of the annual business plan and budget by having management level staff from each of the departments jointly prepares the annual business plan and budget for effective operation and efficient control of expenses, as well as achieving the policy and objectives established by the Board of Directors. The Chief Executive Officer also attends the meeting, participating in the consideration of the annual business plan and budget before proposing to the Board of Directors for its consideration and approval. The business plan and budget will then be implemented and monthly evaluated to see whether it meets the established policies and objectives. The business plan and budget may be appropriately adjusted according to changing circumstances.

(2.6) The Board of Directors has established internal audit division to oversee and review the operations of the Company to be in accordance with the established internal control system, and also to coordinate and support the Audit Committee for good corporate governance.

(2.7) The Board of Directors has established the Audit Committee (“AC”) in accordance with the rules and regulations established by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand with duties and responsibilities to oversee that the operations are trustworthy and beneficial to all related parties.

(2.8) The Board of Directors has established the Nomination and Remuneration Committee (“NRC”) with duties and responsibilities concerning nomination and determination of remuneration of directors and executives that is suitable and according to related laws and the regulations of the Company, comparable with other companies in the same industry.

(2.9) The Board of Directors has established the Risk Management Committee (“RMC”) with duties and responsibilities to consider any problems and risk factors which may impact Company’s operation and seek measures to mitigate or minimize the risks.

(2.10) The Board of Directors has appointed Corporate Governance Committee (“CGC”) with responsibilities to establish policy, regulations and good practices in various activities in accordance with good corporate governance principles.

(2.11) The Board of Directors may occasionally seek consultants or experts in particular fields such as legal or financial advisors to give opinions concerning certain matters in consideration as appropriately and necessary.

(2.12) The Board of Directors has appointed a Company Secretary including working team with responsibilities to oversee activities of the directors and shareholders in accordance with the relevant laws and related regulations.

(3) The Board of Directors has established an effective internal control system, internal audit and risk management system for the Company, as well as having regular monitoring and review of above matters by the Board of Directors periodically, which can be summarized as follows:

(3.1) The Chief Executive Officer must report the operating results and financial status with comparison to the budget plan approved by the Board of Directors to the Board of Directors at least once every quarter.

(3.2) The Chief Executive Officer must report on the progress of investment projects, as well as problems and obstacles encountered, if any, to the Board of Directors at every meeting.

(3.3) The Chief Executive Officer must periodically report on the litigation cases concerning with the Company, including its compliance with relevant laws and contractual terms to the Board of Directors.

(4) Arrangement of the Annual General Meeting of Shareholders within four months after the end of accounting period of the Company and convene extraordinary shareholders' meeting necessary for the operation.

(5) Must become aware of the importance of good corporate governance by adhering to the principles of fairness and integrity, accountability, responsibility and transparency, and promoting equitable treatment, as well as gaining faith from all the stakeholders, focusing on building value to the business and persons sharing the benefit in long term in order for sustainable growth and development of the Company. In addition, the scope of authority of the Board of Directors including to ensure compliance with the Securities and Exchange law also the notification and/or regulations of the Stock Exchange of Thailand such as related party transaction, acquisition or disposal of assets, etc., and to comply with all applicable laws which relevant to the Company's business.

(6) The Board of Directors of the Company may assign duties and responsibilities to the sub-committees, individual or several Directors or other persons to perform certain matter on behalf of the Board of Directors under supervision of the Board of Directors according to terms and time period deemed appropriate and necessary for Company's business operation. The Board of Directors may cancel, revoke or change the authorized person or such authority when deemed appropriate.

Such assignment of authority in above paragraph must not be in the way of granting authority which will enable the authorized person to approve transaction that may have any interest or conflict of interest with the Company or affiliated companies, except for the approval of transactions which are in accordance with the policy and criteria that the Board of Directors has already approved.

(7) The meeting of the Board of Directors must be held at least once every three months and there must be an annual assessment on the performance of the Board of Directors.

(8) Encourage conscience and moral principles among the employees at every level by established code of conduct in writing as appropriate guidelines for each of every employees to realize the importance of moral standard which the Company use in conducting business, realize the importance of internal control system and risk management system to minimize the risk on corruption and the abuse of power. In addition, to prevent violation of laws that relevant to the Company's business.

(9) The Board of Directors grant the right to each director to propose meeting agenda in advance at least ten days prior to the meeting by sending meeting agenda to the Company Secretary by E-Mail Address: saharat@lannar.com or Facsimile: 0-2253-6822 for the Company Secretary to include in the meeting agenda.

(10) The Board of Directors has appointed the Company Secretary and determined roles and responsibilities of the Company Secretary to perform duties with integrity, prudence and honesty as follows:

(A) Arrange the Shareholder's Meeting and Board of Directors' Meeting according to laws and regulations of the Company.

(B) Prepare the minutes of the Shareholders' Meeting and Board of Directors' Meeting, including monitor that the resolutions from the Shareholders' Meeting and Board of Directors' Meeting are followed completely and accurately.

(C) Supervise on the disclosure of information and report within scope of responsibilities according rules and regulations established by the Securities and Exchange Commission and the Stock Exchange of Thailand.

(D) Prepare and Safekeeping of the following documents: Director Registration, Board of Directors' Meeting Invitations and Minutes, Shareholders' Meeting Invitations and Minutes, Company's Annual Reports, and other documents as required by law (if any).

(E) Safekeeping of the reports of interest which are reported by the Directors and Executives.

(F) Provide initial suggestions to the Directors concerning with rules, regulations and regulations of the Company and monitor the operation to ensure regularly and accurately compliance, and periodically report to the Board on any significant changes.

(G) Supervise the activities of the Board of Directors and perform other matters according to laws or assigned by the Board of Directors.

(11) Each director must adhere to and practice as follows:

(A) Must not operate the business that is of the same nature and in competition with the business of the Company or become a partner in ordinary partnership limited or unlimited partner in the partnership limited or be a director of a private company or other juristic company operating in the same nature and in competition with the Company, regardless of doing it for the benefit of oneself or for the others, unless the shareholder's meeting is informed before the resolution for appointment.

(B) Must inform the Company without delay if there is any interest, whether direct or indirect, in the contract that the Company or affiliated company engage in, or holding more or less shares or other securities in the Company or affiliated company.

(12) The Company's Strategic Planning and Implementation

In the Board of Directors Meeting each year, the Board shall consider together on the next 5-Year Strategic Plan. In the past year 2016, the Board of Directors has considered the Strategic Plan of year 2017-2021, the Board shall monitor the work progress from the Management on implementation of such strategic plan, which the Management shall regularly report on an implementation progress to the Board of Directors for acknowledgement regularly.

- Roles and Responsibilities of Chairman of the Boards are as follows:

(1) To summon meetings of directors and oversee delivery of meeting invitation and other documents in order for directors to receive sufficient information in timely manner.

(2) To support and promote standards of good corporate governance, as well as monitor the management team. To give advice and support without any engagement or interference with management's everyday work

(3) Must exhibit leadership and ensure that committees are not under the influence of the management by taking the role as a chairman of the meeting. The chairman of the meeting shall monitor the meeting in compliance with the Company's restriction and planned agendas as well as regulations and laws.

(4) To establish an efficient communication between shareholders, the board and management as well as coordination to drive the Company's business operation to reach the long term growth plan.

(5) To perform other duties as stipulated by the laws, particularly concerning with duties of the chairman of the Board.

- **Regulation of the Board of Directors**

In order to demonstrate Company's intention and professionalism in the business management with transparency, morality, and accountability to all stakeholders, regulation for good practices of the Board of Directors has been established as the code of conduct as follows.

(1) Perform duties in accordance with the relevant laws and regulations, Company's regulation and resolutions of the Board of Directors' and shareholders' meetings.

(2) Strictly manage the business with honesty and unbiased position as well as be independent in the decision making and in other conducts.

(3) Authorize the executives for full control of management and daily operation without imposing inappropriate or unreasonable guidance.

(4) Have no direct or indirect interest in the business related with the Company and its affiliated companies or in the business that is in competition with the Company or its affiliated companies.

(5) Avoid having conflict of interest of oneself with the interest of the Company to achieve full efficiency and effectiveness in the business operation.

(6) Manage the business prudently without creating any obligations or commitments which might later be in conflict with the duties.

(7) Do not directly or indirectly seek unlawful benefit from work.

(8) Perform duties to the fullest capacity for the highest benefit of the organization.

(9) Do not execute anything that will destroy Company's interest or subserve interest to other individuals or juristic persons.

(10) Focus on the prevention and elimination of wrongful activities and consider that these matters

- **Company Secretary**

The Board of Directors has appointed Mr. Saharat Vatanatumrak as the Company Secretary (his resume on page 165 of this Annual Report) having the scope of duties and responsibilities of the Company Secretary as follows:

(1) Provide initial suggestions to the Directors concerning with rules, regulations and regulations of the Company and monitor the operation for compliance including report of any significant changes.

(2) Arrange the Shareholder's Meeting and Board of Directors' Meeting according to laws and regulations as well as relevant laws of the authorities.

(3) Prepare the minutes of the Shareholders' Meeting and Board of Directors' Meeting, including monitor that the resolutions from the Shareholders' Meeting and Board of Directors' Meeting are followed.

(4) Supervise on the disclosure of information and report within scope of responsibilities according rules and regulations established by the Stock Exchange of Thailand and Securities and Exchange Commission.

(5) Prepare and Safekeeping of the following documents:

(5.1) Director Registry

(5.2) Board of Directors' Meeting Invitations and Minutes

(5.3) Shareholders' Meeting Invitations and Minutes

(5.4) Company's Annual Reports

(6) Safekeeping of the reports of stake/interest which are reported by the Directors and Executives.

(7) Supervise the activities of the Board of Directors and perform other matters according to laws or assigned by the Board of Directors.

The Audit Committee

The board of directors has appointed the Audit Committee or “AC” to have duties and responsibilities in compliance with regulations established by the board of directors, which can be summarized as follows:

(1) Qualifications

(A) Must be Independent Director of the Company

(B) Must not be the Director assigned by the Board to make business operation decision of the Company, holding company, subsidiary company, associated company, subsidiary of the same level, or corporate with possible conflict, except that the decision is made based on a collective decision.

(C) Must not be the Director of the holding company, subsidiary company or subsidiary of the same level for only the listed company.

(D) Possesses sufficient knowledge and expertise to perform duties as the Audit Committee Member. Nonetheless, at least one member of the Audit Committee must have sufficient knowledge and expertise to perform and review a reliability of the financial statements.

(2) Composition

The Audit Committee, as approved by the Board of Directors, consists of at least 3 members, comprising 1 Audit Committee Chairman, and at least 2 Audit Committee members, having the qualifications as stated in (1) above. The Audit Committee shall appoint appropriate person as Secretary to the Audit Committee. The Audit Committee members are as follows:

| Name | Position | Remarks |
|------------------------------|--------------------------|---|
| (1) Mr. Padoong Techasarintr | Audit Committee Chairman | Audit Committee members no. (1) and (3) possess sufficient knowledge and experience to review the reliability of the financial statements |
| (2) Mr. Adul Tantharatana | Audit Committee Member | |
| (3) Mrs. Duangkamol Suchato | Audit Committee Member | |
| (4) Mrs. Wanna Chomkhokkrud | Secretary | |

(3) Office Term

The member of the Audit Committee (including the Audit Committee Chairman) has a three-year term each. The member of the Audit Committee who is retired by rotation may be re-appointed.

To ensure continuous performance, upon the retirement by rotation or premature resignation of a member of the Audit Committee that results in a total number of members of less than the number as determined in (2) above, the shareholder’s meeting or the Board of Directors must appoint new Audit Committee member for a complete committee at least within 3 months after the date with incomplete members as described in (2) above.

(4) Duties and Responsibilities of the Audit Committee

(4.1) To review that the disclosure of information in the Company’s financial reports are correct and adequate.

(4.2) To review that the Company has established appropriate and effective internal control system and internal audit system and observe the independence of the internal audit unit, as well as to approve the appointment, transfer and dismissal of the head of the internal audit unit or any other units responsible for the internal audit.

(4.3) To review that the Company abides by the law and regulations of the Securities and Exchange and the regulations of the Stock Exchange of Thailand, or any relevant laws governing the Company’s business.

(4.4) To select and propose for appointment of the Company's auditor and the audit fee based on the trustworthiness, adequacy of the resources and audit work amount by the audit firm, as well as work experience of the personnel assigned to perform the financial audit of the Company; and to attend a meeting with the auditor without the presence of the management for at least once a year.

(4.5) To consider the connected transactions or transactions that may involve conflict of interest in accordance with the laws and regulations of the Stock Exchange of Thailand to ensure that such transactions are appropriate and most beneficial to the Company.

(4.6) To prepare the Report of the Audit Committee and disclose the report in the Company's Annual Registration Statements (Form 56-1) and the Annual Report (Form 56-2). The Report of the Audit Committee must be signed by the Chairman of the Audit Committee and must at least contain the following information.

(A) Opinions concerning with the correctness, completeness and trustworthiness of the financial reports of the Company.

(B) Opinions concerning with the adequacy of the Company's internal control system.

(C) Opinions concerning with the Company's compliance with the law and regulations of the Securities and Exchange and regulations of the Stock Exchange of Thailand, or any law governing the Company's business.

(D) Opinions concerning with the appropriateness of the auditor.

(E) Opinions concerning with the transactions that may involve conflict of interest.

(F) The number of the Audit Committee's Meetings and attendance record for each of the Audit Committee Members.

(G) Opinions or overall observation that the Audit Committee has received by performing according to the Charter of the Audit Committee.

(H) Other reports which should be acknowledged by the shareholders and general investors under the duties and responsibilities assigned from the Board of Directors of the Company.

(4.7) To periodically present the Report of the Audit Committee to the Company's Board of Directors for at least once every quarter, and to perform other activities as delegated by the Company's Board of Directors with consent from the Audit Committee.

(5) Within the duties performed by the Audit Committee, should any of the following transactions or actions be found or suspected to have significant impact to the Company's financial status and operating results, the Audit Committee shall report to the Company's Board of Directors so that the matter may be resolved within the time period that the Audit Committee deem appropriate.

(A) Transaction having conflict of interest

(B) Illegal conduct or irregularity or significant deficiency in the internal control system.

(C) Violation of laws relating to the Securities and Exchange, regulations of the Stock Exchange of Thailand or laws relating to Company's business.

Should the Company's Board of Directors or executives did not resolve the matter within the established time period, any one of the Audit Committee members may report of the said transaction or action to the Securities and Exchange Commission (SEC) or the Stock Exchange of Thailand.

(6) The Audit Committee may audit the concerning persons and matters within the authorities of the Audit Committee and may seek independent professional counsel when it is deemed necessary and appropriate.

Report of the Audit Committee

The company's Board of Director appointed the Audit Committee consisting of the 3 Independent non-executive directors. The Audit Committee had performed the duty independently within the boundary of the roles and responsibilities as stated in the Audit Committee Charter. This was to ensure that the company's operations were carried out with transparency, honesty and fairness in accordance with the good corporate governance principles and for the best interest of the Shareholders.

During the year 2016, the Audit Committee had 10 meetings with the presence of all the three committee members in every meeting. These meetings were held with the Internal Auditors and sometimes the External Auditors and the Management were invited to attend some agendas for exchange of useful suggestions and ideas. The operating results were reported to the Company's Board of Directors every quarter. The key points could be summarized as follows:

1. Reviewing the Financial Statements: The Audit Committee reviewed the quarterly and annually financial statements for the year 2016 of both the company and its subsidiaries. This was to ensure that the financial statements of the company and its subsidiaries were duly prepared in conformity with the accounting standards with sufficient disclosure of information, complete, transparent, reliable and in accordance with the relevant laws and regulations for the benefit of the investors and the users of the financial statements. Moreover there were meetings with the external auditors without the participation of the company's management in order to review the independency and to seek opinions and observations from them. This also included the discussion on the sufficiency and appropriateness of the internal control system of accounting and finance. No significant problems were reported. They had freedom and received good cooperation while carried out their duties.

2. Reviewing the effectiveness of the Internal Control System: The Audit Committee has been giving precedence to work in accordance with laws as well as the relevant regulations. The internal control systems of the company and its subsidiaries were reviewed by considering the operation and the result monitoring which covered the areas of accounting and finance, assets management, prevention or reduction or errors, damages, wastages, frauds and reliability of financial statements. There were checking and balancing mechanisms by having the independent Internal Audit Office which was sufficiently efficient to safeguard and to take care of the benefits of the shareholders and the relevant parties. Additionally the auditors had the same opinion that there was no significant error found during the year 2016. Moreover the internal audit plan and scope for the year 2017 which focused on the subsidiary companies to have more effective and efficient internal control covering all systems.

3. Reviewing the Related Transactions: The Audit Committee reviewed business transactions among the company, its subsidiaries and the related parties including all the transactions which might cause conflict of internal during the year 2016 for accuracy and sensibleness. This was to ensure that the aforementioned transactions were conducted according to their normal business nature by adhering to the best interest of all stakeholders. The company has been practising in accordance with the good corporate governance principles. No benefits were siphoned off. The information was sufficiently disclosed. Moreover the operations were monitored to ascertain that it worked in accordance with the regulations of the Securities Exchange Commission (SEC)

4. Overseeing the Risk Management: The Company has emphasized in risk management by setting up the policy and guidelines for managing the risks. There were assessments of both internal and external factors which may occur now and in the future including the preparations for unexpected situations. There was a risk management committee consisting of the executives from different department who has duty in systematically observing the overall risk management of the company. The progress of risks management were monitored by the Audit Committee before reporting the operation results to the company's board of directors every quarter. The audit committee had given suggestions to improve the risk management progress in order to ascertain that the company could control and mitigate the impacts which may affect the achievement of the company's business objectives and kept them at acceptable level. Nevertheless the company has included the information about the risk management system in its annual report.

5. Worked According to the Laws and the Government's Regulations: The Audit Committee reviewed the company's operations to ensure that they were in compliance with the Securities and Exchange Act, the regulations of the Stock Exchange of Thailand and the Securities Exchange Committee, all the Accounting Standards and other laws which were relevant to the company's business. Works were carried in accordance with the relevant laws without any impact to the business.

6. Good Corporate Governance: The Company focused on a policy to manage work in order to have systematic good corporate governance. This was to prevent any works against laws or company's regulations. There was a system to handle complaints directly raised to the Audit Committee. All employees were encouraged to work according to the procedures, the regulations and the code of conduct for transparency. As a result the company was considered as having good corporate governance. This enhanced the confidence of the shareholders, the business partners, the customers and the relevant parties. Additionally the awareness of the prevention and anti-corruption of the management and employees has been reinforced. These were carried out through the continuous seminars and trainings.

7. Revised Audit Committee's Charter: To be in compliance with the good corporate governance principles and the anti-corruption guidelines the Audit Committee and reviewed the revisions of the Audit Committee's Charters which was proposed to and approved by the Company's Board Directors on October 17th, 2016.

8. Audit Committee's Performance Evaluation: The Audit Committee reviewed and evaluated their performance during the year 2016 in conformity with the food corporate governance guidelines suggested by the SEC. According to the results of evaluation the Audit Committee had effectively carried out their tasks and in accordance with the scope, duty and responsibility as stated in the Audit Committee's Charter.

9. Appointment of the Auditors and the Fee: The Audit Committee agreed to appoint the auditors from the EY Office Limited as the company's auditors for the year 2017 and proposed to the company's Board of Directors for further approval at the General Meeting of shareholders for the year 2017 for the appointment of these auditors and their fees. The Audit Committee selected the auditors by taking into account the independence, the quality and working standard in carrying out duty, the expertise which were appropriate to the company's business as well as being the qualified auditors according to the announcement of the Securities and Exchange Commission. It was agreed to appoint Ms. Saifon Inkaew, certified public accountant 4434 and/or Mr. Wichart Lokatekrawee, certified public accountant 4451 and/or Ms. Siriwan Suratepin, certified public accountant 4604 and/or Ms. Satida Ratananurak, certified public accountant 4753 of the EY Office Limited as the company's auditors for the year 2017 with the auditing fee for the year 2017 of 1,200,000 baht which was increased by 100,000 baht or 9 percent from last year. This was due to the increase in reviewing and auditing workload caused by the newly announced accounting standard. In conclusion the Audit Committee carried out their works in accordance with the duties and responsibilities as stated in the Audit Committee's Charter which was approved by the company's Board of Directors. They have been applying their knowledge and capability with care, having sufficient freedom for the equal benefit of the stakeholders. The Audit Committee had an opinion that the company's financial reports were accurate, reliable and in compliance with the generally accepted accounting standard. Risks were monitored, managed and kept at the acceptable level. The internal control system and the internal auditing were appropriate and effective. Works were conducted by adhering to the good corporate governance principles and strictly followed the regulations of the SEC. Additionally there were reviews to ascertain that works were executed in accordance with the relevant Laws.

February 24, 2017

On behalf of the Audit Committee



(Padoong Techasarintr)
Chairman of the Audit Committee

The Risk Management Committee

• The Risk Management Committee or “RMC” has been appointed by the Board of Directors, consisting of directors and executives from all departments of the Company, from the department manager or above, with at least one member from each department. The members and position of the Risk Management Committee are as follows:

| Name | Position | Meeting Attendance in 2016 |
|--------------------------------|--------------------------|----------------------------|
| (1) Mr. Anun Louharanoo | RMC Chairman | 7 out of 7 Meetings |
| (2) Mr. Srihasak Arirachakaran | RMC Vice Chairman | 6 out of 7 Meetings |
| (3) Mr. Vacharachai Nachailert | RMC Member | 5 out of 7 Meetings |
| (4) Mr. Prasert Promdech | RMC Member | 7 out of 7 Meetings |
| (5) Mrs. Petcharat Chayanon | RMC Member | 6 out of 7 Meetings |
| (6) Mr. Saharat Vatanatumrak | RMC Member | 7 out of 7 Meetings |
| (7) Mr. Sudusit Ounsangchan | RMC Member | 7 out of 7 Meetings |
| (8) Mrs. Wanna Chomkhokkruad | RMC Member and Secretary | 7 out of 7 Meetings |

The Risk Management Committee has the following duties:

(1) To manage risk in accordance with the policy and objectives as approved by the Board of Directors towards executions that encompasses potential risk factors in business operations.

(2) To assess and analyze individual potential risk factors in business operation and determines rectification guidelines for risk mitigation and minimization. The risks can be categorized as follows:

| | |
|--------------------|--|
| Red Risk | A risk factor requiring urgent rectification, having highest priority for mitigation. |
| Yellow Risk | A risk factor requiring close monitoring. Preventative measures may be required. |
| Green Risk | An inconsequential risk factor or not yet requires close monitoring. |

(3) To follow up risk management measures, including monitoring procedures, and provide report to ensure adequate and effective risk management framework.

(4) To regularly report risk management on each factor to the Board of Directors at least once every quarter for consideration and review on the risk management policy and objectives.

(5) To prepare the report on the operation of the risk management committee for disclosure in the Annual Registration Statements (Form 56-1) and the Annual Reports (Form 56-2). The reports shall be signed by the Risk Management Committee Chairman.

(6) To perform any other tasks relevant to risk management as assigned by the Board of Directors.

Report of the Risk Management Committee

The Board of Directors has established the Risk Management Committee comprising directors and executives from all departments of the Company, from the department manager or above, with at least one member from each department, who are authorized to consider problems or risk factors that may possibly impact the operations of the Company and its subsidiary companies. According to the good corporate governance principles, effective risk management procedures are established for every aspect of the operations in order to minimize the risks and mitigate their impacts, decrease unpredictability of the overall operations, and promote success. Resources are used effectively for indication, evaluation, and appropriate risk management according to the ever-changing circumstances.

During year 2016, the Risk Management Committee held seven meetings altogether in order to consider and assess possible risks that may occur and establish risk prevention and risk mitigation measures by focusing on effective risk management suitable with the economic, social and environmental situations which may affect current and future business operations of the Company. The report can be summarized as follows:

(1) Consideration of the process and risk management plan in order to ensure that the risk management is efficient and sufficient for appropriate risk level that is acceptable and in line with the operations of the Company and its subsidiary companies.

(2) Consideration of the risk factors, including monitoring and supervision of the risk management in all aspects of the Company and its subsidiary companies by convening the Risk Management Committee's Meeting periodically, to encourage efficiency of the risk management process, as well as providing suggestions which are beneficial to the risk management presently and for the future.

(3) Preparation of a summary report of the Risk Management Committee for presentation to the Board of Directors for its acknowledgement once every quarter.

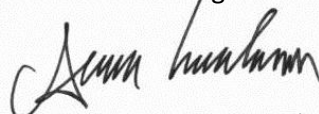
(4) The Risk Management Committee has established rule and prepared self-assessment forms to assess the performance of the Risk Management Committee as a whole and individual for year 2016 for the assessor to indicate strengths, weaknesses and matters that needed improvements. The Risk Management Committee together considered the results of the assessment and established guidelines for achieving a more effective operation of the Risk Management Committee.

(5) Risk management policy and significant risk management of the Company and its subsidiary companies have been disclosed in details within the Annual Registration Statement Year 2015 (Form 56-1) and the Annual Report Year 2015 (Form 56-2).

In the past year 2016, due to the operation of the Risk Management Committee, the risks were able to be controlled to the level which incurred no impact to the operations of the Company and its subsidiary companies. The Committee supervises the risk management responsibly and carefully for the benefits of the Company, shareholders, and all stakeholders.

February 15, 2017

On behalf of the Risk Management Committee



(Mr. Anun Louharanoo)

Chairman of the Risk Management Committee

The Nomination and Remuneration Committee

The Nomination and Remuneration Committee or the “NRC” has been appointed by the Board of Directors to perform its duties from January 1, 2016 onwards, which can be summarized as follows.

(1) Composition and Qualification

The NRC is appointed by the Board of Directors to comprise of at least three Company’s directors, having one NRC Chairman, and at least two NRC Members. The Board of Directors or the NRC shall appoint a suitable person as the Secretary. The name list and positions of the NRC members are as follows.

| Name | Position | Number of Meeting Attendance in Year 2016 |
|--------------------------------|--------------|---|
| (1) Mr. Kraisi Sirirungsi | NRC Chairman | 2 of 2 Meetings |
| (2) Mr. Vanchai Tosomboon | NRC Member | 1 of 2 Meetings |
| (3) Mr. Anun Louharanoo | NRC Member | 2 of 2 Meetings |
| (4) Mr. Srihasak Arirachakaran | NRC Member | 2 of 2 Meetings |
| (5) Mr. Saharat Vatanatumrak | Secretary | 2 of 2 Meetings |

(2) Office Term

The NRC Members (including the NRC Chairman) has a three-year term each. The member of the NRC who is retired by rotation may be re-appointed.

To ensure continuity of operation, the NRC member, upon retirement by rotation or in the event that can no longer serve until the term ends, resulting in a lesser number of members as specified in (1) above, the Board of Directors shall nominate and appoint new NRC member(s) to complete the NRC immediately or at least within three months after the date with incomplete members as described in (1) above.

(3) Authorities, Duties and Responsibilities of the NRC

(3.1) Duties and Responsibilities concerning Nomination

(a) To determine the nomination procedure for individuals succeeding the retired or resigned directors. The nomination shall be proposed to the Board of Directors for further proposal to the shareholders’ meeting for approval on a case by case basis.

(b) To consider succession plan and determine nomination procedure for individuals qualifying for the Chief Executive Officer position and/or high-level executives, which shall be proposed to the Board of Directors for approval on a case by case basis.

(c) To recommend procedure for performance assessment of the Board of Directors, Chief Executive Officer, and/or high-level executives, which shall be proposed to the Board of Directors for approval on a case by case basis.

(d) To assess the independence of directors in performance of their duties and provide recommendations to the Board of Directors for its consideration on a case by case basis.

(e) To determine appropriate qualifications of individuals for the director positions by considering the diversity of skills, experience, and expertise that are beneficial to the Company and propose them to the Board of Directors for approval on a case by case basis.

(3.2) Duties and Responsibilities concerning Remuneration

(a) To recommend guidelines and procedure for payment of remunerations for the Board of Directors and sub-committees appointed by the Board of Directors.

(b) To propose remuneration policy for the Chief Executive Officer and/or high-level executives in accordance with the Company's performance and actual operating results before proposing the Board of Directors for approval.

(c) To consider budget for salary adjustment, wages, and annual bonus for employees before proposing the Board of Directors for approval or consent.

(3.3) General duties and responsibilities

(a) To regularly report the operation of the NRC to the Board of Directors at least once every year for disclosure in the Annual Registration Statements (Form 56-1) and Annual Reports (Form 56-2) in accordance with the good corporate governance.

(b) To have authority to hire consultants or experts to provide advice and/or opinions as deemed appropriate on a case by case basis. The Company shall be responsible for the incurred expenses.

(c) To have authority to invite executives and/or relevant persons of any level for briefing meetings or submission of related documents.

(d) To perform any other tasks as assigned by the Board of Directors on a case by case basis.

Report of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee (“NRC”) has been appointed by the Board of Directors, having authorities, duties and responsibilities including nomination of executives and determination of remunerations for directors, executives, and employees of the Company, as well as other duties as assigned by the Board of Directors on a case by case basis. The NRC held two meetings in year 2016, which can be summarized as follows.

(1) The NRC has established rule for salary adjustments of employees for year 2017 including the Chief Executive Officer and high-level executives and for the bonus payments for employees for year 2016 including for the Chief Executive Officer and high-level executives. Accordingly, such payments were correct and appropriate in accordance with the budget and rule as approved by the Board of Directors with comparison of information with other companies in various industrial sectors as surveyed by the independent organizations.

(2) The NRC has acknowledged the opening of opportunity for the shareholders to propose meeting agenda and nomination of new directors in accordance with good corporate governance principles via the Company’s website (www.lannar.com) from October 1, 2016 to December 31, 2016. It appeared that no shareholders proposed any meeting agenda nor new director nomination for the Annual General Meeting of Shareholders Year 2017.

(3) The NRC has considered nomination of directors in place of directors retired by rotation at the Annual General Meeting of Shareholders Year 2017, having established method and procedures for the nomination as follows:

(3.1) The NRC acknowledged the name list of directors retired by rotation and name list of outsiders being proposed for appointment to director positions in place of the directors retired by rotation.

(3.2) The NRC considered and selected persons who are suitable for the director positions from the proposed name list. Qualifications being considered include skills, experience, and expertise from various occupation that are beneficial to the operation of the Company. The persons must also be eligible for the director position of a listed company in compliance with the Company’s regulations and related laws. The performance during the past year (if any) of the Director of the Company is also considered.

(3.3) The NRC selected and proposed the name list of suitable persons for the director positions in place of the directors retired by rotation to the Board of Directors for further proposal to the Annual General Meeting of Shareholders Year 2017 for its consideration.

(4) The NRC considered the remunerations of the Board of Directors and sub-committees by considering the scope of duties and responsibilities of each committee. Comparisons with other companies in the same industrial sector were made, including the size and expansion of business and operating results of the previous year. Accordingly, the NRC has proposed appropriate remunerations to the Board of Directors for further proposal to the Annual General Meeting of Shareholders Year 2017 for its consideration.

(5) The NRC has reviewed and made self-assessment of its performance during year 2016 as the whole committee and individual in accordance with good corporate governance. According to the results of the self-assessment, the NRC has operated effectively and in accordance with the assigned duties and responsibilities.

February 16, 2017
On Behalf of the NRC



(Mr. Kraisi Sirirungsi)

Chairman of the NRC

The Corporate Governance Committee

The Corporate Governance Committee or the “CGC” has been appointed by the Board of Directors to perform its duties from June 20, 2016, which can be summarized as follows.

(1) The CGC is appointed by the Board of Directors to comprise of at least three Company’s directors and executives, having one CGC Chairman, and at least two CGC Members. The Board of Directors or the CG Committee shall appoint a suitable person as Secretary. The name list and positions of the CGC members are as follows.

| Name | Position | Number of Meeting Attendance in Year 2016 |
|--------------------------------|--------------------------|---|
| (1) Mr. Srihasak Arirachakaran | CGC Chairman | 2 of 2 Meetings |
| (2) Mrs. Petcharat Chayanon | CGC Member | 2 of 2 Meetings |
| (3) Mr. Prasert Promdech | CGC Member | 1 of 2 Meetings |
| (4) Mr. Sudusit Ounsangchan | CGC Member | 2 of 2 Meetings |
| (5) Mr. Vacharachai Nachailert | CGC Member | 2 of 2 Meetings |
| (6) Mr. Saharat Vatanatumrak | CGC Member and Secretary | 2 of 2 Meetings |

(2) Office Term

The CGC Members has a three-year term of office each. The member of the CGC who is retired by rotation may be re-appointed.

To ensure continuity of operation, upon retirement by rotation or the the event that can no longer serve until the term ends, resulting in a lesser number of members as specified in (1) above, the Board of Directors shall nominate and appoint new CGC Committee member(s) to complete the CGC immediately or at least within three months after the date with incomplete members as described in (1) above.

(3) Authorities, Duties and Responsibilities of the CGC

(3.1) To consider and propose the policy, rule and practice guidelines for activities in accordance with corporate governance principles.

(3.2) To prepare the Corporate Governance Handbook to be adhered and followed by the directors, executives and employees at every level, which must be regarded as important duties to operate in accordance with corporate governance principles and must not be neglected by everyone.

(3.3) To monitor, improve and promote effective corporate governance culture and practice within the organization.

(3.4) To consider forms of self-assessment of the performance of the Board of Directors and sub-committees including offering opinions to propose to the Board of Directors for consideration on a yearly basis.

(3.5) Other Duties and Responsibilities

(a) To regularly report the operation of the CGC to the Board of Directors at least once every year for disclosure in the Annual Registration Statements (Form 56-1) and Annual Reports (Form 56-2) in accordance with the good corporate governance.

(b) To have authority to hire consultants or experts to provide advice and/or opinions as deemed appropriate on a case by case basis. The Company shall be responsible for the incurred expenses.

(c) To have authority to invite executives and/or relevant persons of any level for briefing meetings or submission of related documents.

(d) To perform any other tasks as assigned by the Board of Directors on a case by case basis.

Report of the Corporate Governance Committee

The Corporate Governance Committee (CGC) has operated in accordance with the principles of good corporate governance for the Company to have effective, transparent and fair management and operate the business with ethics acceptable by all stakeholders. During year 2016, the CG Committee held two meeting altogether, which can be summarized as follows.

(1) The CGC has revised and improved on the Good Corporate Governance Handbook (CG Handbook) in accordance with the good corporate governance as stipulated by the Capital Market Supervisory Board and the Stock Exchange of Thailand including revision of best practices and business code of conduct, which have been disseminated on the Company's website and intranet.

(2) The CGC has monitored and supervised that the employees adhere to the CG Handbook and the Business Code of Conduct so that it will developed into the Company's culture, which have included as part of the orientation program of new employees and development training of Company's employees. Related documents and leaflets have been given out to the employees for their acknowledgment and practice.

(3) The CGC has reviewed and improved on the performance self-assessment forms of the Board of Directors and sub-committees once a year by referring to the guidelines of the Thai Institute of Directors Association (IOD) and the Stock Exchange of Thailand and revising the forms as appropriately for the Company. In 2016, self-assessment of performance of the Board of Directors and sub-committees were conducted as a whole and as individual, having objectives as follows.

(3.1) To acknowledge the problems and obstacles preventing achievements of established targets during the past year.

(3.2) To achieve more effective operation of the Company's Board of Directors and sub-committees as their roles, duties and responsibilities are clearly specified.

(3.3) The results of the self-assessment on the performance of the Board of Directors and sub-committees as a whole and as individual during 2016 ranged between 88.65 to 100 percent. The Board of Directors and each of the sub-committees offered opinions and recommendations on improvement for more effective operation of each committee for the best interest of the Company.

(4) The Company's Directors, executives and employees had been enrolled in several development courses during year 2016 as follows.

(4.1) "CG Forum 1/2016, Ethics : Conscious Corporate Governance" Seminar on February 10, 2016 organized by the Thai Institute of Directors Association and the Stock Exchange of Thailand to promote good corporate governance awareness.

(4.2) "Right and Duties of Shareholders: Yin Yang White and Black, Do the Right Thing" Seminar on March 9, 2016 organized by the Thai Investors Association.

(4.3) "The Power of Culture : Form Performance Culture to Winning Culture" Seminar on April 25, 2016 organized by the Thai Institute of Directors Association.

(4.4) "Anti-Corruption for Officers/Employees" Seminar on May 18, 2016 organized by the Thai Institute of Directors Association to promote understanding of anti-corruption among officers and employees.

(4.5) "Operating Transparency Business in Asia" Seminar on August 16, 2016 organized by the Thai Institute of Directors Association.


(4.6) "CGR Workshop : Enhancing Good Corporate Governance based on CGR Scorecard" Seminar on September 26, 2016 organized by the Thai Institute of Directors Association and the Stock Exchange of Thailand to promote knowledge and understanding about assessment, information disclosure and corporate governance of the listed companies.

(4.7) “Learning New Securities Laws and Correct Practices” Seminar on October 17, 2016 organized by the Thai Listed Companies Association and the Stock Exchange of Thailand to promote knowledge and understanding about the revision of laws on unfair practices concerning securities trading, civil penalty and connection to the capital market according to the Exchange and Securities Act.

(4.8) “Cramming for 100 AGM Checklist Revision Year 2017” Seminar on October 17, 2016 organized by the Thai Investors Association and sponsored by the Stock Exchange of Thailand and the Securities and Exchange Commission to promote knowledge and understanding on the quality assessment of the annual general meeting of shareholders year 2017.

(4.9) “Thai Directors Compensation Survey Year 2016” Seminar on November 28, 2016 organized by the Thai Institute of Directors Association to provide knowledge and understanding concerning the results of the Thai Directors Compensation Survey Year 2016.

(5) Awards and Recognitions Received in Year 2016 are as follows.

(5.1) The Company was placed in the “Very Good” group with a four-star award () for the assessment of Corporate Governance and ranked in the Top Quartile level within the group of companies with market capitalization of Baht 3,000 million to Baht 9,999 million from the Thai Institute of Directors Association, having received a score of 86 percent in 2016 which is higher than in 2015 at 84 percent.

(5.2) The Company received a full 100-score (“Excellent”) for the Annual General Meeting (AGM) Quality Assessment of the Listed Companies Year 2016 from the Thai Investors Association for the 6th consecutive year from year 2011 to 2016. Thus, the Company was presented with the “Investors’ Choice Award” at the 3rd Investors’ Choice Award Ceremony from the Thai Investors Association on July 27, 2016.

The operations concerning corporate governance during year 2016 have been in accordance with the established plan. The CGC shall focus on the development of good corporate governance within the organization in order for the Company and its affiliated companies to manage their businesses effectively, building trust and be acceptable by all stakeholders.

February 17, 2017

On Behalf of the Corporate Governance Committee



(Mr. Srihasak Arirachakaran)

Chairman of the Corporate Governance Committee

The Executives of the Company

• The Executives of the Company include Chief Executive Officer and first four persons in management positions below Chief Executive Officer and also include all those persons who are in the equivalent positions as level-four management. The Company's executives consist of six persons with names and position as follows.

| Executive | Position |
|--------------------------------|---|
| (1) Mr. Srihasak Arirachakaran | Chief Executive Officer |
| (2) Mr. Saharat Vatanatumrak | Chief Officer—Corporate |
| (3) Mrs. Petcharat Chayanon | Chief Officer—Accounting and Finance |
| (4) Mr. Prasert Promdech | Chief Officer—International Marketing |
| (5) Mr. Vacharachai Nachailert | Chief Officer—Domestic Marketing |
| (6) Mr. Sudusit Ounsangchan | Chief Officer—Coal Business Development |

- **The Chief Executive Officer has the following scope of duties and responsibilities:**

(1) Duties and Responsibilities

(1.1) To effectively control, monitor and supervise the day-to-day management of the Company, in accordance with the resolutions of the Shareholders' Meeting, the Board of Directors, and Company's objectives and articles of association so as to maximize Company's best interests for short and long-term period.

(1.2) To prepare the annual corporate plan and budget including manpower, employees' expenses, earnings and expenses, and investment budget to be proposed annually to the Board of Directors for approval within 30 (thirty) days before the end of the year.

(1.3) To manage the Company according to the policy and objectives established by the Board of Directors, and according to the corporate plan and budget approved by the Board of Directors.

(1.4) To manage Company's finance in accordance with the financial plan approved by the Board of Directors, as well as Company's contractual commitments to every creditor.

(1.5) To function under the relevant laws concerning with the Company, as well as follow the Company's contractual commitments with the government authorities and the third parties.

(1.6) To report operating results to the Board of Directors once every quarter.

(1.7) To undertake or carry out certain individual tasks as assigned by the Board of Directors on a case by case basis.

(2) Financial Authorities

(2.1) Having authority to approve daily and normal expenses according to the investment, earnings and expenses, and manpower budget plans as approved by the Board of Directors, including expenses as stipulated by the laws and/or expenses obligated by the contracts between the Company and authorities and external parties.

(2.2) Having authority to purchase/hire for fixed assets and/or transactions which are not considered normal business operation according to the investment and budget plans as approved by the Board of Directors within Baht 2 (two) million each time per one transaction, provided that the transaction is approved by the Management Consultant before execution, and the Board of Directors must be proposed for approval at the earliest opportunity.

(2.3) Having authority to obtain a loan for the business of the Company within the credit amount and under conditions and terms which have been approved by the Board of Directors. In the case that the assets of the Company must be used for loan guarantee, the matter must be approved by the Board of Directors every time, **except** for the following matters that are considered normal transaction, having authority in every case.

(A) Opening of Letter of Credit (L/C) including Trust Receipt and Shipping Guarantee for the purchase and/or hire of item from overseas.

(B) Obtaining bank guarantee of commercial bank and/or financial institution as guarantee for contractual obligation of the Company with the government authorities and external parties.

(C) Execution of risk protection contracts on foreign currencies such as forward exchange contracts, etc., but only in the case that the Company has contractual obligation that must make payment in foreign currencies.

(2.4) Approving of advance for the employee for use in the Company's business as follows:

(A) For expenses according to contractual obligation or by laws and/or as already approved by the Board of Directors for the advance to actual payment such as land purchase costs, mineral royalties, fees and taxes, electricity tariff and other utilities' expenses, etc.

(B) For other items besides (a), they can be approved for not more than Baht 500,000 (five hundred thousand Baht) each time or per item.

(2.5) Having authority to set provision and/or write off bad debt of the Company at not more than Baht 50,000 (fifty thousand Baht) each time or per item during each financial year, and not exceeding Baht 1,000,000 (one million Baht) overall in the financial year, and report the matter to the Board of Executive Directors once every quarter.

(2.6) Having authority to sell and write off inventory and/or damaged or lost assets, and/or make compensation at not more than Baht 50,000 (fifty thousand Baht) each time and not more than Baht 1,000,000 (one million Baht) overall in a financial year, and report the matter to the Board of Directors once every quarter.

(2.7) Having authority to set aside reserve for depreciation of every type of asset, and/or outdated or deteriorated inventories in accordance with relevant accounting standards, and report the matter to the Board of Directors at the earliest opportunity.

(3) Production Authorities

(3.1) To establish production target and plan for each year according to market requirement and as obligated by the contract with every customer, in order to present the matter for consideration and approval by the Board of Directors every year within 30 (thirty) days before the end of year.

(3.2) To plan and perform production in accordance with the plan and target as approved by the Board of Directors at the lowest cost. In the case that it is different than the approved plan and target, the matter is to be proposed to the Board of Directors for approval before execution or at the first opportunity.

(3.3) To establish target and strategy for additional exploration or acquisition of coal deposits or other minerals that have commercial benefits in order to increase production and distribution potential of the Company in the future and for Company's business expansion and long term and sustainable growth, with terms and conditions as established by the Board of Directors.

(4) Marketing Authorities

(4.1) To establish target, plan and strategy for the marketing the products for each year according to market requirement and as obligated by the contract with every customer, in order to present the matter for consideration and approval by the Board of Directors every year within 30 days before the end of year.

(4.2) To plan and distribute products in accordance with the plan and target as approved by the Board of Directors in order for the Company to maintain or increase its market share, as well as to increase and/or maximize the revenue and profit. In the case that it is different than the approved plan and target, the matter is to be proposed to the Board of Directors for approval before execution or at the first opportunity.

(4.3) Having authority to establish pricing and conditions for the sales and service of the Company as established by the Board of Executive Directors and/or according to the contractual obligation with every customer.

(4.4) Having authority to purchase/hire for production and/or to import products for selling in order for the Company to maintain and/or increase its market share, as well as increase and maximize the revenue and profit, after the approval by the Board of Directors.

(4.5) Having authority to sell products and service both domestically and overseas by entering into contractual obligation of not more than 3 (three) years, including appointment of sales representative of not more than one year each time.

(5) Employment Authorities

(5.1) Having authority to establish suitable number of manpower or employees in line with the Company's business operation, as well as, to set salaries and wages, compensations and bonuses for every employee at every level according to the manpower and budget as approved by the Board of Directors.

(5.2) Having authority to employ, appoint, transfer, remove and terminate every employee and every level, except for employee of director level and above which must be approved by the Management Consultant first.

(5.3) Having authority to establish job regulations and benefits for the employees of the Company following the criteria, conditions and budget as approved by the Board of Directors.

(6) Authorities concerning Legal Case and Contract

(6.1) Having authority to execute only the contract that is considered normal daily business operation according to the budget approved by the Board of Directors, not more than one year each time.

(6.2) Having authority to file a legal case and put up a defense for the benefit of the Company by reporting to the Board of Directors for acknowledgement at every meeting and when the legal case occurs.

(7) Authorities concerning Projects, requiring Approval from the Management Consultant

(7.1) To consider and perform preliminary feasibility study of the project that is deemed beneficial to the Company's business operation in the future and/or providing satisfactory return in long term.

(7.2) To consider hiring consultants for the projects within the budget approved by the Board of Directors.

(7.3) If the project is found to be feasible after the project's feasibility study, detailed information of the project is to be presented to the Board of Directors for consideration and approval before execution.

(7.4) For the approved project, the scope of authorities are as follows:

(a) To establish operation plan, budget and target in order to achieve objectives or internal rate of return as expected.

(b) Having authority to contact, negotiate and execute a memorandum of understanding concerning with the joint venture, with term period of not more than one year.

(c) Shareholders Agreement and establishment of a joint venture company must be approved by the Board of Directors before execution.

(7.5) To report on the progress of the approved projects to the Board of Directors for acknowledgement at every meeting.

(8) Other Matters

(8.1) Any matters that must be proposed for approval and/or to obtain approval from the Board of Directors, Chief Executive Officer will propose to the Management Consultant for consideration before proposing to the Board of Directors.

(8.2) Matters that exceed the scope of duties and authorities of the Chief Executive Officer above are to be proposed to the Board of Directors consideration and approval before execution.

(8.3) The Chief Executive Officer may establish working groups and give authorities any employee of the Company, any position or anyone to act on behalf within the scope of duties and responsibilities which deemed appropriate on a case by case basis.

Such assignment of authority of the Board of Directors, sub-committees, directors, executives or an individual will not assign authority which make an authorized person shall approve transaction that may have any conflict of interest with the Company, subsidiary companies or associated company except for the approval of normal business transactions which the scopes are clearly determined.

• Regulation of the Executives and Employees

The Company is the producer and distributor of coal and other types of fuel, which can reasonably add values to the stakeholders. The Company is also aware of the overall balance of environment and interest of the society. Thus, in order for the Company to achieve such qualities with strength and sustainability in long term, the regulation for good practices of the executives and staff has been established as the code of conduct as follows.

(1) Perform duties with accountability, honesty, determination, dedication and in compliance with the law, regulation, policy and corporate culture with consideration on the best interest of the Company.

(2) Strictly maintain confidentiality of the customers, trading partners and the Company, overseeing and guardedly ensuring that no confidential documents or information leak or fall into the hands of unrelated individuals.

(3) Respect the individual right of the staff, avoid taking information or story of the staff, including work-related and personal matters for disclosure or comments in such manner that would cause damage to the staff or Company's image overall.

(4) Do not abuse or do anything that would lead to disharmony or damage within the Company or individuals relating to the Company.

(5) Maintain and jointly create harmony and unity among all staffs, be helpful and supportive of one another for the overall and utmost benefit to the Company.

(6) Conduct oneself toward colleagues with respect, generosity, good human relations, not concealing necessary information for the work from colleagues and adjust oneself to work well with the others, as well as be respectful to others by not taking credit for the work of the others.

(7) Be determined on becoming a good person and intellect by continuously developing oneself in the direction that is beneficial to oneself and the Company.

(8) Study and seek for knowledge and experience to reinforce the knowledge and skills for the work and constantly update oneself with modern technology.

(9) Adhere to virtue, morality and refrain from all vices by not conducting oneself in such manner that would ruin the reputation of oneself and the Company.

(10) Inform superiors in order of ranking or the Audit Committee, if witness any activities that might indicate any fraud or wrongdoing within the organization.

(11) Perform any tasks that protect the environment and work conditions as well as help the Company to develop and achieve its excellence.

(12) Avoid giving or receiving goods, reception or any other benefits from trading partners or individuals related to the Company's business unless it is in accordance with the regulation and mandate of the Company.

Remuneration of Directors and Executives

Explicit Remuneration

- In 2016, the Company had paid remunerations for the Directors in the form of monthly salary and annual remuneration (bonus) as follows:

(Unit: Baht)

| Director's Name | Position in Company | Year 2015 | | | Year 2016 | | |
|---------------------------------|--|-----------|---------|-----------|-----------|---------|-----------|
| | | Salary | Bonus | Total | Salary | Bonus | Total |
| (1) Mr. Somkiart Limsong | Chairman | 720,000 | 762,204 | 1,482,204 | 720,000 | 762,204 | 1,482,204 |
| (2) Mr. Kraisi Sirirungsri | Director | 360,000 | 571,644 | 931,644 | 360,000 | 571,644 | 961,644 |
| | Nomination and Remuneration Committee Chairman | - | - | - | 30,000 | - | - |
| (3) Mr. Paul Heinz Hugentobler | Director | 360,000 | 381,096 | 741,096 | 360,000 | 381,096 | 741,096 |
| (4) Mr. Vorathep Rangchaikul | Director | 360,000 | 381,096 | 741,096 | 114,000 | 381,096 | 495,096 |
| (5) Mr. Siva Mahasandana | Director | - | - | - | 246,000 | - | 246,000 |
| (6) Mr. Suroj Subhasavasdikul | Director | 360,000 | 381,096 | 741,096 | 360,000 | 381,096 | 741,096 |
| (7) Mr. Vanchai Tosomboon | Director | 360,000 | 381,096 | 741,096 | 360,000 | 381,096 | 751,096 |
| | Nomination and Remuneration Committee Member | - | - | - | 10,000 | - | - |
| (8) Mr. Visit Tantisunthorn | Director | 360,000 | 381,096 | 741,096 | 360,000 | 381,096 | 741,096 |
| (9) Mr. Pilas Puntakosol | Director | 360,000 | 381,096 | 741,096 | - | 381,096 | 381,096 |
| (10) Mr. Srihasak Arirachakaran | Director | - | - | - | 360,000 | - | 380,000 |
| | Nomination and Remuneration Committee Member | - | - | - | 20,000 | - | - |
| (11) Mr. Tanon Tantisunthorn | Director | 360,000 | 381,096 | 741,096 | 360,000 | 381,096 | 741,096 |
| (12) Mr. Anun Louharanoo | Director | 360,000 | 381,096 | 741,096 | 360,000 | 381,096 | 761,096 |
| | Nomination and Remuneration Committee Member | - | - | - | 20,000 | - | - |
| (13) Mr. Padoong Techasarintr | Independent Director | 360,000 | 381,096 | 921,096 | 360,000 | 381,096 | 921,096 |
| | Audit Committee Chairman | 180,000 | - | - | 180,000 | - | - |
| (14) Mr. Adul Tantharatana | Independent Director | 360,000 | 381,096 | 861,096 | 360,000 | 381,096 | 861,096 |
| | Audit Committee Member | 120,000 | - | - | 120,000 | - | - |
| (15) Mrs. Duangkamol Suchato | Independent Director | 360,000 | 381,096 | 861,096 | 360,000 | 381,096 | 861,096 |
| | Audit Committee Member | 120,000 | - | - | 120,000 | - | - |
| (16) Mr. Akasit Jirayuwanon | Independent Director | 360,000 | 381,096 | 741,096 | 360,000 | 381,096 | 741,096 |

- The Company paid remunerations to the executives in the form of monthly salary and annual bonus, which varies according to operating results of the Company as follows.

| Executives' Remuneration | Year 2015 | | Year 2016 | |
|-----------------------------|-------------------|---------------|-------------------|---------------|
| | Number of Persons | Baht per Year | Number of Persons | Baht per Year |
| Monthly Salary | 10 | 35,236,608 | 7 | 20,474,720 |
| Annual Remuneration (Bonus) | 10 | 8,584,152 | 7 | 4,236,401 |
| Total Remuneration | 10 | 43,820,760 | 7 | 24,711,121 |

- The Company paid remuneration to Chief Executive Officer in the form of monthly salary and annual bonus, which varied according to operating results of the Company in 2016, totaling Baht 6,562,990 (Baht 9,870,000 in year 2015).

Other Remunerations

- The Company contributed a total of Baht 814,716 into the Employee Joint Investment Program (EJIP) and the Provident Fund for Chief Executive Officer (Baht 1,155,600 in 2015), and provided a Company's vehicle for the Chief Executive Officer.

- The Company contributed a total of Baht 3,003,819.36 into the Employee Joint Investment Program (EJIP) and the Provident Fund in year 2016 for seven executives as employees of the Company (Baht 6,812,112.16 for 10 executives in 2015), and provided Company's vehicles for six executives.

- Other than the above mentioned remuneration, the Company does not issue shares, warrant, convertible debenture and/or other privilege to directors and executive.

Shareholding in Lanna Resources Public Co., Ltd. by the Directors and Executives

| Directors and/or Executives | Year 2016 | | | | | Shares Increase (+)/ Decrease(-) in 2016 | | |
|---------------------------------|-----------------------|--------|-------------|--------------------------------------|------------|--|------------------|---------|
| | Number of Shares | | | | | % of Shareholding | Number of Shares | % |
| | Directors/ Executives | Spouse | Minor Child | Representative and/or related person | Total | | | |
| (1) Mr. Somkiart Limsong | - | - | 28,562,460 | 4,793,000 | 33,355,460 | 6.353 | - | - |
| (2) Mr. Paul Heinz Hugentobler | - | - | - | - | - | - | - | - |
| (3) Mr. Padoong Techasarintr | - | - | - | - | - | - | - | - |
| (4) Mr. Adul Tantharatana | - | - | - | - | - | - | - | - |
| (5) Mrs. Duangkamol Suchato | 180,000 | - | - | - | 180,000 | 0.034 | - | - |
| (6) Mr. Suroj Subhasavasdikul | - | - | - | - | - | - | - | - |
| (7) Mr. Kraisi Sirirungsi | 9,967,781 | - | - | - | 9,697,781 | 1.847 | - | - |
| (8) Mr. Akasit Jirayuanon | - | - | - | - | - | - | - | - |
| (9) Mr. Siva Mahasandana | - | - | - | - | - | - | - | - |
| (10) Mr. Vanchai Tosomboon | 942,350 | - | - | - | 942,350 | 0.179 | 808,700 | 0.154 |
| (11) Mr. Visit Tantisunthorn | 6,430,500 | - | - | - | 6,430,500 | 1.225 | - | - |
| (12) Mr. Tanon Tantisunthorn | - | - | - | - | - | - | - | - |
| (13) Mr. Anun Louharanoo | 1,380,587 | - | - | - | 1,380,587 | 0.263 | 138,548 | 0.026 |
| (14) Mr. Srihasak Arirachakaran | 508,010 | - | - | - | 508,010 | 0.097 | 142,211 | 0.027 |
| (15) Mrs. Petcharat Chayanon | 147,659 | - | - | - | 147,659 | 0.028 | 41,631 | 0.008 |
| (16) Mr. Prasert Promdech | 64,773 | - | - | - | 64,773 | 0.012 | (94,339) | (0.018) |
| (17) Mr. Vacharachai Nachailert | 155,303 | - | - | - | 155,303 | 0.030 | 43,463 | 0.008 |
| (18) Mr. Sudusit Ounsangchan | 54,901 | - | - | - | 54,901 | 0.010 | (31,417) | (0.006) |
| (19) Mr. Saharat Vatanatumrak | 186,986 | - | - | - | 186,986 | 0.036 | 53,325 | 0.010 |

Remarks: Disclosed information includes spouse, minor child, proxy and/or related individual.

Shareholding in Thai Agro Energy Public Co., Ltd (Subsidiary) by the Directors and Executives

| Directors and/or Executives | Year 2016 | | | | | Shares Increase (+)/ Decrease(-) in 2016 | | |
|---------------------------------|-----------------------|-----------|-------------|--------------------------------------|------------|--|------------------|---|
| | Number of Shares | | | | | % of Shareholding | Number of Shares | % |
| | Directors/ Executives | Spouse | Minor Child | Representative and/or related person | Total | | | |
| (1) Mr. Somkiart Limsong | 5,720,492 | - | - | 958,600 | 6,679,092 | 0.668 | - | - |
| (2) Mr. Paul Heinz Hugentobler | - | - | - | - | - | - | - | - |
| (3) Mr. Padoong Techasarintr | - | - | - | - | - | - | - | - |
| (4) Mr. Adul Tantharatana | - | - | - | - | - | - | - | - |
| (5) Mrs. Duangkamol Suchato | 36,000 | - | - | - | 36,000 | 0.004 | - | - |
| (6) Mr. Suroj Subhasavasdikul | - | - | - | - | - | - | - | - |
| (7) Mr. Kraisi Sirirungsi | 41,200,000 | 4,100,000 | - | - | 45,300,000 | 4.530 | - | - |
| (8) Mr. Akasit Jirayuanon | - | - | - | - | - | - | - | - |
| (9) Mr. Siva Mahasandana | - | - | - | - | - | - | - | - |
| (10) Mr. Vanchai Tosomboon | - | - | - | - | - | - | - | - |
| (11) Mr. Visit Tantisunthorn | 17,373,000 | - | - | - | 17,373,000 | 1.737 | - | - |
| (12) Mr. Tanon Tantisunthorn | - | - | - | - | - | - | - | - |
| (13) Mr. Anun Louharanoo | 4,771,895 | - | - | - | 4,771,895 | 0.477 | - | - |
| (14) Mr. Srihasak Arirachakaran | 45,940 | - | - | - | 45,940 | 0.005 | - | - |
| (15) Mrs. Petcharat Chayanon | - | - | - | - | - | - | - | - |
| (16) Mr. Prasert Promdech | - | - | - | - | - | - | - | - |
| (17) Mr. Vacharachai Nachailert | - | - | - | - | - | - | - | - |
| (18) Mr. Sudusit Ounsangchan | - | - | - | - | - | - | - | - |
| (19) Mr. Saharat Vatanatumrak | - | - | - | - | - | - | - | - |

Remarks: Disclosed information includes spouse, minor child, proxy and/or related individual.

Information on Employees

Number of Employees and Compensation

- In 2016, the Company and its affiliated companies have the following number of employees and employees-related expenses.

| Description | Year 2016 | | |
|--|--------------|----------------------|-------|
| | Company Only | Affiliated Companies | Total |
| Number of Employees as at End of Year (Persons) | 72 | 641 | 713 |
| Employees-Related Expenses per Year (Million Baht) | 72 | 235 | 307 |

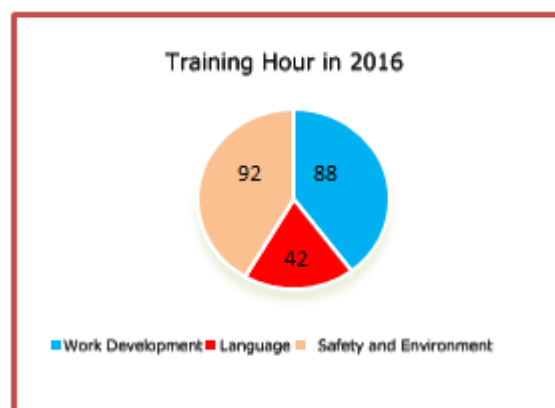
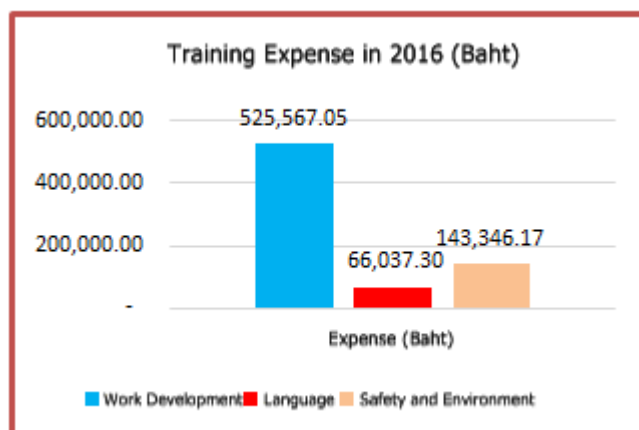
- Remunerations paid to the employees in 2016 comprises monthly salaries, wages, bonuses or annual remunerations, provident fund contributions and other welfares, which may be both paid on a monthly fixed basis and vary according to the operating results and performance.

Personnel Development Policy

The Company and the affiliated companies give priorities to the development and improvement of personnel, modern technology system for the operation corresponding to the changing conditions to sustain long term growth with quality and stability. The Company has policy on personnel development which is carried out consistently to increase knowledge, skill, and expertise as well as work effectiveness of the employees at every level and to encourage development of knowledge and skill of employees through on-the-job training with new employee having a supervisor for each line of work assigned to train the new employee. Training courses have been regularly organized internally by inviting lecturers or speakers to pass on their experience and additional knowledge to the employees. The Company also sends its employees and executives to training program and seminars with topics relating to the work of each department for additional knowledge.

In addition, the Company has established regulations concerning training and development of employees and enrolled the executives in the Master of Business Administration Program and other courses at reputable universities. In addition, the Company has established various personnel development and training programs and activities such as workshops in order to develop the executives, reinforcement of knowledge and relationship within the working teams, as well as making plans and improvement of strategies to develop the Company for higher efficiency. Moreover, since the Company has made investments overseas, especially in the coal mining business in Indonesia—the core business—and therefore, English and Indonesian Bahasa language training courses have been provided including knowledge on the basic laws and regulations, the traditions and culture for the employees who must travel to work in such country to have correct understanding and follow the laws and regulations correctly, preventing issues and difficulties while working in the country. In 2016, the Company has provided trainings for executives and employees to develop their potential as follows:

Training Expenses and Training Hours in 2016



| Training for Employee in 2016 | Average Training Hour per Person | Objective of Training |
|---|----------------------------------|---|
| Management level | 71 | To develop employees' management skills together with perspective and vision. |
| Heads of departments and employees | 151 | To develop personal competence and skills in working together as a teamwork |
| Costs of employee training and development in 2016 totaling Baht 734,950.52 | | |

Corporate Culture

The Company has the corporate culture named “LANNAR Spirit” (more detail on page 15 of this Annual Report). The Company has held three seminars for executives and employees, corresponding with the LANNAR Spirit as follows:

(1) Mr. Sonthi Kotchawat, secretary-general of the Thai Environmental Health Association, was invited to be a speaker under topic of “Environmental Management for Industrial Factory” on November 11, 2016 at The AETAS Hotel, Bangkok. There were 27 employees participated.

(2) Ms. Marisa Muhsin, Bahasa Indonesia language expert, was invited to be a speaker under topic of “Indonesian Language for Communication” which was held in 2016 (Continuing Program) at Lanna Resources Public Co., Ltd., Bangkok. There were 25 employees participated.

(3) For sectoral development, the Company enrolled its executives and supervisors in “Mini Master of Business Economics”, Faculty of Economics, Chulalongkorn University, which was held in 2016 (Training duration for 30 hours). There were 4 executives and supervisors participated.



Policies and Guidelines Concerning Remunerations of Employees

The Company's remuneration of employee is appropriate and comparable to general practice of companies in the same industry with yearly readjustment accordingly to individual's performance. The Company offers remuneration rate above wage policy as stipulated by laws (minimum daily wage of 300 baht). Furthermore, the Company offers additional benefits and welfare including bonuses, business trip allowance domestically and overseas, etc.

Employee Code of Conduct

• The Company has established measure and practice guideline on the employee code of conduct for the employees to constantly follow and abide by on a regular basis as follows:

(1) Perform duties with honesty, discipline, accountability and awareness of assigned duties and with aim to attain advancement and security for themselves and the Company.

(2) Jointly create unity and harmony among the groups of employees; perform duties and resolve problems together and professionally with maximum effectiveness and efficiency; ready for better changes; able to respond to changes and use work skills to achieve maximum benefit.

(3) Be serious and attentive and perform duties diligently and patiently; aim to build and develop the Company to achieve its excellence.

(4) Use the Company's assets in the most efficient manner and protect the assets from improper depreciation or loss, and not to use the Company's assets for personal benefit and others or use the assets fraudulently or illegally.

(5) Must maintain confidential information of the customers, trading partners and the Company and must not disclose confidential information related to the business of the Company or use the inside information to dishonestly gain personal benefit and/or for other parties.

(6) Do not use work position to gain any personal benefit and/or others fraudulently, including the following:

(6.1) Employees are strictly prohibited from receiving cash or any other compensation from customers, trading partners or persons having connected business with the Company.

(6.2) Employees should avoid receiving gifts from the customers, trading partners or persons having connected business with the Company due to possible conflict of interest, except for accepting gifts during special or traditional occasions of which gifts must be of small and appropriate values, not excessive or unreasonable. Every employee can use own judgment whether it is appropriate to accept such gift. The employee should seek advice or recommendation from the supervisor if he/she feels uncertain about accepting the gift.

(7) Cooperate and assist in the work with every coworker and be respectful of other employees in the same organization, also share knowledge and experience with coworker for the interest of the Company.

(8) Be attentive and helpful in any activities for maintaining clean and safe working environment.

(9) Employees are prohibited from making accusation or abusive remarks to the Company, executives and coworkers without truth.

(10) Employees must strictly and regularly comply with the Company's regulations, Articles of Association and relevant laws, as well as support and cooperate in the practice of Company's business ethics or code of conduct for actual results.

(11) Notify the supervisor or relevant department of any wrongdoing or illegal activities and avoid or do not do anything that may damage the overall image or reputation of oneself and the Company.

Safety, Occupational Health and Environment

- The Company gives precedence to accident prevention and environmental protection by complying with relevant laws and regulations in order to ensure safety for the employees and to have good working environment, including continuing improvement on safety, occupational health and environment. Accordingly, the Company had no accident from work during year 2016. Additionally, the Company has held first aid training and fire drill training from a certified agency on June 20, 2016 at the Ayutthaya Coal Center, Ayutthaya Province.



- “5S” activity is part of the duty involving every employee at all levels. The superior has duty to supervise, promote and recommend for the efficiency and effectiveness with continuing improvement of the program. The activity is aimed to promote good working environment and safety as well as to instill basic consciousness of increasing effectiveness in the operation.

- The Company has been undertaking sustainability development. Environmentally, dust suppression is achieved by tree planting along the perimeter as wind barriers and installation of high-pressure sprinklers around coal storage and conveyer belt areas. Drainage water is collected in a sedimentary trap to prevent sediment being discharged to public waterways. In order to prevent debris on public roads, departing coal trucks are required to have a proper covering and must pass through provided wheel wash facilities. Air and water conditions are regularly inspected to ensure the effectiveness of measures taken towards dust suppression. Furthermore, the Company has constructed a closed coal storage system consisting of silos and conveying machinery to reassure minimal environmental impact.

- The Company has established guidelines on the safety, occupational health and environment as follows.

(1) The executive and employee must strictly follow and operate in accordance with the laws, policy, regulations and standard in terms of quality, safety, health and environment.

(2) The Company shall employ every means to control and prevent all types of loss from accident, fire, injury or illness from the workplace, loss or damage to the assets, safety system violation, improper method of operation and all the errors, including protection of environment in the workplace and safety to all employees. Accordingly, the report on any accident is the responsibility of the executive and employee by strictly follow the established procedure, regulation and order.

(3) The Company shall set up prevention and control plan for emergency in every area of operation, including emergency and crisis management plan for the organization to be prepared for any emergency events that may occur and be ready for other crisis events which may halt the business operation, damage reputation and image of the organization.

(4) The Company shall arrange for the public relations and communication to build knowledge, understanding and dissemination of information to the employees including all stakeholders to acknowledge and understand the policy, regulations, procedure and any cautions in terms of quality, safety, health and environment, to strictly follow for correct implementation without creating any hazard to the health, assets and environment.

(5) The Company shall promote and instill consciousness in the quality, safety, health and environment as part of daily routine of the employee.

(6) The Company shall train the employees and increase role and duty of the supervisor in the control of operation so that it employs good safety system which is consistently followed.

(7) The Company shall improve on the safety and environmental standard to achieve international standard for good living quality and environment of the employees.

(8) The Company shall seriously and continuously take part in social responsibilities in terms of quality, safety, health and environment, and in the best use of natural resources by realizing the importance of environment and safety of related stakeholders, as well as promoting social activities in the environmental protection and improvement of living quality in the communities according to sustainable development principle.

Development of Employees' Quality of Life in the Workplace

The Company realizes good work performance comes from employee with good quality of life. Therefore, the Company has organized activities which promote health in order for the employees to become healthy which will promote quality and efficient work from the employees. The Company has organized the following activities to help develop the quality of life of the employees.

(1) Health Checkup Program for the Employees

The Company has arranged for the health checkup for the employees every year to assess health condition of each employee after receiving the results of the health checkup. The Company shall organize activities promoting health and health care for the employees as good health should promote better quality and more effective work performance from the employees.

(2) Influenza Vaccination Program

The Company has arranged to provide the employees with influenza vaccination to protect employees from influenza every year to reduce employees' illness. The Company realizes that health is wealth which should be good for the business operation.

(3) Health Care Project

The Company has organized health care program for the employees through website and journal of the Company to provide knowledge, recommendation and risk prevention that may affect health condition in both physical and mental by inviting medical doctors and health experts from reputable hospitals to provide recommendations on health, illnesses for the employees to understand and maintain good health.

(4) Employee Life and Health Insurance

In addition to the privileges that the employees have received from the Social Security Fund and Workmen's Compensation Fund, the Company has provided life and health insurance policy from reputable insurance companies for the employees. The employees may use health care services from the specified hospitals as well as insurance protection for loss of life due to accident and illness according to the coverage and conditions as stipulated in such insurance policy.

(5) Afterwork Exercise Project

The Company promoted an exercise program after work for the employees by providing sports equipment for the employees to reduce health risk from stress from work and maintain good health.

Provident Fund

The Company and employees have jointly established a provident fund under approval from the Ministry of Finance in accordance with the Provident Fund Act B.E. 2530, which consists of employee contributions or saving deposit at 5 percent of the salary and employer contributions ranging from 5-10 percent depending on the employment period of the employee. This provident fund is managed by the Bank of Ayudhya Public Co., Ltd., which will pay back the saving deposit and employer contributions including benefit to the employee after employment termination according to the established provident fund regulation.

Employment Joint Investment Program

The Company's Board of Directors has approved the Employment Joint Investment Program (EJIP) for the employees of Lanna Resources Public Co., Ltd., having details as follows.

(1) Program Objectives

(1.1) This program is one type of welfare established especially for the employees of Lanna Resources Public Co., Ltd. to encourage the employees who are willing to join the joint investment program by purchasing the ordinary shares in Lanna Resources Public Co., Ltd. through trading system of the Stock Exchange of Thailand, which must be carried out in compliance with relevant laws and regulations.

(1.2) This program shall promote the employees to have a sense of business ownership and think in same course as the Company's shareholders, to build motivation of the employees to work efficiently and effectively, pushing the Company forward for sustainable growth and meet the business plan and targets in the future as anticipated.

(2) Program Period

This Program has commenced from January 1, 2012 until December 31, 2016 totaling 5 years period.

(3) Eligible Employees

Every salaried or permanent employee of the Company has the right to join the program except for those employees under work probation period. The program is on a voluntary basis with eligible employees accepting to comply strictly with the terms and conditions of the program and other related regulations. However, the directors and advisors of the Company are not included.

(4) Program Format

(4.1) The Company shall appoint SICCO Securities Public Co., Ltd. to manage the program by taking the program fund to purchase ordinary shares of Lanna Resources Public Co., Ltd. in the Stock Exchange of Thailand within the date as specified by the Company. The sources of program investment fund are as follows.

(4.1.1) The Company shall deduct 5 percent but not less than Baht 500 from the base salary of the eligible employee who volunteers to participate in the program, plus the annual bonus which the employee has notified his/her wish to include in the program with maximum amount not more than one month salary until the end of the program.

(4.1.2) The Company shall contribute its portion for the participating employee at 100 percent of the money paid in by the employee each time.

(4.1.3) The Company's investment ratio to the employee is 50 percent to 50 percent

(4.2) The employee who is a member of the program must open a separate securities trading account for this program and must pay the commission fee on the securities trading related to this program.

(4.3) The money contributed by the Company for the employee is regarded as income of each employee who has duty and responsibility to pay tax on a cash basis according to the Revenue Code or specified law for the money received.

(5) Silent Period

(5.1) Participating employee must strictly comply with the conditions concerning the silent period as follows.

(5.1.1) Within the first two years of the program (January 1, 2012 to December 31, 2013), the participating employee is not allowed to sell the invested shares.

(5.1.2) From the third year of the program (from January 1, 2014 onwards), the participating employee is allowed to sell shares accumulated in the first two years (January 1, 2012 to December 31, 2013) directly in the Stock Exchange of Thailand.

(5.1.3) From the fourth year of the program (from January 1, 2015 onwards), the participating employee is allowed to sell shares accumulated in the first three years (January 1, 2012 to December 31, 2014) directly in the Stock Exchange of Thailand.

(5.1.4) From the fifth year of the program (from January 1, 2016 onwards), the participating employee is allowed to sell shares accumulated in the first four years (January 1, 2012 to December 31, 2015) directly in the Stock Exchange of Thailand.

(5.1.5) At the end of the program period (from January 1, 2017 onwards), the participating employee is allowed to sell all the remaining shares.

(5.2) When the participating employee is no longer the Company's employee, retired, passed away or requests to withdraw from the program, the program status of such employee shall immediately end according to the conditions of the agreement between the Company and participating employee, which shall automatically result in the termination of the conditions of silent period in Item (5.1) above.

(6) Program Withdrawal

(6.1) Participating employee who once withdrawn from the program or the program status has been terminated are not eligible for re-enrollment.

(6.2) Participating employee can request for program termination or withdraw from the program prior to ending period but such participating employee must notify the Company at least one month in advance, having conditions concerning the termination request or withdrawal from the program prior to ending period or end of program participating status as follows.

(6.2.1) Employee who participates in the program or withdraws from the program within the first two years according to the silent period condition as specified above is required to return Company's contribution in full amount.

(6.2.2) Employee who participates or stays in the program for more than two years according to the silent period conditions as specified above is not required to return Company's contribution.

(6.2.3) Employee, who is retired, handicapped, pass away or laid off according to Company's condition or approval, is not required to return Company's contribution.

(7) This Program has already been endorsed from the Securities and Exchange Commission (SEC) on November 16, 2011; thereby the Company's executives are not required to report the change of shareholding in the Company (according to the Form 59-2) from the acquisition of ordinary shares in this abovementioned Program.

9. CORPORATE GOVERNANCE

Corporate Governance Policy and Code of Conduct

- The Board of Directors has appointed “Corporate Governance Committee” to responsible for ensuring that the Company adhere to the principle of Good Corporate Governance and business is conducted ethically and gaining faith from all the stakeholders with transparency and fairness.
- The Board of Directors has approved of the Corporate Governance Policy in writing by notifying everyone in the organization for practices, having disclosed in the Annual Registration Statement (Form 56-1) and the Annual Report (Form 56-2) and periodically monitoring and reviewing its compliance with the said policy.
- The Board of Directors has approved of the Code of Conduct in writing by notifying everyone in the organization for practices, having disclosed in the Annual Registration Statement (Form 56-1) and the Annual Report (Form 56-2) and periodically monitoring and performing assessment on the effectiveness of the Code of Conduct.

Sub-Committees

- The Board of Directors appoints special committees to alleviate burden of the Board of Directors in order to closely and timely assist. Currently, there are four sub-committees; namely, Audit Committee (“AC”), Risk Management Committee (“RMC”), Nomination and Remuneration Committee (“NRC”), and Corporate Governance Committee (“CGC”). Details are shown under the topic “Management Structure” in the Annual Registration Statements (Form 56-1) and the Annual Report (Form 56-2).
- The Company has policy to occasionally appoint specific sub-committee as deemed necessary for future business operation in order to consider important issues that the Board of Directors deems important and may have significant impact on the business operation.

Nomination and Appointment of Directors and Top Executives

- The selection of individual for the appointment of Company’s Director shall be undertaken through the Nomination and Remuneration Committee by considering work experience, education, capability and qualifications as stipulated by the law. The Board of Directors shall then be propose with this matter for further proposal to the shareholders’ meeting for consideration of the appointment of Director.

- Composition and nomination, appointment, removal or termination of Company’s directorship position have been specified within the Company’s regulation which can be summarized as follows:

(1) The Board of Directors consists of no less than 5 directors and not less than half of all the directors must residence in the Kingdom and must have qualifications as stipulated by the law.

(2) The shareholders’ meeting shall vote for the appointment of directors according to the following rule and procedure.

(A) For each share that shareholder holds will be counted as one vote.

(B) Each shareholder must use all the votes to appoint one person or several persons for the director position but cannot divide the votes into different number of votes for a particular person in case of appointments of several persons for the director positions.

(C) The person receiving the highest number of votes in descending order will be appointed as the directors for the total number of director positions available at the time. In the case of a tie (equal number of votes) for successive positions available, the chairman of the meeting shall have the casting vote.

(3) At every Annual General Meeting of Shareholder, one-third of the directors shall be retired by rotation and if the number of directors is not divisible directly into three parts, the number of directors to be retired shall be the nearest to one-third. The number of directors to be retired in the first year and second year after the Company’s registration shall be done by drawing lots. For subsequent years, the directors in position the longest time shall be retired first. The director retired by rotation may be re-appointed.

(4) Any director wishing to resign from the office shall submit resignation letter to the Company. The resignation will be effective from the date the letter is delivered to the Company.

(5) In the event of vacancy of director position for reason other than by rotation, the Board of Directors may select a person, who is qualified and not of forbidden nature under the laws of the Public Listed Companies and/or laws of the Securities and Exchange Commission, to replace such director at the following meeting of the Board of Directors unless the remaining office term is less than two months. The replacement director shall retain the directorship position only for remaining term of office of his predecessor. Accordingly, the resolution of the Board of Directors must be passed by a vote not less than three-fourth of the number of the remaining directors.

(6) The shareholders' meeting may pass a resolution retiring any director from the office before the time of retirement by rotation by a vote not less than three-fourth of the number of the shareholders attending the meeting and entitled to vote and having shares in aggregate not less than one-half of the number of shares held by the shareholders attending the meeting and entitled to vote.

- The Nomination and Remuneration Committee shall consider initially the qualification of the person who will take the position of the Independent Director by considering the qualification and forbidding nature of the director according to the Public Limited Companies Act, Securities and Exchange Law, Notifications of the Capital Market Advisory Board including regulations and/or relevant rules. Furthermore, the Nomination and Remuneration Committee shall consider the selection of independent director from expertise, work experience and appropriateness in several aspects. The appointment of the Company's director shall then be proposed to the shareholders' meeting for consideration. Accordingly, the Company has policy on the appointment of the Independent Directors for at least one-third of the total number of directors and must not be less than 3 persons.

- The independent director who has been nominated and appointed must have qualification and hold shares according to the regulation of the Office of the Securities and Exchange Commission as follows:

(1) Holding shares not more than one percent of all shares with voting rights of the Company, holding company, subsidiary company, associated company, major shareholder or controlling person of the Company, which shall be inclusive of the shares held by related persons of the particular independent director.

(2) Not being or used to be the director who takes part in the management of the Company, employee, staff member, advisor who receives a regular salary, or a controlling person of the Company, holding company, subsidiary company, associated company, subsidiary company of the same level, major shareholder, or controlling person of the Company, except having been out of the above position for at least two years prior to the appointment. Nevertheless, such prohibited characteristic does not include the case where the independent director who used to be a civil servant or an advisor to the Government which is the major shareholder or controlling person of the Company.

(3) Not being a person who is related by blood or by law as a parent, spouse, sibling and child including a child's spouse, to any management member, major shareholder, controlling person or the person whom has been proposed to become the management member or controlling person of the company or subsidiary company.

(4) Not having or used to have business relationship with the Company, holding company, subsidiary company, associated company, major shareholder or controlling person of the Company, in a way which may prevent independent judgment, as well as not being or used to be the significant shareholder or controlling person of the entity having business relationship with the Company, holding company, subsidiary company, associated company, major shareholder or controlling person of the Company, except having been out of the above position for at least two years prior to the appointment.

(5) Not being or used to be the auditor of the Company, holding company, subsidiary company, associated company, major shareholder or controlling person of the Company, and not being significant shareholder, controlling person or managing partner of the audit firm with staff being the auditor of the Company, holding company, subsidiary company, associated company, major shareholder or controlling person of the Company in the firm, except having been out of the above position for at least two years prior to the appointment.

(6) Not being or used to be the service provider in any professions including legal advisor or financial advisor receiving the service fee exceeding Baht two million per year from the Company, holding company, subsidiary company, associated company, major shareholder, or controlling person of the Company, and not being significant shareholder, controlling person or partner of the such professional service provider, except having been out of the above position for at least two years prior to the appointment.

(7) Not being the director who has been appointed as the representative of the Company, major shareholder or shareholder whom is related to the major shareholder of the company.

(8) Not being an entrepreneur in any business similar to or material competing with the Company or its subsidiary company or not being the material partner in partnership, executive director, employee, staff, advisor who receives salary or holds more than one percent of total number of shares with voting right of the company similar to or material competing with the Company or its subsidiary company.

(9) Having no other characteristic which may prevent from giving independent opinions concerning with the business operation of the Company.

The Independent Director having qualification according to item (1) to (9) may be assigned by the Board of Directors to make decision in the business operation of the Company, holding company, subsidiary company, associated company, subsidiary of the same level, major shareholder or controlling person of the Company, based on a collective decision.

In the event that the person appointed by the Company as the independent director is the person whom has or used to have business relationship or is a provider of professional service with service fee exceeding the amount under the first paragraph of (4) or (6), the Board of Directors may consider for the allowance if it is deemed that the appointment of such person has no impact on the performance of duties and independence of opinions, and the Company has disclosed the following information within the invitation to the shareholders' meeting in the agenda concerning the consideration of the appointment of independent director.

(A) Characteristics of the business relationship or professional service, which have made such person to have the qualification not conforming to the established criteria.

(B) Reason and necessity for maintaining or appointing such person as the independent director.

(C) Opinions of the board of directors for proposing for the appointment of such person as the independent director.

- The Board of Directors of the Company or the shareholders' meeting appoints the Audit Committee consisting of at least 3 members by appointing from the Independent Directors of the Company having qualification according to the Securities and Exchange Law, including regulations and/or rules of the Stock Exchange of Thailand. Accordingly, each Audit Committee member shall have the office term of 3 years each. In addition, the Independent Directors who are also the members of the Audit Committee must have additional qualifications as follows:

(1) Must not be the Director assigned by the Board to make business operation decision of the Company, holding company, subsidiary company, associated company, subsidiary of the same level, or corporate with possible conflict.

(2) Must not be the Director of the holding company, subsidiary company or subsidiary of the same level for only the listed company.

(3) Possesses sufficient knowledge and expertise to perform duties as the Audit Committee Member. Nonetheless, at least one member of the Audit Committee must have sufficient knowledge and expertise to perform and review a reliability of the financial statements.

- The Nomination and Remuneration Committee has duty to screen, select and appoint Chief Executive Officer according to the rules and procedure as established by the Board of Directors by selecting the individual with knowledge, capability as well as having suitable qualification and experience that is beneficial to the Company's business operation and management.

- The Nomination and Remuneration Committee has duty to screen, select and appoint the top executives from the director/chief officer level and above according to the established rule and procedure by selecting the individual with knowledge, capability as well as having suitable qualification and experience that is beneficial to the Company and appropriate with the position and responsibility on a case-by-case basis.

Control over Operation of Subsidiary Company and Associated Company

- The Company has policy for investment in subsidiary company or associated company with the same or similar business nature or business that supports Company's business and increases operating results or profit, or business that has synergy with the Company, which can support the core business of the Company to be more complete.

- The investment in the subsidiary company and associated company shall be under the control and inspection by the Board of Directors. For the control of the subsidiary company and associated company, the Company shall consider sending the director of the Company or select executive with suitable qualifications and experience for the business to be a representative in management to establish important policy and control over the management of such subsidiary company and associated company such as capital increase or reduction, termination of the company, etc. as well as control over complete and accurate disclosure of information concerning financial status and operating results, related transactions which are connected transactions, acquisition and disposition of assets or any other transactions in accordance with relevant laws and regulations.

Supervision over the Use of Company's Inside Information

- The Company has established measures and regulation concerning the protection against the use of Company's inside information, which has not been disclosed to the public, for the benefit of oneself or other persons as follows:

- (1) The Company has notified the Directors and executives for acknowledgment of their duty to report the securities holding in the Company of oneself, spouse, minor child and nominee, including the report of changes in securities holding to the Securities and Exchange Commission (SEC) and acknowledgment of penalties according to the law on Securities and Exchange.

- (2) The director, executive, manager and employee who are aware of inside information of the Company are prohibited to disclose any inside information to any outside person or any person who has no relevant duties and are prohibited to trade the Company's securities during the 1-month period before the financial statements are disclosed to the public.

- (3) The director, executive, manager and employee are prohibited to use the Company's inside information that have not been disclosed to the public which are significant to the change in the price of the Company's securities to seek benefit for oneself and/or for the trading of the Company's securities. Should anyone violate the above stipulation, the Company will proceed according to the relevant laws and severely punish such person based on facts and findings of the incident on a case-by-case basis.

- (4) In case of director, executive, manager and employee being convicted in a criminal case according to the Securities and Exchange Law, the Company will severely punish such person according to one or several of the followings.

- (A) Reduce the salary or compensation

- (B) Terminate, fire or remove from the position of director, executive, manager or employee, alleging that the person has intentionally caused damage to the Company. Should the convicted person hold the directorship position in the Company, the matter will be proposed to the shareholders' meeting for its consideration of the punishment.

- (C) Notify the incident to the Stock Exchange of Thailand and/or the SEC.

- (D) Report the case for a legal prosecution.

- (E) Carry out other matters according to the resolutions by the Board of Directors or shareholder's meeting of the Company.

- (5) The Company expects that every director, executive, manager and employee at every level of the Company report in good faith to the superior of any misconduct or doubtful conduct in violation of the principles concerning the use of Company's inside information for the benefit of oneself. The superior is deemed to have duty in monitoring and supervising the subordinates on the use of Company's inside information for compliance with the established regulation.

Regulation Concerning Confidentiality

The Company has established measures and procedure concerning the protection of trade secrets which are deemed important to the Company's business operation and cannot be disclosed to the public as follows.

(1) Protection of Company's Confidential Information

(A) The Company's Board of Directors, executives and employees must protect the confidential information and documents that cannot be disclosed and/or trade secrets including formulas, inventions, and researches which the Company has the sole right.

(B) The persons holding position of Company's directors, executives, staffs and employees must not disclose confidential information and documents or trade secrets for another two years after leaving such position.

(C) The executives and staffs of the Company must acknowledge the procedure and measures in the safety protection of information, which must be strictly adhered to, in order to prevent from unintentional disclosure of confidential information.

(2) Level of Confidential Information

(A) The Company's trade secrets must be concealed and not leaked out, depending on the significance of the information such as information that can be disclosed, concealed information, secret information, top secret, etc.

(B) Using of internal information must only be in the assigned scope of duty and responsibility.

(3) Provision of Information to the Outsiders

(A) Director or executive assigned by the Company shall only be the person approving for the public disclosure of the information.

(B) Disclosure of information of other investors must be approved by such investors.

(C) In order to comply with the regulation of SET and/or other relevant laws regarding information disclosure of the listed companies, the Company has established that the person inquiring for news and information of the Company must contact the Investor Relations Office.

(4) Comments to the Outsiders

(A) Normally, the executive and/or staff of the Company must not disclose or express opinion to the outsider.

(B) The executive and/or staff must ask oneself first whether or not he/she has duty to answer such inquiries from the outsider. If not, he/she should politely refuse and recommend that the outsider directly make inquiry to the unit described above.

Regulation Concerning Accounting and Financial Transactions

The Company has established regulation concerning with the accounting and financial transactions by specifying that the transactions be recorded accurately and completely which can be reviewed, according to the regulation of the Company and related laws. Moreover, every staff must adhere to the principles of honesty and ethics in their work and duties as follows.

(1) Accuracy of the Records

(A) All business transactions of the Company must be recorded accurately and completely which can be reviewed without any limitation or exception.

(B) Recording of the accounting transaction and business record must be based on facts without distortion or making any false transaction record regardless of any objectives.

(C) The staff at every level must carry out business tasks in conformation and in accordance with the rules and regulations of the Company, including accurate and complete supporting evidence and documents of the business transaction records. Accordingly, the information must be adequately and promptly provided so that the responsible staff in charge of the record taking and preparation of all types of accounting and financial transactions of the Company can record such transactions with accurate and complete details.

(2) Accounting and Financial Reports

(A) Every staff must not distort any information or make false transaction record regardless of whether they are accounting and financial information or any other business information of the Company.

(B) Every staff must realize that the accuracy and completeness of the accounting and financial transaction are joint accountability of the directors, executives and staffs.

(C) Every staff has duty and responsibility to prepare and/or provide detailed information supporting the accounting and financial transaction accurately and completely in accordance with the facts.

(3) Legal Compliance

(A) Every staff at every level must comply with the rules and regulations in accordance with the relevant laws in the preparation and record of the accounting and financial transactions of the Company with accuracy and completeness.

(B) Every staff at every level must adhere to the principles of honesty without prejudice and with trustworthiness in recording and filing of the information, as well as not involving in any illegal and unethical activities.

Regulation Concerning the Use of Information Technology and Communication

Information technology and communication system is regarded as an important factor in promoting business operation and increase efficiency and effectiveness of the work. Accordingly, the Company has established a joint responsibility for every staff that must use the information technology and communication system in compliance with the laws, regulations, orders and standard as established by the Company, which are as follows.

(1) The Company has established safety management of the information system by having issued Company's regulation and order for the Company's staff to comply with the law regarding the use of such computer.

(2) Every staff of the Company has duty and must adhere to the following practices.

(A) Staff must comply with the copyright law, law on the use of computer, regulations and orders of the Company concerning with the use of the information system.

(B) Staff must not violate software copyright or intellectual property of the others.

(C) Staff must not take software program belonging to the Company for own personal use or give it to other individual whom is not a Company's staff for commercial use, copy, disseminate, or make revision of any kind without permission.

(D) Staff must not use the Company's email system on the account of oneself or the others to send or forward information or messages which are deemed harmful to the security of the Country, religion, and royal institution, personal messages, messages with falsehood content, uncreative, chain letters, threatening, computer virus content, to the outside or within the Company, and no falsification of any statement in the email messages of the Company without any exception.

(E) Staff must not use the Company's email system to disseminate news or information of the Company to the outsiders except for those authorized and having duty concerning with the public relations.

(F) Staff must not download any types of file without permission and must not use internal network for any entertainment so not to deteriorate the efficiency of others' email receiving and sending capacity.

(G) Staff must not use the computer network with intention to perform any illegal activities, go against peace, moral standard, and commerce, disclose confidential information or express personal comments.

(H) The use of computer or personal communication device which requires connection with the network of the Company must be approved by the Chief Executive Officer.

(I) The use of computer in the Company or taking the notebook computer for use outside the Company is required that a password be installed and entered every time of use for security of the work. The password must be kept confidential and should be changed from time to time or at least every three months.

(J) Staff must not install a software program that can check or capture information from the network unless having been authorized from the Chief Executive Officer on a special case in order to comply with the relevant laws or regulations.

(K) Staff must maintain the computer and devices under responsibility in good care and use them properly.

(3) The Company shall inspect, search, monitor, investigate and control the use of information system of the staff if it has been found that the staff has used the system inappropriately or might cause damage to information system of the Company.

(4) If the Company finds that a staff has violated or has not complied with the regulations and orders of the Company, such staff may be subject to disciplinary action and/or punishment by law, depending on the severity of the case.

Regulation Concerning Intellectual Properties and Copyright

In pursuant to copyright related laws and computer acts, the Company has established a guideline as follows:

(1) Software being used for operation of the Company must be legal copies. "Free ware" or "Shareware" are usable.

(2) Installation, updates, modification, or uninstallation of any software on the Company's computers must be conducted by the Information Technology Sector, or be approved by the Information Technology Sector.

(3) In case of installation of unauthorized software, the employee who installed the software, including any employee who uses the computer with such software, shall be fully responsible and may be subjected to disciplinary action.

(4) Software of the Company may not be used with personal computers or computers of third-party without approval.

(5) Software of the Company may not be given to external persons, or be commercialized without approval, such as, lending or selling.

(6) Software of the Company may not be copied, distributed, or modified without approval.

(7) Inventions or software being developed are considered assets of the Company. The Company has all rights to such inventions or software. Employees may not distribute or commercialized such inventions or software.

(8) Anti-virus software shall be regularly updated by the Information Technology Sector. Users must scan for virus on any external data being used on the Company's computer.

(9) Employees must be responsible and vigilant while using software of the Company to prevent damage to the software which is an asset of the Company, and to the business of the Company.

(10) Employees and external persons who use software of the Company must strictly follow regulations of the Company. Any violation shall be subjected to disciplinary action according to the regulations of the Company and be subjected to legal proceedings.

Regulation Concerning the Procurement

The Company has established a procurement unit to carry out any procurement matters in order to fulfill the purpose of every unit and in accordance with the established standard of quality. The related procedure and regulations are as follows.

(1) Every procurement transaction must emphasize on the benefit and quality for the Company by receiving package and product correctly as ordered on the quality, price, quantity, service period and promptness. The policy on quality, safety, health and environment of the Company must also be taken into consideration.

(2) Staff who is in charge of the procurement must plan ahead well to avoid unreasonable rush of procurement.

(3) The Company shall not take advantage of the trading partners by considering the benefit and damage that may occur in terms of reputation, image and perception of the Company with the outsiders.

(4) Staff who is in charge of the procurement must provide information that are correct, clear and complete to the trading partner, using disclosure method and providing equitable opportunity to the trading partners.

(5) Staff who is in charge should listen to comments and any suggestions that the trading partners complain or comment in order to improve and resolve problems that have occurred for better efficiency and effectiveness.

(6) Staff who is in charge must maintain the information received from each proposal or bidder as confidential and must not disclose the information to other parties.

(7) Invitation for the bidding process must be conducted in a competitive manner with fairness and impartiality to every trading partner.

(8) Negotiation should be based on business relations to both parties which are open and fair, having evidence that can be referred to.

(9) Maintain equitable business relationship with the trading partners without making demand, receiving goods or any other benefits directly or indirectly from the trading partner without any exception.

(10) The executive and/or authorized person in the procurement must employ impartial and fair discretion in providing advice, recommendations and listening to comments from the staff.

(11) The executive and/or authorized person on the procurement must control, check and supervise so that the task has been strictly undertaken in accordance with the code of conduct and if it is found that the code of conduct has been violated, investigation and disciplinary action or punishment must be strictly undertaken according to the established procedure.

(12) It is encouraged that the procurement is provided to the Thai operator and/or affiliated companies of the Company with important consideration on the receiving quality and benefit.

(13) The procurement should be conducted in a systematic manner and correct in principle having strict control which can always be improved in consistent with changing business situation.

Regulation Concerning Energy Management

Being committed to effective energy utilization, the Company has established a guideline for energy utilization and conservation as follows:

(1) The Company shall regularly and continuously develop energy management system, having energy conservation as a part of operations of the Company, while proceeding in accordance with related laws and regulations.

(2) The Company shall regularly and continuously improve energy efficiency of the Company as appropriate for the technology being used and good operating standards.

(3) The Company shall established energy conservation plan and target annually and communicate such plan to all employees for understanding and proper proceedings.

(4) The Company expects energy conservation to be the duty and responsibility of all executives and employees at every level, who must cooperate with the elected measures.

(5) The Company shall give necessary support, including human resources, technology, budget, trainings, and feedback for regular and continuous energy management development.

(6) The Company shall revise and update energy related policy, target, and plan annually for most effective energy management development and utilization.

Audit Fees

| (A) The Company and subsidiaries have paid the audit fees for year 2016 as follows: | | |
|---|---|--|
| Company Paying Audit Fee | Auditor | Audit Fee |
| (1) Lanna Resources Public Co., Ltd. | Mrs. Saifon Inkaew EY Office Limited | Baht 1,100,000.00 |
| (2) Thai Agro Energy Public Co., Ltd. (Subsidiary) | Mrs. Saifon Inkaew EY Office Limited | Baht 955,000.00 |
| (3) Lanna Power Generation Co., Ltd. | Ms. Satida Ratananurak EY Office Limited | Baht 80,000 |
| (4) PT. Lanna Harita Indonesia (Subsidiary) | Mr. Peter Surja Purwantono, Sungkoro & Surja (A member firm of the Ernst & Young Global Limited) | Baht 1,421,888.87 (Equivalent to Rp 531,900,000) |
| (5) PT. Singlurus Pratama (Subsidiary) | Mr. Peter Surja Purwantono, Sungkoro & Surja (A member firm of the Ernst & Young Global Limited) | Baht 1,138,941.68 (Equivalent to Rp 411,750,000) |
| (6) PT. Lanna Mining Services (Subsidiary) | Mr. Peter Surja Purwantono, Sungkoro & Surja (A member firm of the Ernst & Young Global Limited) | Baht 746,847.00 (Equivalent to Rp 270,000,000) |
| (B) The Company and its subsidiary companies did not hire nor pay non-audited fee to auditors in 2016 | | |
| Remarks: (1) Above audit fees do not include reimbursements from actual incurred expenses such as transportation charges, photocopies and facsimile charges. (2) Exchange rate: Rupiahs 1.00 = Baht 0.0027661 | | |

- The Audit Committee has duty to select, propose the Company's auditor, and determine the audit fee based on reliability, resource sufficiency, and workload of the audit office. The experience of the assigned auditor is also considered. (See "Report of the Audit Committee" on page 135 to 136 of this Annual Report for more information.)

Right of Shareholders and Equitable Treatment of Shareholders

- The Board of Directors recognizes the importance of the right of shareholders as owners of the Company by adhering to the criteria established by the laws and encourages the shareholders to exercise basic rights of the laws. In 2016, the Company convened the Annual General Meeting of Shareholders on April 25, 2016 between 15.00 hrs. to 17.20 hrs. at the Grand Hall Room, 2nd Floor, Plaza Athenee Bangkok, a Royal Meridien Hotel, 61 Wireless Road, Lumpini, Pathumwan, Bangkok, which was at a convenient location for access and transportation. The meeting was attended by thirteen directors out of fourteen directors, and was conducted according to guidelines within the AGM Checklist, prepared by the Securities and Exchange Commission (SEC) in corporation with the Thai Investors Association and Listed Companies Association. For six consecutive years, the Company has received 100 points out of 100 points total for the assessment result on the Annual General Meeting of Shareholders Year 2011 to 2016.

- The Company assigns Thailand Securities Depository Co., Ltd., Company's Share Registrar, to forward the invitation to the shareholders' meeting including relevant documents and information on each of the meeting agendas to the shareholders in advance by 21 days prior to the meeting date which exceeds the time period specified by the law, included the notice calling for the meeting or the meeting invitation shall also be published in a newspaper at least three days prior to the meeting date, in order to provide opportunity for the shareholders to study the information in details. The same information has also been disseminated on the Company's website, both in Thai and English, 30 days prior to the meeting date, so that the shareholders may have access to the information quickly and conveniently.

- The Company does not infringe upon the right of shareholders in the studies of Company's information and shareholders' meeting attendance. For instance, the Company does not suddenly hand out additional important documents in the shareholder's meeting; does not add or revise important information on the meeting agenda without informing the shareholders in advance; does not limit the right to attend the meeting by shareholders who are late, etc.

- The Company provides opportunity for an individual shareholder or combined number of shareholders with shareholding of no less than 0.50 percent of the total number of voting rights of the Company to have the right to propose matters for inclusion as the meeting agenda for the shareholders' meeting and to propose a nomination of new director in advance. The Company conducts this matter by receiving the proposal prior to the shareholders' meeting from October 1st through December 31st of every year with the shareholder having to propose such matter in writing and sending it by mail or by facsimile to the Company Secretary or sending it through the website to for initial notification before sending document to the Company Secretary.

- **By Mail to:**

**Company Secretary of Lanna Resources Public Co., Ltd.
888/99 9th Floor, Mahathun Plaza Building, Phoenchit Road
Lumpini, Pathumwan, Bangkok 10330**

- **By E-mail Address: saharat@lannar.com**

Telephone: 02-2538080 Facsimile: 02-2536822

- In summoning of the shareholders' meeting, the Board of Directors shall comply with the criteria established in the Company's Articles of Association and the AGM Checklist of SEC by notifying the rules and practices of attendance, grant of proxies for presence and votes at the meeting, as well as forward all three proxy forms as established by laws to the shareholders in advance including the meeting invitation by providing option for the shareholder to appoint the proxy from at least two independent directors and encouraging the shareholder to use the proxy form which comments may be specified for the voting.

- The Company has provided adequate information for each meeting agenda within the shareholders' meeting invitation for decision making, including, background and rationale and opinion of the Board of Directors. The shareholders have also been provided with the opportunity to post questions in advance of the meeting date by sending the questions through Company's website or via facsimile.

- At the shareholders' meeting, the Company has engaged Inventech Systems (Thailand) Co., Ltd. to render services supervising vote counting for each meeting agenda. The procedure on voting and vote counting are announced to the shareholders before commencement of the meeting agendas. Voting ballots shall be provided for voting during important agendas and for appointment of directors, which shall be voted individually. Meeting resolutions shall be recorded clearly, including the number of "approval", "disapproval" and "abstain" for every meeting agenda that requires voting. The Company will reveal the voting result of each agenda on the next working day through the Stock Exchange of Thailand.

- The shareholder has the right to vote at the shareholders' meeting with one share being counted as one vote. In addition, the shareholder also has other basic rights such as right to receive the dividend payment, right to consider the remuneration of directors every year, etc., of which the Company has strictly complied with the established regulation and law already.

- At the shareholders' meeting, the Board of Directors and Executives, comprising of the Chairman, Chief Executive Officer, Chairman of each sub-committees, etc. shall attend the meeting to clarify and answer questions to the shareholders' meeting with the Chairman of the Meeting provides equal right and full opportunity for the shareholders to audit Company's operation by posting inquiries, making opinions, and/or offering recommendations, in which important inquiries and recommendations shall be recorded in the meeting minutes.

- The Company's Secretary and the assigned working team has prepared the shareholders' meeting minutes to include all important matters and has forwarded the shareholders' meeting minutes to the Stock Exchange of Thailand and disseminated on the Company's website within 14 days after the meeting has been completed. The shareholder has the right to examine the meeting minutes, supporting documents and other important documents at all time.

- The Company received the Annual General Meeting (AGM) Quality Assessment of the Listed Companies in year 2016 of a full 100-score ("Excellent") for six consecutive years from 2011-2016. Thus, the Company was presented with the "Investors' Choice Award" at the 3rd Investors' Choice Award Ceremony from the Thai Investors Association on July 27, 2016.

- In 2016, the Company has not arranged trip of plant visit, implement to the Thai Institute of Directors Association which will carry out a project on company visit of listed companies' shareholders for the utmost benefit of shareholders and investors. Regardless, the Company may consider on arranging plant visit program in the near future, such as once every three years.

Roles of Stakeholders

- The Board of Directors has established the fundamental policy on corporate governance for practices toward each group of stakeholders by recognizing the rights of stakeholders in accordance with the laws or agreements with the Company without doing anything that would violate the human rights, copyright and intellectual property and/or violate the rights of those stakeholders, including anti-corruption and prohibit bribery for business interest by notifying the above policies to everyone in the organization for compliance and also disseminating the information within the Annual Registration Statements (Form 56-1), Annual Report (Form 56-2) and Company's website.

- The Board of Directors has established measures or channels for involvement by the stakeholders by disclosing relevant information for acknowledgement by the stakeholders and providing opportunity for whistleblowing or complaints by the stakeholders via the Audit Committee without passing through the Company's executives, of which can be sent by mail or E-mail directly without having to disclose the name of the whistleblower or person who makes complaints, in order for the Audit Committee to study the information or find facts based on the information from the whistleblower and to directly present the matter to the Board of Directors for consideration of finding protection measures and appropriate compensation to the damaged person according to cause and impact on a case by case basis.

- The Company has established policies to look after the environment and nearby communities that may be directly affected by business operation of the Company in order to gain trust from the relevant persons in the Company's operation, as well as promote and encourage every employee to get involved in overseeing and continuously carry out safety procedures concerning lives, society, communities and environment.

- The Company has established criteria and procedures concerning reports on interest of the directors, executives and related persons, in accordance with the Securities and Exchange Law and other related law.

- The Company has established policies and guidelines regarding good corporate governance in order for clear understandings and practices which everyone in the organization shall adhere to while treats stakeholders' rights as priorities.

Information Disclosure and Transparency

- The Company has disclosed important information including financial information and other information accurately, completely, timely, transparently, and in accordance with the criteria established by SEC and the Stock Exchange of Thailand. During the past year, the Company has not been punished or acted upon concerning incorrect disclosure of information. The Company believes in the importance of information disclosures that affect the decision of investors and stakeholders equally and periodically performs assessment on the information disclosure process.

- The Company has disclosed its shareholding structure by explaining and showing details on major shareholders and shareholding proportion of the minority shareholders completely and clearly and disclosure of information of shareholding by the directors and executives within the Annual Registration Statements (Form 56-1) and Annual Report (Form 56-2).

- The Company has adequately and appropriately disclosed information within the Annual Registration Statements (Form 56-1) and Annual Report (Form 56-2) according to the regulations of SEC and Stock Exchange of Thailand.

- The Board of Directors is accountable for the financial statements and financial information, which is endorsed by the Chairman of the Board and Chief Executive Officer, as appeared in the Annual Registration Statements (Form 56-1) and Annual Report (Form 56-2), prepared in accordance with the generally accepted accounting standards by using accounting policies that are appropriate and corresponding to the business operation, taken on the regular basis with careful consideration. Important information are also adequately disclosed within the Notes to Financial Statements, which are supervised and responsible by the independent auditor and the Audit Committee on the quality of such financial information.

- The Company has prepared the Management Discussion and Analysis (MD&A) to be disclosed together with the Financial Statements of each quarter and yearend for shareholders' and investors' acknowledgement and understanding of changes in the Company's financial and performance during each quarter and year.

- The Company has disclosed the financial information and other important information in both Thai and English on the Company's website and periodically updated the information so that they are up-to-date.

- The Company has established the Investor Relations Unit to be responsible for communications with the investors, shareholders, as well as analysts and relevant government sectors, of which can be contacted by telephone at 02-253-8080 or at Company's website, www.lannar.com or e-mail address: lanna@lannar.com.

- In 2016, The Company has organized four meetings between the Company and analysts from the Stock Exchange of Thailand and over twelve banking institutes as follows:

First Meeting: On March 18, 2016 presented the yearly operating performance of 2015 and expected projects in 2016.

Second Meeting: On June 23, 2016, presented the operating performance of the first quarter of 2016 and projected operating performance for the second quarter of 2016, as well as coal and ethanol price and market and ongoing projects.

Third Meeting: On August 22, 2016, presented the operating performance of the second quarter of 2016 and the first six-month period of 2016, and projected operating performance for the third quarter of 2016, as well as coal and ethanol price and market and ongoing projects.

Fourth Meeting: On November 18, 2016, presented the operating performance of the third quarter of 2016 and the first nine-month period of 2016, and projected operating performance for the fourth quarter of 2016, as well as coal and ethanol price and market and ongoing projects.

Responsibilities of the Board of Directors

(1) Structure of the Board of Directors

- During 2016, the Board of Directors consisted of 14 directors, including 4 executive directors and 6 non-executive directors and 4 independent directors and Audit Committee members. The Company has established description of the independent director of the Company equal the minimum qualifications established by the SEC and Stock Exchange of Thailand for the matter of shareholding in the Company; namely the independent director of the Company must not hold more than 1 per cent of all the number of shares with voting right.

- The Nomination process for the Company's directorship positions must go through the Nomination Committee. Nevertheless, the Board of Directors has provided opportunity for the minority shareholders to propose names of qualified persons for the directorship positions according to criteria or guidelines recommended by the Stock Exchange of Thailand, having notified the shareholders via the information dissemination of the Stock Exchange of Thailand and Company's website.

- The Board of Directors consists of persons possessing knowledge, capability, experience and expertise in various professions, which are deemed beneficial to the Company's operation, and with suitable qualifications to become the directors of the listed company according to the Company's regulations and established laws.

- The Chairman is independent having no relationship whatsoever with the Management and is not a chairman or member in any other boards or sub-committees.

- The Chairman of the Board is not same person as the Chief Executive Officer or Managing Director in order to clearly separate the corporate governance policy making roles and the daily management role.

- The Company has published within the Annual Report the information on the representing directors for each group, having directors on the Board, excluding independent director, not yet proportional to the shareholding for each group. Details can be found under the topic "Major Shareholders and Shareholding Proportion" in the Annual Registration Statements (Form 56-1) and the Annual Report (Form 56-2).

- The number of years for the directorship position for each office term is in accordance with the regulation in the Public Limited Company Act B.E. 2535 but there is no specification on the number of terms that the director can continuously be in the position.

- The number of years in each term for the Audit Committee Member is stated in the Charter of Audit Committee but there is no specification on the number of years that the Audit Committee Member can continuously be in the position.

- In order for the directors to dedicate time and effort for their duties, the Board of Directors has established the number of companies that each director may take up positions as follows:

- (A) Executive directors or full time directors may take up directorship position at no more than four listed companies.

- (B) Non-executive directors or professional directors may take up directorship position at no more than six listed companies.

- (C) The Chairman of the Board may take up the Chairman of the Board position at only one listed company.

- For the proposal of the persons for the directorship positions of the Company, sufficient information on directorship positions in other companies for each person must be provided to the shareholders for consideration before the voting for the appointment.

- Top executives may take up directorship positions in the Company's subsidiaries or affiliated companies with an approval from the Board of Directors.

- The Company has appointed a person, a permanent employee, to be responsible for the work of the Company Secretary and has clearly established scope of authorities and duties of the executives for each level of work organization by separating authorities, duties and responsibilities in each of the level in descending order.

(2) Roles of the Board of Directors

- The Board of Directors has adopted Company's direction, objectives, business plan and budget, including monitoring and supervision on the approval and/or operation of the Board of Executive Directors and the Management in accordance with the established business plan and budget with efficiency and effectiveness.

- The Board of Directors has duties to clearly establish and separate roles and responsibilities between the Board of Directors, sub-committees, and the Management, as well as having routine communications of such roles and responsibilities to the Board of Directors, sub-committees, Management and employees of the Company.

- The Board of Directors has established an effective internal control system, internal audit and risk management system for the Company, as well as having regular monitoring and review of above matters.

(3) Transactions with Possible Conflict of Interest

- The Company has established measures and procedure concerning the approval of transaction with conflict of interest; namely, connected transaction or transaction concerning acquisition or disposition of assets of the Company or its subsidiaries in order to comply with the regulation as well as related laws, as follows.

- (1) Directors, executives and employees of the Company are prohibited from conducting business which is similar in nature to or in competition with the business of the Company and shall avoid engaging in the connected transaction which may create conflict of interest with the Company.

- (2) The stakeholder or person who may have conflict of interest may not approve the transaction that is connected to oneself.

- (3) The establishment of price or compensation must be based on normal business and general commercial terms with consideration on the best interest of the Company.

(4) The Audit Committee has to consider and provide comments on the said transaction. Should the Audit Committee possess no expertise in any matter, the Company must provide independent expert to advise the Audit Committee for consideration before proposing to the Board of Directors of the Company and/or the shareholders' meeting for consideration and approval.

(5) In such case that the transaction is a commercial agreement that reasonable person ought to do with any contract party in general under the same situation, having commercial bargaining power without influence from the position of director, executive or related person on a case-by-case basis, or a normal business transaction or supporting normal business transaction with general commercial terms, the Company must present such agreement to the Board of Directors of the Company for consideration and approval or approval in principle, before the execution of the agreement, in compliance with the law of the Securities and Exchange.

- The Company has disclosed the information on related transactions or connected transactions within the Company's Annual Registration Statements (Form 56-1) and the Annual Report (Form 56-2).

(4) Report on Interest

- The Company has established rules, procedures and details on the reporting on interest of the directors, executives and related persons, in accordance with the Securities and Exchange Law as follows:

(A) Objectives

(1) To comply with the Securities and Exchange Law which stipulates that the directors and executives must report to the Company on the interest or the related persons' interest in relation to management of the Company or the subsidiaries, in order for the Company to have such information to perform according to the regulations concerning with the connected transaction, which may result in a conflict of interest that may lead to the transfer of benefit of the Company and its subsidiaries.

(2) To comply with the Securities and Exchange Law which stipulates that in conducting the business of the company, the directors and an executives must perform their duty with responsibility, due care and loyalty (fiduciary duties), by making decision without interest whether directly or indirectly. Therefore, the aforementioned report on interest is beneficial to the monitoring and supervision of duties conducted by the directors and executives following the above principles.

(3) To comply with the Public Limited Company Law which stipulates that the director must notify the Company without delay for the following events:

(3.1) Having a direct or indirect interest in any contract which is made by the Company during an accounting year, by specifying the nature of the contract, names of the contracting party and interest of the director in the contract (if any);

(3.2) Holding shares or debentures of the Company and affiliated company, by specifying the total number of increasing or decreasing shares during the accounting year (if any).

(B) Procedures for Reporting on Interest

(1) The directors and executives are required to file a report with the Company on the interest or the related persons' interest in relation to management of the Company or the subsidiaries by notifying the company secretary using the form established by the Company.

(1.1) First time report must be filed within 7 (seven) days after the effective date of the announcement or from the date of appointment as the director or executive for the case of appointment after this announcement has become effective.

(1.2) Reporting of change in information after the first time reporting in (1.1) must be filed without delay within 3 (three) working days starting from the date of the change in such information on interest.

(2) The Company Secretary shall forward a copy of the submitted report on interest of the directors and executives under (1) above to the chairman of the board of directors and audit committee chairman for their acknowledgement within 7 (seven) working days after the company has received such report and the company secretary shall keep record and maintain the submitted reports on interest of the directors and executives under (1) to be used by the Company for the above objectives.

(3) The Company shall disclose information on the submitted interest of the directors and executives under (1) above within the Annual Registration Statements (Form 56-1) and the Annual Report (Form 56-2) of the Company. However, only those items that are required by the established laws shall be disclosed.

(5) Report on Fraud or Illegal Conduct

- The Company has established measures and procedure for the Company's executives to promptly report to the Company's Board of Directors and the Audit Committee in the event of frauds or suspecting of a fraudulent or illegal conduct or other unusual activities which may cause significant damage to the Company's reputation and financial status, which includes:

(1) Transaction involving conflict of interest

(2) Fraudulent or unusual activities or deficiency in the internal control system

(3) Violation of the laws and regulations regarding the Securities and Exchange, regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand or other laws concerning with Company's business operation.

Accordingly, the Board of Directors shall promptly correct the deficiency or its impact, including seeking protection measures to prevent such incident from happening again.

(6) Board of Directors' Meetings

- Every director can express opinions independently. In the event that the number of votes are equal during voting by the Board of Directors, the Chairman, a non-executive member, has the right to cast the deciding vote.

- The Chairman and the Chief Executive Officer or the Managing Director together shall consider and choose the Board of Directors' meeting agenda and give opportunity for each of the directors to be able to propose matter for the meeting agenda.

- The Company Secretary prepares and forwards the meeting invitation seven to ten days in advance, so as to provide sufficient time for the Board of Directors to study and review the information for decision making and the Board of Directors may also request for additional information from the Company Secretary, having the Management and top executives attend the meeting to clarify any issues in order for the directors to have full understanding to properly consider and make decision on the matter.

- The minutes of the meetings have been recorded in writing and the approved minutes from the Board of Directors have been kept completely and in order, readily available for review by the Board of Directors and related parties. The meeting minutes cannot be revised without passing through the Board of Directors' Meeting.

- The Board of Directors' meeting is regularly scheduled at least once every two months (one meeting every other month). The meeting schedule, including date, time and venue, is proposed in advance for each year in order for the director to prepare his/her own schedule to attend the meeting. The extraordinary meeting is scheduled as necessary and appropriate with the business. Details of the board meeting attendance for the past year are shown in the Annual Registration Statements (Form 56-1) and Annual Report (Form 56-2). The meeting agenda are clearly established in advance, having regular agenda for consideration of the operating results. Each meeting normally takes approximately 1 to 3 hours, depending on the extent of the meeting agenda considered during the meeting.

- Non-executive directors shall occasionally hold meeting among themselves as deemed appropriate and necessary. The Company's Board of Directors has established the policy to hold the Non-Executive Directors' Meeting at least once a year, without the Management attending the meeting. The outcome of the meeting shall be forwarded to the Chief Executive Officer or Managing Director for acknowledgement, so that the opinions, remarks and suggestions may be considered and implemented accordingly.

(7) Assessment of Performance of the Board of Directors and Sub-Committees

- The Board of Directors has established criteria and arranged for the self-assessment on the performance as a whole board and of individual director at least once every year. The aforementioned Self-Assessment Form requests that the assessor specify the strong points, weak points and matters that require improvements. The Board of Directors has jointly considered the results of the assessment and established guidelines for improvement of the Board's performance for the following years.

- The four committees comprise of Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, and Corporate Governance Committee has established criteria and arranged for the self-assessment on the performance as a whole board. The aforementioned Self-Assessment Form requests that the assessor specify the strong points, weak points and matters that require improvements. The Audit Committee has jointly considered the results of the assessment and established guidelines for improvement of each committee's performance for the following years.

(8) Remuneration of Directors and Executives

- The Nomination and Remuneration Committee has duty to determine remuneration of directors and executives by establishing criteria that is comparable to the general practice of companies in the same industry or listed companies in the same sector. The remunerations are thoroughly considered with various factors including operating business result, profit, etc. and is then presented to the Board of Directors for further approval from the shareholders meeting.

- Sub-committee members or directors who have been appointed and given additional duty will receive additional remuneration correspondingly.

- The Company had paid the remunerations to the directors and executives, having disclosed the information in the Annual Registration Statements (Form 56-1) and the Annual Report (Form 56-2).

- The Company has established the Employee Joint Investment Program (EJIP) for every executives and employees of the Company, encouraging them to voluntarily join the Program so that they could invest and save by buying ordinary shares in the Company through securities trading system of the Stock Exchange of Thailand, which must be carried out according to relevant laws and regulations. This Program has a 5-year term period starting from January 1, 2012 until December 31, 2016, which should promote the executives and employees to become joint owners of the business and have the same view and direction as the Company's shareholders, creating incentives for the executives and employees to work efficiently and effectively, pushing forward for sustainable growth and development of the Company with future business plan and targets successfully achieved as anticipated.

(9) Development of Directors and Executives

- The Board of Directors has conducted an orientation or a briefing for the new directors and executives for understanding of the business and duties as the directors and executives as well as to develop knowledge and new aspects in terms of corporate governance, industry outlook, and innovations in order to effectively perform their duty at the earliest. The Company Secretary arranges matters as follows:

- (a) Must-know matters such as structure of business, structure of committee, structure of the company, scope of authority and responsibility as well as regulation related to business operation, etc.

- (b) General business knowledge i.e. operating guidelines and operation plant visits.


- (c) Arrange a meeting with Chairman of the Board, Chief Executive Officer of Managing Director for in-depth discussion regarding the business nature of the Company.

- The Board of Directors has established regulation on employee training and development, which executives shall enroll in Master of Business Administration and other courses in the leading university.
- The Company has established policy to provide knowledge to the directors continuously by enrolling them in the courses offered by the Thai Institute of Directors Association (IOD) and other courses for the directors to understand the role of director and also provide knowledge about business nature of the Company.
- The Company encourages continuous learning for executives and employees e.g. the Company's Secretary, Auditor, Accountants, etc. Employees shall enroll in courses or training programs that are related to their field of work in order to constantly increase the knowledge and new techniques.

(10) Succession Plan

- The Board of Directors has managed to ensure that the Company has the system for nomination and selection of personnel to assume the duties and responsibilities in every level of important executive positions suitable for the business of the Company.
- In case that Chief Executive Officer or Managing Director cannot perform their duties, the Company has senior executives below from the Chief Executive Officer or Managing Director who can take up the task.
- The Company has developed a strategic plan in selecting successor as follows:
 - (a) Analyzing situation of the Company: considering business expansion in 3-5 years, the Company has to estimate appropriate headcount and qualifications of employees.
 - (b) Investigating positions with risk: Human Resources and Administrative Department will review each position's years of service, numbers of employees expect to retire or to join early retirement program, and numbers of employees that may leave, in order to determine the competency of the workforce to carry out the Company's strategic plans. Otherwise, how long it would take to recruit new employees for the Company's expansion.
 - (c) Planning employee recruitment and development: for the recruiting position, specify desired requirement of knowledge, personality, and attitude.
 - (d) Selecting and reviewing performance and potential: to review employee performance and potential for promotion, 360-degree feedback from supervisor, coworker, subordinate and customer (if any), in order to minimize biased opinions and error in evaluation.
 - (e) Identifying the successor: Human Resources and Administrative Department must notify the qualified candidate in advance of trainings in preparation for new duty which normally takes a year before the opening of position. The employees must realize the importance of their positions to the Company hence the importance of a prompt replacement in case of one is promoted.
 - (f) Timely reviewing and developing: even after passing the evaluation, it is not certain that the successor can perform according to expectation therefor a performance evaluation from time to time, to review the learning curve and self-improvement, is crucial. If the performance does not meet the expectation, a more suitable candidate will replace in timely manner. A strategic plan for finding a succession for important positions allows the Company to potentially and effectively sustain a continuous long termed growth.

Corporate Governance Assessment of Year 2016

The Thai Institute of Directors Association (IOD) has prepared the Corporate Governance Report of Thai Listed Companies Year 2016, of which Lanna Resources Public Co., Ltd. was placed with excellent assessment () with the average score of 86 percent higher than year 2015 with average score of 84 percent.

FUNDAMENTAL POLICY ON CORPORATE GOVERNANCE

Lanna Resources Public Company Limited is fully aware of the importance of good corporate governance and adheres to the principles of fairness and integrity, accountability, responsibility and transparency, and promoting equitable treatment and gaining faith from all the stakeholders. The Company focuses on building values to the business and persons with associated interest in long term for sustainable growth and development of the Company in the future.

Accordingly, the Board of Directors has established its policy or basic principles of the corporate governance for use as guidelines for the business operation. The Company shall adhere to the following basic principles.

(1) Establish the management structure of the Company so that there are clear scope of authorities, duties and responsibilities for the Board, sub-committees and the Management for confidence and effective work performance.

(2) Operate in such manner to assure that various courses of action of the Company are effectively and efficiently performed under effective internal control system with appropriate balance of authorities as well as having transparent operation which can be audited and effective information disclosure procedures.

(3) Operate in such manner to assure that the financial reports reflect actual operating results and status, including having assessment and establish appropriate level of risk protection and mitigation measures.

(4) Proceed with the matters concerning conflict of interest cautiously and reasonably, taking the interest of the Company into consideration.

(5) Oppose to any forms of corruption and instill moral principle and conscience among the executives and employees for good behaviors, honesty and discipline, and also be conscious of duties and responsibilities of own individual and to the working team, ready for better things and always be responsive to the changes.

(6) Aim to attain operational excellence by adhering to creating customers satisfaction by listening to comments, as well as performing self-assessment and review in order to continuously develop and create better things.

(7) Recognize and respect the ownership right of the shareholders, including the right stakeholders and treat them with justice and fairness, without being partial and provide opportunity for the stakeholders to express opinions and also provide channels for whistleblowing and filing complaints concerning any violation of law or deficiencies, as well as establishing measures for compensation in the case of stakeholders being damaged from such violation of the law.

(8) Conduct its business by considering its responsibility to the shareholders, stakeholders and overall community and society including conservation of environment by taking part in the creation and/or support of developments which are sustainable and beneficial to the overall society, at the level of the Company's status.

(9) Conduct its business with protection measures against anyone for using inside information of the Company dishonestly for their own benefit.

(10) Establish measures and procedures in reporting of fraudulent or suspecting a fraudulent and illegal conduct or other unusual activities which may cause significant damage to the Company's reputation and financial status, of which the incident must be reported immediately in order to correct the deficiencies or impacts without delay, including seeking protection measures to prevent such incident from happening again.

Good corporate governance is the responsibility of all executives and employees at every level of the Company to adhere and perform duties with accountability, prudence and integrity with equitable treatment of shareholders to protect the inside information of being used with dishonestly for the benefit of their own or for others, transparency and disclosure information, ethically conducted business with stakeholders and all relevant parties by not violate the human rights, political neutrality and oppose to any forms of corruption, in order for sustainable growth and development of the Company in the future.

BUSINESS ETHICS

The business ethics or code of conduct of the Company is the code of practices which the Company considers as appropriate guidelines for business ethics and practices, of which the Company believes that these practices have been traditionally followed for a long period of time and became faithful and acceptable in every circle to distinguish between what is “should” or “should not”.

The Board of Directors therefore has established the business ethics or the code of conduct for the Company and fully wishes that all the executives and employees at every level will use as guidelines and strictly follow them for routine practice at all time.

Every executive and employee at every level recognizes the fiduciary duties towards the stakeholders and adheres to the following practices:

(1) Toward Company and Shareholders

(1.1) Perform duties with honesty and in accordance with the laws, as well as making any decision in good faith and fairness to the major and minority shareholders for the maximum benefits of the Company and shareholders overall.

(1.2) Manage the business with skills and knowledge with aim to attain strong and sustainable progress and growth of the Company with appropriate return to the shareholders.

(1.3) Protect Company’s interest and look after the Company’s assets as if a person responsible for his/her own assets; do not seek to gain personal interest fraudulently, either directly or indirectly.

(1.4) Report the Company’s status and operating results accurately and completely based on truth at all times.

(1.5) Do not reveal Company’s secret and do not use Company’s information or secret to gain personal benefits or others or seek for other benefits dishonestly from work duties.

(1.6) Get rid of problems concerning conflict of interest cautiously and reasonably and disclose the information completely.

(1.7) Respect the ownership right and treat the shareholders equally.

(2) Toward Customers

(2.1) Treat the customers with honesty and fairness, as well as disclose and provide information on the products and services accurately and completely without distorting the information.

(2.2) Strictly comply with the terms and conditions provided to the customers, as well as offer services and treat the customers with kindness.

(2.3) Be attentive to the complaints from the customers and promptly and fairly take care of the matter to meet the demand of the customers.

(2.4) Maintain trade secret of the customers and do not use the information to dishonestly gain personal benefit and/or for other related parties.

(2.5) Constantly provide products and services with quality and standard, together with develop excellent products and services and new innovation to continuously add value to products and services, in order to meet requirements of the customers and/or seek means for maximum benefit for the customers.

(2.6) Do not gain too much profit when compared with the product quality and services and avoid setting trading conditions that are unfair to the customers.

(3) Toward Employees

(3.1) Treat employees fairly and courteously while paying due respect to individuality and human dignity.

(3.2) Maintain work environment that is safe to employees' life and occupational health.

(3.3) Support, promote, practice, train and develop the skill and knowledge of the employees on equitable basis in order to build job security and provide opportunity for advancement according to capability of each employee.

(3.4) Encourage employees to take part in the establishment of direction, development and solution to problems of the Company as teamwork and professionally

(3.5) Provide fair remunerations, appropriate to the responsibilities, knowledge and capabilities and work performance of each employee.

(3.6) Carry out professional appointments, transfer, including rewards and disciplinary actions in good faith and based on competence, capability and suitability of such employee.

(3.7) Comply with all employee-related laws, rules and regulations.

(3.8) Avoid any unfair action to the employees and provide opportunity for employees to file grievances for unfair treatment or unjust processes in order to resolve such employees' grievances in a correct way.

(4) Toward Trading Partners and/or Creditors

(4.1) Do not demand, receive or pay any improper benefits to the trading partners and/or creditors and should it become known that corrupt demand, receipt or payment of any improper benefits occurs, full information will be disclosed to the trading partners and/or creditors and jointly resolve the problem on a fair and timely basis.

(4.2) Strictly comply with the all the terms and conditions agreed with the trading partners and/or creditors. In the case that any particular condition cannot be met, the Company will promptly inform the trading partners and/or creditors in advance in order to jointly seek for acceptable solution and to prevent from further damages.

(4.3) Report accurate and timely financial information to the trading partners and/or creditors on a regular basis.

(4.4) Build good relationship and understanding in a correct and transparent means.

(5) Toward Competitors

(5.1) Treat competitors within legal framework and promote fair competition.

(5.2) Will not fraudulently or inappropriately seek confidential information of the competitors such as paying bribery to the employee of the competitor.

(5.3) Will not damage competitors' reputation by abusive accusation without truth.

(6) Toward Community, Society and Environment

(6.1) Will not engage in business activities and any actions that could damage the reputation of the Country, natural resources and environmental condition and the overall society.

(6.2) Support activities that are beneficial to the community and society overall. Be conscious in the conservation of the environment and local culture.

(6.3) Encourage moral principles or conscience and responsibilities to the overall communities among the employees at every level seriously and on a regular basis. Enhance the quality and security of the overall community, society, and environment by its own initiative or participating with the government.

(6.4) Strictly comply with or supervise on compliance with all relevant laws.

(6.5) Will not cooperate or support any person involving in illegal business or dangerous to the society and security of the Country. Oppose to any forms of corruption.

(7) Toward International Human Rights

(7.1) The Company strictly abide by the human rights principle by providing knowledge and understanding in human rights to employees as part of the operation in the Company, as well as discouraging any business that violates human rights or illegal business.

(7.2) Employees at every level must thoroughly understand the law concerning with their duties and responsibilities and strictly comply with the governmental laws and regulations. Employees should consult with their supervisors and/or related law consultant on any law related concerns. Do not imply and proceed alone.

(7.3) Employees traveling to work overseas should study laws, traditions and culture of the country of destination prior to the trip in order to ensure that overseas business undertaking shall not be illegal or contrary to the traditions and culture of the country of destination.

(7.4) The Company shall uphold fairness and sincerity upon engaging in management related to salary, wages, benefits, and employment terms without favoritism. Forced labors and child labors are not tolerated. The Company shall support all employees with equal opportunity and provide appropriate and pleasant working environment. Additionally, the Company shall comply with the Labor Protection Act and Thai Labor Standards, including other related laws and regulations.

(8) Toward Political Neutrality

(8.1) The Company recognizes the importance of political neutrality. It shall not be involved and aligned with any political parties and political figures.

(8.2) The Company shall not give any monetary support or resources of the Company to any political parties and politicians, directly or indirectly.

(8.3) The Company does not have policy of both direct and indirect monetary and/or resources support in favor of any politicians or political parties.

(8.4) The Company encourages all employees at every level uphold the principles of democracy and exercise their right to vote to exercise their rights to vote on elections according to the Constitution, which employees have the right to express their personal political view or political participation during off-hour.

(8.5) Employees at every level are able to exercise their just political rights as an individual. Employees shall not exploit their position in the Company and the name and the seal of the Company in convincing other people to give monetary and other supports to any politicians and political parties.

The Company has no policy for employee at every level of the Company to order or persuade in any way to make employee and subordinate join any type of political activities which may create conflict within the organization and cause damage to the Company in any case.

Code of Conduct When Problem Occurs

The established Business Ethics and Code of Conduct for the employees may not cover all the possible cases that may occur; therefore, when problem arises in practice, the employee should consult and discuss with the supervisor according to level of authority for appropriate and suitable guidelines on a case by case basis.

10. CORPORATE SOCIAL RESPONSIBILITY (CSR)

With focus on social responsibility in every aspect of operation, the Company has been pursuing sustainable development by integrated the corporate social responsibility to the business operations, encompassing the following eight topics:

- Fair Business Conduct
- Anti-Corruption Measures
- Respect for Human Rights
- Equitable Treatment to Workforce
- Responsibilities toward Consumers
- Environmental Responsibility
- Community and Society Development
- CSR and Innovation

FAIR BUSINESS CONDUCT

In order to ensure fair business conduct, guidelines dealing with stakeholders are established in the code of conduct by focusing on responsibility toward shareholders, employees, customers, business partners, community, society, and environment. The guidelines set a standard more stringent than the required regulations and include prohibition on actions that violate the stakeholders.

- **Policy on Fair Business Conduct**

(1) Will not engage in business activities and any actions that could damage the reputation of the country, natural resources and environmental condition and the overall society.

(2) Support activities that are beneficial to the community and society overall. Be conscious in the conservation of the environment and local culture.

(3) Encourage moral principles or conscience and responsibilities to the overall communities among the employees at every level seriously and on a regular basis. Enhance the quality and security of the overall community, society, and environment by its own initiative or participating with the government.

(4) Strictly comply with or supervise on compliance with all relevant laws.

(5) Will not cooperate or support any person involving in illegal business or dangerous to the society and security of the country. Oppose to any form of corruption.

- **Policy on Responsibility toward Shareholders**

(1) Develop the business based on actual potential and capability to ensure sustainable return for shareholders from effective operation and good profitability.

(2) Respect the equitable right of shareholders for access of necessary information, and disclose factual operating results, financial status, and related information as required by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).

(3) Treat shareholders with equality without restraining the right of shareholders to Company's information and attendance of shareholders' meeting. For example, never abruptly disseminate additional documents with important information on the day of the meeting, never add additional meeting agenda or change important information without notice to shareholders, never prohibit attendance of late shareholders, allow minority shareholders to propose a topic to be added in the meeting agenda in advance, allow proposition of qualified persons for directorial position of the Company, and allow the shareholders to submit related questions prior the meeting, etc.

- **Policy on Conflict of Interest**

(1) Employees shall avoid having conflict of interest of oneself with the interest of the Company while dealing with business partners and other related persons.

(2) During employment and post-employment, employees shall not disclose confidential information of the Company to anyone, whether the electronic information, financial information, business information, business plan, or other important matters.

(3) Employees who become directors or consultants of other companies, organization, or business association shall not have any conflict of interest and have a prior approval from the Board of Directors and/or supervisors.

(4) In case of an employee or their family members participate or hold shares in any business which may have a conflict of interest, the Chief Executive Officer or Managing Director must be immediately notified in writing.

(5) Employees shall not insure and/or borrow money from business partners of the Company except from financial institution due to the fact that it may directly or indirectly influence the operation of the Company's agents.

(6) Employees shall never offer gratuity or assets of the Company to others without permission or approval from authorized supervisors.

(7) Employees shall fully devote their time and effort for the business of the Company. In case that necessitates additional part time job for additional income or other purposes, the nature of the job must not violate any law or upset the peace and morality of the populace, not be a conflict of interest of the Company, not badly affect the reputation and operation of the Company, not abuse the confidential information of the Company, and not affect the responsible tasks, etc.

Anti-Corruption Measures

The Company is committed to anti-corruption in every form. The Board of Directors has established a regulation concerning anti-corruption for raising of the awareness of directors, executives, and employees at every level about the danger of corruption, instilling proper values, and inspiring confidence of all stakeholders for sustainable development of the corporation in long-term. Accordingly, on July 10, 2015, Lanna Resources Public Company Limited has been officially certified as a member of "Thailand's Private Sector Collective Action Coalition Against Corruption" or CAC.

• **Anti-Corruption Policy**

All directors, executives and employees of the Company at every level are prohibited from engaging in or tolerating any form of corruption, directly or indirectly, for both local and overseas businesses and all relevant work units. Regular inspections and reviews of the work are arranged to ensure compliance with the anti-corruption policy. Also, guidelines and regulations are regularly reviewed for conformity with changes in business condition, relevant rules, regulation and legal provision. The policy is as follows:

(1) All directors, executives and employees at every level must adhere to the anti-corruption policy and code of conduct by not involving in any corruption activities, directly or indirectly.

(2) All employees of the Company at every level must not neglect or ignore when seeing any corruption activities related to the Company and must immediately notify the supervisors or related persons for acknowledgment and cooperate in the investigation. If in doubt, the employee should consult with the supervisors or the person assigned by the Company to be responsible on matters related to the code of conduct through established channels.

(3) The Company shall protect the employee who has notified and reported on the corruption activities as specified under Company's policy on the whistleblowing or complaints by stakeholders.

(4) The person involved in the corruption activity is considered in violation of the code of conduct and must be put through disciplinary actions as stipulated in the Company's regulation. In addition, such person may be punishable by law if illegal action has been committed.

(5) The Company recognizes the importance in educating third-parties who do business with the Company about the compliance with the anti-corruption policy.

• **Guidelines concerning Anti-Corruption**

(1) This anti-Corruption policy covers personnel management including, recruitment, promotion, training, performance evaluation, and remuneration. Supervisors at every hierarchical level need to communicate with employees to ensure effective compliance.

(2) Any measures according to the anti-corruption policy shall follow the guidelines established in the Corporate Governance Handbook and other related guidelines established by the Company in the future.

(3) For the matters with high risk of corruption, every director, executive and employee at every level must operate with caution especially on the following items.

(3.1) Receiving or giving of gifts, assets or other benefits must conform to stipulations of the Company.

(3.2) Receiving or giving of donation or supporting fund must be carried out in transparent and legal manners by ensuring that the donated or supporting money shall not be used as bribery.

(3.3) Receiving or giving of bribe in any business operations are forbidden. Company's operations and contacts with the government sector must be done strictly with transparency, integrity, and in compliance with the laws.

• **Duty and Responsibility on Anti-Corruption Policy**

(1) The Board of Directors has duty and responsibility to establish policies and oversee that there is a system in place to promote anti-corruption effectively in order to build confidence for the management to recognize and give precedence to anti-corruption and foster it to become part of the corporate culture.

(2) The Audit Committee has duty and responsibility to review the accounting and finance system, internal control system, internal audit system, and risk management system to ensure that every system has been carried out according to global standards with prudence, sufficiency, and effectiveness against corruption.

(3) The Corporate Governance Committee, Chief Executive Officers and executives at every level have duty and responsibility to establish a system to promote anti-corruption policy and convey this policy to the employees and relevant work units, as well as to review the appropriateness of the system and measures to conform to changing business situation and relevant rules and regulations and laws.

(4) The Internal Audit Office has duty and responsibility in the audit and review of operations to be in compliance with policies, guidelines, rules, and regulation. It also has approval authority as well as relevant legal provision to ensure that the control system is appropriate and sufficient for the potential risk involving corruption. The Internal Audit Office directly reports to the Audit Committee.

(5) The Risk Management Committee has duty and responsibility to regularly assess the risk concerning corruption which may occur in any process as well as propose appropriate guidelines to mitigate the risk to be presented to the Board of Directors for review and establish measures for conformity to mitigate such risk that may occur.

• **Policy on Whistleblowing or Complaints by Stakeholders**

According to good corporate governance, the Board of Directors has established the policy concerning whistleblowing or complaints by stakeholders to ensure effective measures for stakeholder engagement as follows:

(1) Provide opportunity for the stakeholder for whistleblowing or making complaints

Any stakeholders who wish to contact the Board of Directors directly without going through the executives of the Company in order to offer any opinions concerning with the business operation including whistleblowing or complaints such as inappropriate action, fault, wrongdoing or mistake, illegal action or unethical behavior etc., it can be directly forwarded to the Audit Committee of the Company by mail as follows:

Chairman of the Audit Committee

41/9 Rim Klong Bangsaka Road

Bangkor, Chomthong, Bangkok 10150

By e-mail address: wanna@lannar.com

(2) Protection for the Whistleblower

The stakeholder who makes whistleblowing or complaints according to (1) above does not need to disclose his/her name.

(3) Procedure after Whistleblowing or Complaints

The Audit Committee is assigned to investigate the information or facts informed by the whistleblower according (1) above and directly presents the matter to the Board of Directors for acknowledgment and consideration.

(4) Correction Measures and Compensation

In case the stakeholder has been damaged from the violation of right according to the laws, the Company is willing to listen to opinion or complaint and will urgently correct the fault and impact without delay including finding measures to prevent recurrence of the event and will consider making appropriate compensation to the damaged person based on cause and effect on a case-by-case basis.

• **Policy on Receiving or Giving of Gifts, Assets and/or Other Benefits**

(1) Every Director, executive and employee at every level are strictly prohibited from demanding or receiving gifts, assets and/or any benefits from the customer, trading partner and/or person with related business with the Company regardless whether it is personal or for other persons which may cause unfair decision, bias or unease which might create conflict of interest.

(2) Receiving or giving of gifts on occasions of good traditions must be of little value, with price that is not inappropriate price or extravagant, such as souvenirs, marketing promotional gifts or general gifts, etc. Every employee can use their own judgment whether or not the gift is appropriate. If in doubt, the employee should consult with direct superior for advice, by considering the intention of the giver and receiver whether or not it is appropriate.

(3) Receiving or giving of gifts in form of cash, cheque, cash coupon, gold, jewelry or any other valuables is deemed inappropriate and uncalled-for. Without any exception, it should first be assumed that this action indicates wrongful doing or hidden intention to exploit one's authority.

(4) If it is found that any employee conducts wrongful action and/or has intention for exploitation whether for themselves or other persons, the Company shall deem that the employee is grossly breaking discipline and will be strictly subjected to disciplinary action according to the Company's regulation without any exception.

Respect for Human Rights

Respect for human rights is fundamental for human resource development and directly relates to the business as added value. Also, human resource is a key factor for the business. Therefore, the Company always improves the surrounding and working conditions for better quality of life and in order to draw full potential of the employees. The employees are also provided with opportunities to train and develop their skills. The policy concerning respect on human rights are as follows:

(1) The Company strictly abides by human rights principle by providing knowledge and understanding in human rights to employees as part of the operation in the Company, as well as discouraging any businesses that violate human rights.

(2) Employees at every level must thoroughly understand the law concerning with their duties and responsibilities and strictly comply with the governmental laws and regulations. Employees should consult with their supervisors and/or related law consultant on any law related concerns. Do not imply and proceed alone.

(3) Employees traveling to work overseas should study laws, traditions, and culture of the country of destination prior to the trip in order to ensure that overseas business undertaking shall not be illegal or contrary to the traditions and culture of the country of destination.

(4) The Company shall uphold fairness and sincerity upon engaging in management related to salary, wages, benefits, and employment terms. Forced labors and child labors are not tolerated. The Company shall support all employees with equal opportunity and provide appropriate and pleasant working environment. Additionally, the Company shall comply with the Labor Protection Act and Thai Labor Standards, including other related laws and regulations.

Equitable Treatment to Workforce

(1) The Company always operates with equitable treatment to its workforce. In the past, the Company never had any disputes with its workforce and always strictly follows the labor law.

(2) The Company provides wages and salaries at no less than the rate required by law. Compensations to managers and employees are considered based on skills, experiences, and expertise of each individual. Suitable adjustment is also regularly made according to the economy.

(3) The Company also never ceases to improve the working environment. Events are regularly held to promote good relationship among employees, such as, New Year activities, founding day, etc.

(4) The Benefit Committee is established to ensure proper benefits as required by law and to inspire morale. Safety in workplace is focused, with related trainings regularly held. Corporate with the government on surrounding environment with regular water and air quality monitoring every six month to ensure good environment of surrounding communities. In 2016, no accident has been occurred for three consecutive years.

(5) Other policy and guidelines concerning equitable treatment to workforce, including other activities are disclosed in this Annual Report, page 149 - 155, "Employee Information."

Responsibilities toward Consumers

A customer relation sector has been established to engage with customers and receive any feedback in order to ensure customer's satisfaction in the products and services. Also, the production process is always being improved according to the customer's needs along with reduction of unnecessary cost. Moreover, business is conducted fairly. The policy regarding this matter is as follows:

(1) The Company's products are safe and reliable without any harm to the consumers' health.

(2) The Company shall safeguard customer information and shall not forward any information without customer's consent.

(3) The Company discloses correct and adequate information concerning its products by considering the health and good living of the consumers such as hype or exaggeration, complete and correct information on product label, easy to read and understand, product safety instruction as well as instruction on sanitary disposal of the product

(4) The Company encourages environmental and societal consciousness for the usage of its products.

(5) The Company shall sustainably develop its products and services for the benefit of both the Company and consumer society.

(6) The Company operates on free competition and plays by the rules. It shall never slanderously attack competitors without reasonable evidence.

(7) The Company shall cooperate with competitors for the benefit of the consumers. Such cooperation shall not be a monopoly, sharing of market, deterioration of product quality, and price readjustment that is disadvantageous for overall consumers. The personnel of the Company shall engage with competitors with care without disclosing or revealing any company's secret to competitors.

(8) The Company shall select its business partners by considering the competency and experience of the business partners, their financial status, reputation, whistleblowing and legal cases, policy of the business partners, and risks.

Environmental Responsibility and Protection

The Company operates with awareness of environmental responsibility in all action undertaken in business procedure in order to prevent any consequential impact.

- **Environmental Responsibility Policies and Guidelines**

(1) All executives and employees shall operate with quality management system of occupational health and safety, and environment as it optimizes efficiency and effectiveness for the best interest of the Company.

(2) Executives and employees must adhere to and work in compliance with laws, policies and regulations concerning quality standard of occupational health and safety, and environment.

(3) The Company shall undertake any measures to control and prevent loss from fire accident, physical accident, loss or damage of property, security breach, operation error as well as working environment to ensure employees' safety. It is executives' and employees' duty to report accidents by strictly following established protocol.

(4) The Company shall establish an emergency control and prevention plan for all work areas as well as an organization's emergency and crisis management plan to prepare countermeasures for situations that may occur. Moreover, the Company shall also undertake preparation for other crisis that may cause the business suspension or defamation to the organization.

(5) The Company shall communicate and advocate employees and stakeholders about policies, regulations, processes and cautions concerning quality, safety, occupational health and environment in order to bring into practice with accuracy without any harm to health, properties and environment.

(6) The Company shall promote and create awareness of quality, safety, occupational health and environment to be applied to employees' everyday work.

(7) The Company shall provide trainings for employees and assign supervisors with additional responsibility of managing operation with safety systems and continually adhering to operate with it.

(8) The Company shall improve standards of safety and environment to an international standard for better quality of working life and environment.

(9) The Company is committed to continuous corporation on social responsibility in terms of quality, safety, occupational health and environment. The Company recognizes the importance of environment, safety of stakeholders and social responsibility activities and plans to optimize the natural resources in order for a sustainable development of living standards in the community in accordance with the principles of sustainable development.

- **Activities for Environment Protection in the Past Year**

Every coal mining project must operate according to the mine plan and environmental impact analysis report which was approved by relevant governmental agency and carried out the mine site rehabilitation in order to improve environmental surroundings and ecosystem and return to its useful state such as agriculture, water reservoirs, residence, etc. In the past year 2016, subsidiary companies which are PT. Lanna Harita Indonesia and PT. Singlurus Pratama, operating coal mining business in Indonesia, have received the awards and recognitions for its good environmental management according to the regulations as follows:

- PT. Singlurus Pratama has received the “Green Rating for Excellent Environmental Management” award from the Governor of East Kalimantan, Indonesia for four consecutive years (2013-2016) for its good environmental management according to regulations.



- PT. Lanna Harita Indonesia, has received the “Blue Rating for Excellent Environmental Management” award from the Ministry of Environment of Indonesia in 2016 for its good environmental management according to regulations.



- The Ayutthaya Coal Distribution Center, a domestic operator, has carried out measures concerning the environment as well. Trees have been planted as wind barriers In order to prevent dust pollution, and high-pressure water spray system has been set up to constantly spray water around coal stockpiles and hauling roads. The sediment from waste water is contained and not released to the public river. Coal trucks are ensured to have complete coverage, and their wheels are washed before entering public road. Air and water quality are measured every six months in order to ensure that the dust was effectively in control. Additionally, a close system of large silos has been constructed for coal storage in order to reduce the dust. In 2016, The Company has been granted the Green Industry Accreditation Level 3 (Green System) from the Ministry of Industry on July 29, 2016, also awarded with a testimonial of “Best Dock and Warehouse for Pollution Reduction” from Ayutthaya Province on August 30, 2016.



The Ayutthaya Coal Distribution Center has environmental related activities as follows:

(1) The close-system coal silos and production facility for selling to small industrial group, have been operating with quality, compliantly, effectively and significantly reduce generated dust. The 4,000-square-meter concrete parking lots has been improving and is sufficient for client's trucks with good traffic management.

(2) The Company arranges yearly for quality measurement of air, noise and surface water, by hired Mine Engineering Consultant Co., Ltd., for inspection as follows:

(2.1) The results of air measurement in 2016 are in compliance with the Announcement of the National Environment Committee, Issue 24 (2004).

(2.2) The results of 24-hour-average noise measurement (L_{eq} 24 hr) and maximum noise (L_{max}) in 2016, are in compliance with the Announcement of the National Environment Committee, Issue 15 (1997), in which the L_{eq} 24 hr and L_{max} are not more than 70 and 115 decibel respectively.

(2.3) The results of the analysis of surface water quality in 2016 are in compliance with the Announcement of the National Committee, Issue 8 (1994) issued under the Enhancement and Conservation of National Environmental Quality Act B.E.2535 (1992) concerning the quality of surface water type 4.

Table 1 Air and Noise Quality Analysis at Ayutthaya Coal Distribution Center

| Date of Measure | Air Measurement Result (mg/m^3) | | Noise Measurement Result (Decibel) | | | |
|-----------------|-------------------------------------|-------|------------------------------------|-------------|------------|-------------|
| | TSP | PM-10 | Leq24hrs | | Lmax | |
| | | | Jetty Area | Office Area | Jetty Area | Office Area |
| May 2016 | 0.263 | 0.093 | 62.5 | 62.1 | 95.1 | 89.1 |
| Standard Value | 0.330 | 0.120 | 70.0 | | 11.50 | |

Table 2 Water Quality Analysis of Pasak river before and after passing through the jetty of Ayutthaya Coal Distribution Center

| Parameter | Unit | Method | Water Analysis Result (before) | Water Analysis Result (after) | Standard Value |
|------------------------|------------------|--------------------------------------|--------------------------------|-------------------------------|---------------------|
| pH | - | Electrometric | 7.68 | 7.66 | 5.0-9.0 |
| Turbidity | NTU | Nephelometric | 16.52 | 15.10 | - |
| Total Suspended Solids | mg/l | Dried at 103-105 °C | 20.4 | 18.2 | - |
| Total Dissolved Solids | mg/l | Dried at 103-105 °C | 240 | 242 | - |
| Total Hardness | mg/l as $CaCO_3$ | EDTA Titrimetric | 128.0 | 140.0 | - |
| DO | mg/l | Membrane Electrode Method | 5.85 | 5.83 | Not less than 2.0 |
| BOD ₅ | mg/l | 5-Day BOD Test | 11.4 | 11.06 | Not exceeding 4.0 |
| Sulfate | mg/l | Turbidimetric | 57.41 | 57.22 | - |
| Oil & Grease | mg/l | Liquid, Partition-Gravimetric Method | <2 | <2 | - |
| Arsenic | mg/l | AA-Hydride | <0.001 | <0.001 | Not exceeding 0.01 |
| Lead | mg/l | Inductively Coupled Plasma (ICP) | 0.008 | 0.007 | Not exceeding 0.05 |
| Cadmium | mg/l | Inductively Coupled Plasma (ICP) | <0.001 | <0.001 | Not exceeding 0.05 |
| Mercury | mg/l | AA-Cold Vapour | <0.0005 | <0.0005 | Not exceeding 0.002 |
| Manganese | mg/l | Inductively Coupled Plasma (ICP) | 0.027 | 0.020 | Not exceeding 1.0 |
| Magnesium | mg/l as $CaCO_3$ | Calculation | 18.7 | 35.0 | - |
| Total Iron | mg/l | Phenanthroline | 0.100 | 0.093 | - |

(3) The Company realizes the importance of tree planting and caring in the Ayutthaya Coal Distribution Center as it is wind barrier and suppresses dust from spreading into public places.

(4) The Company has constructed sediment treatment system in the Ayutthaya Coal Distribution Center in order to prevent sediment from being discharged to public waterways. The sediment traps are scattered across the area in order to collect and keep surface water, which includes rain and water used for sprinkle on stockpile for dust suppression. The collected water is then stored in sedimentary ponds. Once the process is over, the water is brought back to use with the purpose of minimize waste and save the water resources.

(5) The Company has constructed two wheel wash facilities at Ayutthaya Coal Distribution Center which departing coal trucks are required to pass through before entering public roads to prevent debris and other problems that may obstruct public transportation.

Community and Social Development

• The Company realizes the importance of continuous community and social development and has established policies concerning community and social development as follows:

(1) Not engage in business or an act that may defame the country or has negative impact to natural resources, environment or society in general.

(2) Encourage activities that are beneficial to community and society and prioritize preservation of environment and local tradition.

(3) Commit to continuously raise community and social responsibility awareness among employees in all levels as well as improve standard of safety in the community and society with or without help from government sector.

(4) Strictly operate in compliance with the concerning laws and regulations.

(5) Must not support and engage with an individual or business that is harmful to society and national security or any kind of corruption.

• The Company has joined “Rak Chum Chon” community group to held an opening activity of “Rak Baan Rak Chum Chon” which is a group of business operators in coal and cement industry with operating sites in the district. The purpose of the group is to look after the local community, Nakorn Luang District, by auditing standards of ports, operation site and workplace condition to ensure the standards exceed what is stipulated by regulations and continuously improve.

• The Company supports education by granting scholarships to student who needs financial aids, financially support an employment of an English teacher and encourage employees to volunteer as guest teachers in “Lanna Volunteer Spirit: Computer Teaching Project” at schools in Ayutthaya province.

CSR and Related Innovation

• The Company operates business by applying the concept of social responsibility and sufficiency economy to business strategies which are derived from years of expertise. The development of the combination leads to business innovation which adds competitive edge and value to the Company’s sustainable growth.

• In 2016, the Company has established the Coal Research and Development Department to achieve higher quality of coal and reduce emissions of pollution. The coal that being developed will have higher calorific value, which should reduce the amount of coal used by the customers and in turn, contributes to the energy conservation.

❖ **More information concerning corporate social responsibility is available for shareholders and investors to access at www.lannar.com.**

11. INTERNAL CONTROL AND RISK MANAGEMENT

- The Company has placed emphasis on the effective internal controlling system on both the management level and operation level; therefore, duties and authorities of the staff and executives are clearly specified in writing. There exists supervision and control on the use of Company's assets for the benefit of the Company. Also, duties of the personnel are separated to create appropriate balance and check among each other. The Company has established the Internal Audit Office to conduct internal audit to ensure that main operation and important financial activities of the Company are effectively performed according to the established guidelines, as well as to review of compliances with relevant laws and regulations.

- The Board of Directors has placed emphasis on the risk management having appointed the Risk Management Committee comprising of executives from every department joining together as members to carry out the risk assessment of the business covering the whole organization as specified within the Annual Registration Statements (Form 56-1) and the Annual Report (Form 56-2). Compliance with relevant laws and regulations are consistently monitored and supervised.

- The Company has established corporate governance policy for every unit to carry out their work effectively and efficiently in accordance with the objectives and goals of the Company; to maintain and utilize the assets economically and appropriately; to assess and manage risks effectively and cautiously and continuously. Moreover, each unit must establish work system that is standard and has adequate internal control in order to control risks to within an appropriate level so not to have any significant impact to the Company's operation. Communication and development of staff within the unit have been established so to foster shared feeling to carry out work in accordance with appropriate practices, including compliance with the relevant laws and regulations and readily available for evaluation and review. These guidelines have been established as follows.

(1) To establish adequate control environment by assigning duty and responsibility for the executive at every level to supervise and review the work system within the executive's own unit to achieve efficiency and effectiveness and in accordance with the working regulation of the Company, having internal control system that is secure, adequate and can be reviewed and every unit must prepare its own standard work manual.

(2) To establish adequate risk assessment and management process by having each unit perform its own risk assessment on their work and find ways to mitigate the risks or reduce opportunity for the occurrence of such risks. The Company expects that every staff at every level take part in the assessment and control management of the risk in order to prevent from damage that may occur.

(3) To establish adequate control activities in every duty and level according to acceptable level of risk by requiring each unit to have a standard work system with adequate internal control to control the risk to be within the acceptable level that does not significantly affect the operation of the Company.

(4) To establish adequate information and communication system that are reliable and in time by improving and developing the information technology system to be effective and secure with adequate safety and protection of the information. This is to increase efficiency and effectiveness in the operation and management, to become dependable and that such information be used to communicate throughout the organization internally and to the outside. Moreover, there should be communication and development of staff within the unit to foster shared feeling to carry out work in accordance with appropriate practices, including compliance with the relevant laws and regulations.

(5) To establish adequate monitoring and evaluation system by assigning duty and responsibility to the executive at every level to supervise and review the work system within the executive's own unit to achieve efficiency and effectiveness and in accordance with the working regulation. The Internal Audit Office shall support the executive of every unit in establishing the internal control system and conduct a review from time to time as deemed appropriate in order to ensure that every unit possesses efficient and effective internal control system and carry out matters according to the established procedure at all times, which will bring about overall improvement of various work systems of the organization to be more efficient and more effective overall.

- The Board of Directors reviews the Company's internal control system and performs assessment on the risk management at least once every year. The Board of Directors' Meeting No. 1/2017 dated March 6, 2017, having Audit Committee Members in attendance, has reviewed all 5 compositions of the internal control system of the Company and its subsidiaries, including (1) Control Environment, (2) Risk Assessment, (3) Control Activities, (4) Information and Communication, and (5) Monitoring and Evaluation. The Board of Directors concluded that in 2016, the internal control system of the Company and its subsidiaries were sufficient and appropriate, by which the Audit Committee also shares the same opinion.

- The Audit Committee has approved to appoint Mrs. Wanna Chomkhokkrud as the Internal Audit Office Manager having seen that she possesses the education, work experience and training appropriate and sufficient for such work and duties with effectiveness, having background as follows:

- The Audit Committee has duty to consider the independence of the audit office as well as to approve for the appointment, removal and transfer of the person in the position of Internal Audit Department Manager responsible for internal audit of the Company.

- Guidelines for the review and evaluation shall be emphasized on creativity and work system improvement. The report that the Internal Audit Office has prepared and agreed by the unit employing such work system shall be considered and approved by the Audit Committee before implementation. Should there be any work system in any unit that needs improvement for better efficiency or more security, it is regarded as the duty of every related unit that to improve or revise the system immediately. The Company regards that such duty is part of the work of such unit which must be accountable and is also part of the annual assessment of the relevant staffs.

12. RELATED PARTY TRANSACTIONS

(1) During the year 2016, there were no business transactions or benefit related between the Company, subsidiaries and associated companies with the directors and/or the executives.

(2) During the year 2016, the Company had significant business transactions with its related companies, related by way of shareholding, common shareholders and/or common directors. These transactions, with terms and basis concluded under the normal course of business, are summarized as follows:

(A) Coal Sale and Purchase

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|---|--|
| <p>1 Type of Transaction Coal Sale and Purchase</p> <p>Related Parties Seller: Lanna Resources Public Co., Ltd. ("Lanna") Buyer: Siam City Cement Public Co., Ltd. ("SCCC")</p> <p>Connected Relationship</p> <ul style="list-style-type: none"> • SCCC holds 44.99 percent of paid-up capital in Lanna, having three joint representatives being directors of Lanna, namely, Mr. Paul Heinz Hugentobler, Mr. Siva Mahasandana and Mr. Vanchai Tosomboon, <p>Reasons and Necessities</p> <ul style="list-style-type: none"> • The transactions were considered under normal course of business with general commercial terms and basis, having each authorized party independent of the other party. SCCC uses coal as its primary source of fuel; therefore, future sales and purchase transactions should continue into the future. | <p>Transactions during year 2016</p> <ul style="list-style-type: none"> • Total Coal Volume: 776,467.33 tons • Total Value: Baht 1,202,996,549.71 • Balance Amount as at December 31, 2016: Baht 145,436,279.38 <p>Pricing Policy</p> <ul style="list-style-type: none"> • Market price for same industrial sector and at similar coal quality |
| <p>2 Type of Transaction Coal Sale and Purchase</p> <p>Related Parties Seller: United Bulk Shipping Pte. Ltd. ("UBS") Buyer: Lanna Resources Public Co., Ltd. ("Lanna")</p> <p>Connected Relationship</p> <ul style="list-style-type: none"> • Lanna directly holds 49 percent of paid-up capital in UBS, having three joint representatives being directors of UBS, namely, Mr. Kraisi Sirirungsi, Mr. Suroj Subhasavasdikul and Mr. Srihasak Arirachakaran <p>Reasons and Necessities</p> <ul style="list-style-type: none"> • The transactions were considered under normal course of business with general commercial terms and basis, having each authorized party independent of the other party. Since coal business is Lanna's core business; therefore, the tendency for future transactions between the parties should continue into the future. | <p>Transactions during year 2016</p> <ul style="list-style-type: none"> • Total Coal Volume: 701,988 tons • Total Value: USD 21,133,181.14 or approximately Baht 748,363,970.84 • Balance Amount as at December 31, 2016: USD 158,650.00 or approximately Baht 5,684,532.62 • Exchange Rate: USD 1 = Baht 35.83065 <p>Pricing Policy</p> <ul style="list-style-type: none"> • Market price for similar coal quality |

| | | |
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| 3 | <p>Type of Transaction Coal Sale and Purchase</p> <p>Related Parties Seller: PT. Singlurus Pratama ("SGP") Buyer: PT. Lanna Mining Services ("LMS")</p> <p>Connected Relationship</p> <ul style="list-style-type: none"> • Lanna directly holds 65 percent of paid-up capital in SGP, represented by following commissioners and directors: <ul style="list-style-type: none"> (A) Board of Commissioners: having four representatives from Lanna; Namely, Mr. Kraisi Sirirungsi, Mr. Prasert Promdech, Mr. Saharat Vatanatumrak and Mrs. Petcharat Chayanon. (B) Board of Directors: having three representatives from Lanna; namely, Mr. Srihasak Arirachakaran, Mr. Anun Louharanoo and Mr. Panot Charoensuk • Lanna directly and indirectly holds 99.975 percent of paid-up capital in LMS and is represented by the following commissioners and directors: <ul style="list-style-type: none"> (A) Board of Commissioners: having four representatives from Lanna; namely, Mr. Kraisi Sirirungsi, Mr. Paul Heinz Hugentobler, Mr. Anun Louharanoo and Mr. Panot Charoensuk. (B) Board of Directors: having four representatives from Lanna; namely, Mr. Srihasak Arirachakaran, Mrs. Petcharat Chayanon, Mr. Prasert Promdech and Mr. Saharat Vatanatumrak <p>Reasons and Necessities</p> <ul style="list-style-type: none"> • The transactions were considered under normal course of business with general commercial terms and basis, having each authorized party independent of the other party. Since coal business is Lanna's core business; therefore, the tendency for future transactions between the parties should continue into the future. | <p>Transactions during year 2016</p> <ul style="list-style-type: none"> • Interest for advanced payment of coal: USD 26,475.53 or approximately Baht 939,155.65 • Balance Amount as at December 31, 2016: None <p>Pricing Policy</p> <ul style="list-style-type: none"> • Market price for similar coal quality |
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| 4 | <p>Type of Transaction Coal Sale and Purchase</p> <p>Related Parties Seller: PT. Lanna Harita Indonesia ("LHI") Buyer: Lanna Resources Public Co., Ltd. ("Lanna")</p> <p>Connected Relationship</p> <ul style="list-style-type: none"> • Lanna directly holds 55 percent of paid-up capital in LHI, represented by following commissioners and directors: <ul style="list-style-type: none"> (A) Board of Commissioners: having two representatives from Lanna; namely, Mr. Kraisi Sirirungsi and Mr. Saharat Vatanatumrak (B) Board of Directors: having four representatives from Lanna; namely, Mr. Srihasak Arirachakaran, Mr. Anun Louharanoo, Mr. Atichart Mongkol and Mr. Thamrong Angsakul <p>Reasons and Necessities</p> <ul style="list-style-type: none"> • The transactions were considered under normal course of business with general commercial terms and basis, having each authorized party independent of the other party. Since coal business is Lanna's core business; therefore, future sales and purchase transactions should continue into the future. | <p>Transactions during year 2016</p> <ul style="list-style-type: none"> • Total Coal Volume: 32,400 tons • Total Value: USD 1,068,228.00 or approximately Baht 37,697,659.30 • Balance Amount as at December 31, 2016: None <p>Pricing Policy</p> <ul style="list-style-type: none"> • Market price for similar coal quality |
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| 5 | <p>Type of Transaction Coal Sale and Purchase</p> <p>Related Parties Seller: PT. Lanna Mining Services ("LMS") Buyer: Lanna Resources Public Co., Ltd. ("Lanna")</p> <p>Connected Relationship</p> <ul style="list-style-type: none"> Lanna directly and indirectly holds 99.975 percent of paid-up capital in LMS, represented by following commissioners and directors: <ul style="list-style-type: none"> (A) Board of Commissioners, having four representatives from Lanna; namely, Mr. Kraisi Sirirungsi, Mr. Paul Heinz Hugentobler, Mr. Anun Louharanoo and Mr. Panot Charoensuk (B) Board of Directors, having four representatives from Lanna; namely, Mr. Srihasak Arirachakaran, Mrs. Petcharat Chayanon, Mr. Prasert Promdech and Mr. Saharat Vatanatumrak <p>Reasons and Necessities</p> <ul style="list-style-type: none"> The transactions were considered under normal course of business with general commercial terms and basis, having each authorized party independent of the other party. Since coal business is Lanna's core business; therefore, future sales and purchase transactions should continue into the future. | <p>Transactions during year 2016</p> <ul style="list-style-type: none"> Total Coal Volume: 68,307 tons Total Value: USD 2,555,103.62 or approximately Baht 91,769,736.99 Balance Amount as at December 31, 2016: USD 1,358,946.70 or approximately Baht 48,691,943.58 Exchange Rate: USD 1 = Baht 35.83065 <p>Pricing Policy</p> <ul style="list-style-type: none"> Market price for similar coal quality |
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| 6 | <p>Type of Transactions Coal Sale and Purchase</p> <p>Related Parties Seller: PT. Singlurus Pratama ("SGP") Buyer: Lanna Resources Public Co., Ltd. ("Lanna")</p> <p>Connected Relationship</p> <ul style="list-style-type: none"> Lanna directly holds 65 percent of paid-up capital in SGP, represented by following commissioners and directors: <ul style="list-style-type: none"> (A) Board of Commissioners: having four representatives from Lanna; Namely, Mr. Kraisi Sirirungsi, Mr. Prasert Promdech, Mr. Saharat Vatanatumrak and Mrs. Petcharat Chayanon. (B) Board of Directors: having three representatives from Lanna; namely, Mr. Srihasak Arirachakaran, Mr. Anun Louharanoo and Mr. Panot Charoensuk. <p>Reasons and Necessities</p> <ul style="list-style-type: none"> The transactions were considered under normal course of business with general commercial terms and basis, having each authorized party independent of the other party. Since coal business is Lanna's core business; therefore, future sales and purchase transactions should continue into the future. | <p>Transactions during year 2016</p> <ul style="list-style-type: none"> Total Coal Volume: 72,396 tons Total Value: USD 3,277,053.88 or approximately Baht 117,208,104.74 Balance Amount as at December 31, 2016: USD 1,253,483.00 or approximately Baht 44,913,110.65 Advance Payment as at December 31, 2016: USD 2,500,000.00 or approximately Baht 89,576,625.00 <p>Pricing Policy</p> <ul style="list-style-type: none"> Market price for similar coal quality |
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(B) Coal Freight Transport Services

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| <p>1 Type of Transaction Coal Freight Transport Services</p> <p>Related Parties Employer: Lanna Resources Public Co., Ltd. ("Lanna") Contractor: United Bulk Shipping Pte. Ltd. ("UBS")</p> <p>Connected Relationship</p> <ul style="list-style-type: none"> Lanna directly holds 49 percent of paid-up capital in UBS, having three representing directors, namely, Mr. Kraisi Sirirungsi, Mr. Suroj Subhasavasdikul and Mr. Srihasak Arirachakaran <p>Reasons and Necessities</p> <ul style="list-style-type: none"> The transactions were considered under normal course of business with general commercial terms and basis, having each authorized party independent of the other party. Since Lanna has the policy to continue importing coals from overseas for sales as Lanna's core business; therefore, the tendency for future coal freight transport transactions between the parties should continue into the future. | <p>Transactions during year 2016</p> <ul style="list-style-type: none"> Coal Transport Volume: 935,591 tons Total Service Value: USD 3,983,239.64 or approximately Baht 141,279,646.88 Balance Amount as at December 31, 2016: USD 53,645.12 or approximately Baht 1,922,139.52 Exchange Rate: USD 1 = Baht 35.83065 <p>Pricing Policy</p> <ul style="list-style-type: none"> Comparable to general market freight rates paid to external vendors. |
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(C) Coal Marketing and Distribution Services

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| <p>1 Type of Transaction Broker for Coal with Commission Fee</p> <p>Related Parties Broker: Lanna Resources Public Co., Ltd. ("Lanna") Service Receiver: PT. Lanna Harita Indonesia ("LHI")</p> <p>Connected Relationship</p> <ul style="list-style-type: none"> Lanna directly holds 55 percent of paid-up capital in LHI and is represented by the following commissioners and directors: <ul style="list-style-type: none"> (A) Board of Commissioners: having two representatives from Lanna; namely, Mr. Kraisi Sirirungsi and Mr. Saharat Vatanatumrak. (B) Board of Directors: having four representatives from Lanna; Mr. Srihasak Arirachakaran, Mr. Anun Louharanoo, Mr. Atichart Mongkol and Mr. Thamrong Angsakul. <p>Reasons and Necessities</p> <ul style="list-style-type: none"> The transactions were considered under normal course of business with general commercial terms and basis, having each authorized party independent of the other party. Since coal business is Lanna's core business; therefore, the tendency for future coal sales service transactions between the parties should continue into the future. | <p>Transactions during year 2016</p> <ul style="list-style-type: none"> Coal Volume 3,175,435.313 tons Total Service Value USD 2,381,576.51 or approximately Baht 83,549,308.68 Balance Amount as at December 31, 2016: USD 124,724.71 or approximately Baht 4,468,967.43 Exchange Rate: USD 1 = Baht 35.83065 <p>Pricing Policy</p> <ul style="list-style-type: none"> Comparable market service rates in general |
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| <p>2 Type of Transaction Coal Marketing and Distribution Services</p> <p>Related Parties Service Provider: Lanna Resources Public Co., Ltd. ("Lanna") Service Receiver: PT. Singlurus Pratama ("SGP")</p> <p>Connected Relationship</p> <ul style="list-style-type: none"> Lanna directly holds 65 percent of paid-up capital in SGP, represented by following commissioners and directors: <ul style="list-style-type: none"> (A) Board of Commissioners: having four representatives from Lanna; namely, Mr. Kraisi Sirirungsi, Mr. Prasert Promdech, Mr. Saharat Vatanatumrak and Mrs. Petcharat Chayanon. (B) Board of Directors: having three representatives from Lanna; namely, Mr. Srihasak Arirachakaran, Mr. Anun Louharanoo and Mr. Panot Charoensuk. <p>Reasons and Necessities</p> <ul style="list-style-type: none"> The transactions were considered under normal course of business with general commercial terms and basis, having each authorized party independent of the other party. Since coal business is Lanna's core business; therefore, the tendency for future coal sales service transactions between the parties should continue into the future. | <p>Transactions during year 2016</p> <ul style="list-style-type: none"> Coal Volume: 1,283,332.442 tons Total Service Value: USD 1,828,864.17 or approximately Baht 64,230,570.49 Balance Amount as at December 31, 2016: USD 103,088.10 or approximately Baht 3,693,713.63 Exchange Rate: USD 1 = Baht 35.83065 <p>Pricing Policy</p> <ul style="list-style-type: none"> Comparable market service rates in general |
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| 3 | <p>Type of Transaction Service Fees</p> <p>Related Parties Fee Receiver: Lanna Resources Public Co., Ltd. ("Lanna") Fee Payer: PT. Singlurus Pratama ("SGP")</p> <p>Connected Relationship</p> <ul style="list-style-type: none"> Lanna directly holds 65 percent of paid-up capital in SGP, represented by the following commissioners and directors: <ul style="list-style-type: none"> (A) Board of Commissioners: having four representatives from Lanna; namely, Mr. Kraisi Sirirungsi, Mr. Prasert Promdech, Mr. Saharat Vatanatumrak, and Mrs. Petcharat Chayanon. (B) Board of Directors: having three representatives from Lanna; namely, Mr. Srihasak Arirachakaran, Mr. Anun Louharanoo and Mr. Panot Charoensuk. <p>Reasons and Necessities</p> <ul style="list-style-type: none"> Purchase of right to the service fee from the other joint venture partner in SGP under normal course of business with general commercial terms and basis. | <p>Transactions during year 2016</p> <ul style="list-style-type: none"> Coal Volume: 1,283,332.442 tons Total Right to Fee Value: USD 962,499.29 or approximately 33,790,855.16 Balance Amount as at December 31, 2016: USD 61,852.86 or approximately Baht 2,216,228.18 Exchange Rate: USD 1 = Baht 35.83065 <p>Pricing Policy</p> <ul style="list-style-type: none"> Comparable market service rates in general |
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(D) Management Service

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| 1 | <p>Type of Transaction Management Service</p> <p>Related Parties Service Provider: PT. Lanna Mining Services ("LMS") Service Receiver: PT. Lanna Harita Indonesia ("LHI")</p> <p>Connected Relationship</p> <ul style="list-style-type: none"> Lanna directly and indirectly holds 99.975 percent of paid-up capital in LMS and is represented by the following commissioners and directors: <ul style="list-style-type: none"> (A) Board of Commissioners, having four representatives from Lanna; namely, Mr. Kraisi Sirirungsi, Mr. Paul Heinz Hugentobler, Mr. Anun Louharanoo and Mr. Panot Charoensuk (B) Board of Directors, having four representatives from Lanna; namely, Mr. Srihasak Arirachakaran, Mrs. Petcharat Chayanon, Mr. Prasert Promdech and Mr. Saharat Vatanatumrak. Lanna directly holds 55 percent of paid-up capital in LHI and is represented by the following commissioners and directors: <ul style="list-style-type: none"> (A) Board of Commissioners: having two representatives from Lanna; namely, Mr. Kraisi Sirirungsi and Mr. Saharat Vatanatumrak. (B) Board of Directors: having four representatives from Lanna; namely, Mr. Srihasak Arirachakaran, Mr. Anun Louharanoo, Mr. Atichart Mongkol and Mr. Thamrong Angsakul. <p>Reasons and Necessities</p> <ul style="list-style-type: none"> The transactions were considered under normal course of business with general commercial terms and basis, having each authorized party independent of the other party. The service rendering transactions between the parties should continue into the future as required in the business operation. | <p>Transactions during year 2016</p> <ul style="list-style-type: none"> Total Service Value: USD 60,000 or approximately Baht 2,116,284.25 Balance Amount as at December 31, 2016: None <p>Pricing Policy</p> <ul style="list-style-type: none"> Comparable service rates paid to external vendors |
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| 2 | <p>Type of Transaction Management Service</p> <p>Related Parties Service Provider: PT. Lanna Mining Services ("LMS") Service Receiver: PT. Singlurus Pratama ("SGP")</p> <p>Connected Relationship</p> <ul style="list-style-type: none"> • Lanna directly and indirectly holds 99.975 percent of paid-up capital in LMS and is represented by the following commissioners and directors: <ul style="list-style-type: none"> (A) Board of Commissioners, having four representatives from Lanna; namely, Mr. Kraisi Sirirungsi, Mr. Paul Heinz Hugentobler, Mr. Anun Louharanoo and Mr. Panot Charoensuk. (B) Board of Directors, having four representatives from Lanna; namely, Mr. Srihasak Arirachakaran, Mrs. Petcharat Chayanon, Mr. Prasert Promdech and Mr. Saharat Vatanatumrak. • Lanna directly holds 65 percent of paid-up capital in SGP and is represented by the following commissioners and directors: <ul style="list-style-type: none"> (A) Board of Commissioners, having four representatives from Lanna; namely, Mr. Kraisi Sirirungsi, Mr. Prasert Promdech, Mr. Saharat Vatanatumrak, Mrs. Petcharat Chayanon. (B) Board of Directors, having three representatives from Lanna; namely, Mr. Srihasak Arirachakaran, Mr. Anun Louharanoo and Mr. Panot Charoensuk. <p>Reasons and Necessities</p> <ul style="list-style-type: none"> • The transactions were considered under normal course of business with general commercial terms and basis, having each authorized party independent of the other party. The service rendering transactions between the parties should continue into the future as required in the business operation. | <p>Transaction during 2016</p> <ul style="list-style-type: none"> • Total Service Value: USD 62,457.97 or approximately Baht 2,202,867.03 • Balance Amount as at December 31, 2016: None <p>Pricing Policy</p> <ul style="list-style-type: none"> • Comparable service rates paid to external vendors |
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(E) Asset Rental Service

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| 1 | <p>Type of Transaction Asset Rental Service</p> <p>Related Parties Service Provider: PT. Lanna Mining Services ("LMS") Service Receiver: PT. Singlurus Pratama ("SGP")</p> <p>Connected Relationship</p> <ul style="list-style-type: none"> • Lanna directly and indirectly holds 99.975 percent of paid-up capital in LMS and is represented by the following commissioners and directors: <ul style="list-style-type: none"> (A) Board of Commissioners, having four representatives from Lanna; namely, Mr. Kraisi Sirirungsi, Mr. Paul Heinz Hugentobler, Mr. Anun Louharanoo and Mr. Panot Charoensuk. (B) Board of Directors, having four representatives from Lanna; namely, Mr. Srihasak Arirachakaran, Mrs. Petcharat Chayanon, Mr. Prasert Promdech and Mr. Saharat Vatanatumrak. • Lanna directly holds 65 percent of paid-up capital in SGP and is represented by the following commissioners and directors: <ul style="list-style-type: none"> (A) Board of Commissioners, having four representatives from Lanna; namely, Mr. Kraisi Sirirungsi, Mr. Prasert Promdech, Mr. Saharat Vatanatumrak and Mrs. Petcharat Chayanon. (B) Board of Directors, having three representatives from Lanna; namely, Mr. Srihasak Arirachakaran, Mr. Anun Louharanoo and Mr. Panot Charoensuk. <p>Reasons and Necessities</p> <ul style="list-style-type: none"> • The transactions were considered under normal course of business with general commercial terms and basis, having each authorized party independent of the other party. The asset rental service transactions between the parties should continue into the future as required in the business operation. | <p>Transactions during year 2016</p> <ul style="list-style-type: none"> • Total Service Value: USD 211,064.73 or approximately Baht 7,448,985.43 • Balance Amount as at December 31, 2016: USD 14,957.58 or approximately Baht 535,939.81 • Exchange Rate: USD 1 = Baht 35.83065 <p>Pricing Policy</p> <ul style="list-style-type: none"> • Comparable service rates paid to external vendors |
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(F) Office Rental Service

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| 1 | <p>Type of Transaction Office Rental Service of 48 sq.m. area</p> <p>Related Parties Service Provider: PT. Singlurus Pratama ("SGP") Service Receiver: PT. Lanna Mining Services ("LMS")</p> <p>Connected Relationship</p> <ul style="list-style-type: none">Lanna directly holds 65 percent of paid-up capital in SGP, and is represented by the following commissioners and directors:<ul style="list-style-type: none">(A) Board of Commissioners, having four representatives from Lanna; namely, Mr. Kraisi Sirirungsi, Mr. Prasert Promdech, Mr. Saharat Vatanatumrak and Mrs. Petcharat Chayanon.(B) Board of Directors, having three representatives from Lanna; namely, Mr. Srihasak Arirachakaran, Mr. Anun Louharanoo, and Mr. Panot Charoensuk.Lanna directly and indirectly holds 99.975 percent of paid-up capital in LMS and is represented by the following commissioners and directors:<ul style="list-style-type: none">(A) Board of Commissioners, having four representatives from Lanna; namely, Mr. Kraisi Sirirungsi, Mr. Paul Heinz Hugentobler, Mr. Anun Louharanoo and Mr. Panot Charoensuk.(B) Board of Directors, having four representatives from Lanna; namely, Mr. Srihasak Arirachakaran, Mrs. Petcharat Chayanon, Mr. Prasert Promdech and Mr. Saharat Vatanatumrak. <p>Reasons and Necessities</p> <ul style="list-style-type: none">The transactions were considered under normal course of business with general commercial terms and basis, having each authorized party independent of the other party. The office rental service transactions between the parties should continue into the future as required in the business operation. | <p>Transactions during year 2016</p> <ul style="list-style-type: none">Total Service Value: USD 7,593.59 or approximately Baht 267,183.63Balance Amount as at December 31, 2016: None <p>Pricing Policy</p> <ul style="list-style-type: none">Comparable service rates paid to external vendors |
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| 2 | <p>Type of Transaction Office Rental Service of 48 sq.m. area</p> <p>Related Parties Service Provider: PT. Singlurus Pratama ("SGP") Service Receiver: Lanna Power Generation Co., Ltd. ("LPG")</p> <p>Connected Relationship</p> <ul style="list-style-type: none">Lanna directly holds 65 percent of paid-up capital in SGP, and is represented by the following commissioners and directors:<ul style="list-style-type: none">(A) Board of Commissioners, having four representatives from Lanna; namely, Mr. Kraisi Sirirungsi, Mr. Prasert Promdech, Mr. Saharat Vatanatumrak and Mrs. Petcharat Chayanon.(B) Board of Directors, having three representatives from Lanna; namely, Mr. Srihasak Arirachakaran, Mr. Anun Louharanoo and Mr. Panot Charoensuk.Lanna directly holds 99.99985 percent of paid-up capital in LPG, having four joint representatives being directors of LPG, namely, Mr. Kraisi Sirirungsi, Mr. Anun Louharanoo, Mr. Srihasak Arirachakaran, and Mr. Saharat Vatanatumrak <p>Reasons and Necessities</p> <ul style="list-style-type: none">The transactions were considered under normal course of business with general commercial terms and basis, having each authorized party independent of the other party. The office rental service transactions between the parties should continue into the future as required in the business operation. | <p>Transactions during year 2016</p> <ul style="list-style-type: none">Total Service Value: USD 2,305.89 or approximately Baht 83,017.80Balance Amount as at December 31, 2016: USD 2,536.48 or approximately Baht 90,883.73Exchange Rate: USD 1 = Baht 35.83065 <p>Pricing Policy</p> <ul style="list-style-type: none">Comparable service rates paid to external vendors |
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Opinion of the Audit Committee on the Related Party Transactions

24 February 2017

Presented to The Board of Directors
 Lanna Resources Public Co., Ltd.

The Audit Committee has examined and reviewed the related party transactions occurred during year 2016 among Lanna Resources Public Company Limited, its subsidiaries, associated companies and persons with associated interest or related persons, in order to express their opinions, including disclosure of information on the operation in accordance with the regulations established by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand, which can be summarized as follows.

(1) The Company has sold imported coal to Siam City Cement Public Co., Ltd., which is both a Company's customer and a major shareholder, with agreed trading price based on comparable quality of coal offered to other customers in the same industry and in accordance with general commercial terms.

(2) The Company has purchased imported coal for further selling from United Bulk Shipping Pte. Ltd., an associated company registered in Singapore, with agreed trading price based on a market price for comparable quality of coal and in accordance with general commercial terms.

(3) PT. Singlurus Pratama has sold coal to PT. Lanna Mining Services, both of which are subsidiary companies registered in Indonesia, with agreed trading price based on a market price for comparable quality of coal and in accordance with general commercial terms.

(4) PT. Lanna Harita Indonesia has sold coal to PT. Lanna Mining Services both of which are subsidiary companies registered in Indonesia, with agreed trading price based on a market price for comparable quality of coal and in accordance with general commercial terms.

(5) The Company has purchased imported coal for further selling from PT. Lanna Mining Services and PT. Singlurus Pratama, both of which are subsidiary companies registered in Indonesia, with agreed trading price based on a market price for comparable quality of coal and in accordance with general commercial terms.

(6) United Bulk Shipping Pte. Ltd., an associated company registered in Singapore, has rendered service for sea transport of coal to the Company, with agreed freight rate based on comparable freight rates offered to external parties and in accordance with general commercial terms.

(7) The Company has rendered coal distribution services to PT. Lanna Harita Indonesia and PT. Singlurus Pratama, both of which are subsidiary companies registered in Indonesia, with agreed commission fees based on comparable service rates in general and in accordance with general commercial terms.

(8) The Company has received fees from the coal produced and distributed from PT. Singlurus Pratama, a subsidiary company registered in Indonesia, due to the Company's purchase of such right from another joint venture partner in 2008, which was in accordance with general commercial terms.

(9) PT. Lanna Mining Services has rendered management services to PT. Lanna Harita Indonesia and PT. Singlurus Pratama, all three of which are subsidiary companies registered in Indonesia, with agreed service rates based on comparable service rates offered to external parties and in accordance with general commercial terms.

(10) PT. Lanna Mining Services has rendered asset rental services to PT. Singlurus Pratama, both of which are subsidiary companies registered in Indonesia, with agreed rental fees based on comparable rental rates offered to external parties and in accordance with general commercial terms.

(11) PT. Singlurus Pratama has rendered office rental service to PT. Lanna Mining Services, both of which are subsidiary companies registered in Indonesia, with agreed rental fees based on comparable rental rates offered to external parties and in accordance with general commercial terms.

(12) PT. Singlurus Pratama, a subsidiary company registered in Indonesia, has rendered office rental service to Lanna Power Generation Co., Ltd., which is a subsidiary company registered in Thailand, for using as a representative office in Indonesia with agreed rental fees based on comparable rental rates offered to external parties and in accordance with general commercial terms.

(Mr. Padoong Techasarintr)

Chairman of the Audit Committee

(Mr. Adul Tantharatana)
Audit Committee Member

(Mrs. Duangkamol Suchato)
Audit Committee Member

PART 3 – FINANCIAL STATUS AND OPERATING RESULTS

13. IMPORTANT FINANCIAL INFORMATION

Summary of Auditor's Report

Consolidated financial statements and separate financial statements of Lanna Resources Public Company Limited are audited by EY Office Limited, for year 2016 can be summarized as follows:

Opinion

The auditor has audited the consolidated financial statements of Lanna Resources Public Company Limited and its subsidiaries (the Group) as at December 31, 2016, which comprise the consolidated statement of financial position, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of Lanna Resources Public Company Limited for the same period. In the auditor's opinion, the financial statements referred to above present fairly, as at 31 December 2016, their financial performance and cash flows for the year then ended of Lanna Resources Public Company Limited and its subsidiaries and of Lanna Resources Public Company Limited, in accordance with Thai Financial Reporting Standards.

Basis for Opinion

The auditor has conducted the audit in accordance with Thai Standards on Auditing. The responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of the report. The auditor independent of the Group in accordance with the Code of Ethics for Professional Accountants as issued by the Federation of Accounting Professions under the Royal Patronage of His Majesty the King as relevant to an audit of the financial statements, and the auditor has fulfilled other ethical responsibilities in accordance with the Code. The auditor believes that the audit evidence which the auditor has obtained is sufficient and appropriate to provide a basis for opinion.

Key Audit Matters

Key audit matters are those matters that, in professional judgment of the auditor, in an audit of the financial statements of the current period. These matters were addressed in the context of an audit of the financial statements as a whole, and in forming opinion thereon, and the auditor does not provide a separate opinion on these matters.

The auditor has fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of the report, including in relation to these matters. Accordingly, the audit included the performance of procedures designed to respond to an assessment of the risks of material misstatement of the financial statements. The results of the audit procedures, including the procedures performed to address the matters below, provide the basis for the auditor's opinion on the accompanying financial statements as a whole.

Key audit matters and audit procedures responding to each matter are described below.

Revenue recognition

Revenue from sales is a significant account because the amount of revenue from sales is material and directly affects the Group's profit or loss. The Group has major revenues from production and distribution of coals and ethanol which are prone to fluctuations in price and demand. In addition, revenues from sales of overseas subsidiaries represent a significant portion of the Group's total sales. There is therefore a risk with respect to the amount and timing of revenue recognition. The auditor examined the Group's revenue recognition by assessing and testing its internal controls with respect to the revenue cycle by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls. Applied a sampling method to select sales agreements to assess whether the revenue recognition was consistent with the conditions of the relevant agreement, and whether it was in compliance with the Group's policy. On a sampling basis, also examined supporting documents for actual sales transactions occurring during the year and near the end of the accounting period, and reviewed credit notes that the Group issued after the period-end. Moreover, the auditor performed analytical procedures on disaggregated data to detect possible irregularities in sales transactions throughout the period, particularly for accounting entries made through journal vouchers.

Coal reserve estimates for the overseas subsidiaries

Coal reserves are estimates of the amounts of coal that can be economically and legally extracted by the subsidiary companies. The subsidiary companies determine and report their coal reserves under the Australasian Code for Reporting, Exploration Results, Mineral Resources and Ore Reserves (Joint Ore Reserves Committee Code).

Estimating coal reserves requires the use of assumptions about a range of geological, technical and economic factors, including production quantities, production techniques, stripping ratio, production costs, transport costs, commodity demand, coal prices and exchange rates. Estimating the quantity and/or calorific value of coal ore reserves requires the size, shape and depth of coal ore bodies or fields to be determined through an analysis of geological data such as drilling data, samples and topography. The process of making judgments with respect to such geological data is complex and difficult.

Because the economic assumptions used to estimate the reserves change from period to period, and because additional geological data may be generated during the course of operations, the estimates of reserves may change from period to period.

Changes in reported reserves may affect the subsidiary companies' financial results and financial position in a number of ways, including the follows:

- Assets' carrying values may be affected by changes in estimated future cash flows.
- Depreciation, depletion and amortization charges in the statements of income and other comprehensive income may change when such charges are determined by the units of production basis, or when the useful economic lives of assets change.
- Overburden removal costs recorded in the statements of financial position or charged to the statement of income and other comprehensive income may change due to changes in stripping ratios.
- Decommissioning costs and provisions for site and environmental restoration may change due to changes in estimated reserves which result from the timing or cost of these activities.
- The recognized value of deferred tax assets/liabilities may change due to changes in estimates of the recoverable amounts of the tax benefits.

The auditor has audited the coal reserve estimates by assessing the competency and capability of the management and the expert used by the management to estimate the subsidiary companies' coal reserves as of 31 December 2016. In addition, the auditor tested the significant assumptions used by the management and the expert in the estimation, especially the assumptions relating to coal prices, production levels and discount rate determination. The auditor also reviewed the disclosure of the accounting policy relating to the estimation of coal reserves in the notes to the financial statements.

Goodwill

As disclosed in Note 16 to the financial statements as at 31 December 2016, the Company recorded goodwill amounting to Baht 186 million. The assessment of goodwill impairment is a significant accounting estimate requiring the management to exercise a high degree of judgment in identifying the cash generating unit, estimating the cash inflows that are expected to be generated from the group of assets in the future, and setting an appropriate discount rate and long-term growth rate. This will affect the appropriateness of the amount of goodwill.

The auditor assessed the identification of cash generating units and the financial models selected by the management by making enquiry of the management and gaining an understanding of its decision-making process to assess whether the decisions made were consistent with how the assets are utilized. In addition, the auditor tested the significant assumptions applied by the management in preparing estimates of the cash flows expected to be realized from the assets, by comparing those assumptions with information from both internal and external sources and comparing past cash flow projections to actual operating results in order to evaluate the exercise of management judgment in estimating the cash flow projections. The auditor also evaluated the discount rate applied by the management through analysis of the weighted average finance costs of the Company and of the industry, tested the calculation of the recoverable amounts of the assets using the selected financial model and considered the impact of changes in key assumptions on those recoverable amounts, especially changes in the discount rate and long-term revenue growth rates. Moreover, the auditor reviewed the disclosures made with respect to the impairment assessment for goodwill, and performed sensitivity analysis on the impact of changes in key assumptions to the cash flow projections.

Estimation of recoverable amount of tax refund claims by overseas subsidiaries

As of 31 December 2016, three overseas subsidiaries recognized estimates of tax refund claims totaling Baht 898 million, which consisted of value added tax and corporate income tax amounting to Baht 766 million and Baht 132 million, respectively.

The estimate of the value added tax refund claim was determined based on the netting of the input tax and output tax. The subsidiary companies recognized the overpaid value added tax as assets because they generated revenue mostly from export sales, which are subject to value added tax at a 0% rate.

The estimates of the corporate income tax refund claim was measured at the amount expected to be recovered from the tax authority, which is the excess of prepaid corporate income tax over the corporate income tax expense for the respective fiscal year. The corporate income tax expense is determined by multiplying the estimated taxable income by the prevailing tax rate.

The recoverability of the estimated claims for tax refunds is dependent on examination by the tax authority. In addition, there are complexities and uncertainties with respect the interpretation of tax regulations.

The auditor have audited the management's assessment of the uncertainties relating to the tax refund claims through a discussion with the management, review of the correspondence between the subsidiaries and the tax authority and consideration of the past results of tax assessments by the tax authority. The auditor also reviewed the related disclosures made in the notes to the financial statements.

Other Information

Management is responsible for the other information. The other information comprises the information included in annual report of the Group (but does not include the financial statements and the auditor's report thereon). The annual report of the Group is expected to be made available to the auditor after the date of this auditor's report.

The auditor's opinion on the financial statements does not cover the other information and the auditor does not express any form of assurance conclusion thereon.

In connection with an audit of the financial statements, the auditor responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or the auditor's knowledge obtained in the audit or otherwise appears to be materially misstated.

When the auditor read the annual report of the Group, and if conclude that there is a material misstatement therein, the auditor required to communicate the matter to those charged with governance for correction of the misstatement.

Responsibilities of Management and Those Charged with Governance for the 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 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 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

The auditor's 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 the auditor's 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, the auditor exercise professional judgment and maintain professional skepticism throughout the audit. The auditor 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 the auditor's 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 the auditor conclude that a material uncertainty exists, the auditor required to draw attention in the auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify opinion. The auditor's conclusions are based on the audit evidence obtained up to the date of the 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 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. The auditor responsible for the direction, supervision and performance of the group audit. The auditor remains solely responsible for the audit opinion.

The auditor communicates 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 identify during an audit.

The auditor also provides those charged with governance with a statement that the auditor has 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 the auditor's independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, the auditor determines 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. The auditor describe these matters in the auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, the auditor determines that a matter should not be communicated in the report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

(A) Consolidated financial statements
Balance sheet for year 2014 - 2016

| Items | Year 2014 | | Year 2015 | | Year 2016 | |
|--|-----------------|---------------|-----------------|---------------|-----------------|---------------|
| | Million Baht | % | Million Baht | % | Million Baht | % |
| <u>Assets</u> | | | | | | |
| <u>Current assets</u> | | | | | | |
| Cash and bank deposits | 446.92 | 4.99 | 660.15 | 7.52 | 698.17 | 8.18 |
| Short-term investments | 767.22 | 8.56 | 850.79 | 9.69 | 632.81 | 7.42 |
| Trade and other receivables | 723.94 | 8.08 | 812.32 | 9.25 | 616.55 | 7.23 |
| Inventories - net | 564.30 | 6.30 | 478.14 | 5.45 | 460.39 | 5.40 |
| Other current assets | 2,066.17 | 23.06 | 1,667.05 | 18.99 | 1,557.91 | 18.26 |
| Total current assets | 4,568.55 | 50.98 | 4,468.45 | 50.90 | 3,965.83 | 46.49 |
| Restricted bank deposits | 87.49 | 0.98 | 78.30 | 0.89 | 78.61 | 0.92 |
| Investments in associated company | 50.25 | 0.56 | 42.22 | 0.48 | 25.22 | 0.30 |
| Property, plant, and equipment - net | 3,393.26 | 37.86 | 3,294.12 | 37.52 | 3,640.98 | 42.68 |
| Investment properties | 34.73 | 0.39 | 34.73 | 0.40 | 32.42 | 0.38 |
| Other assets | 827.25 | 9.23 | 861.34 | 9.81 | 787.44 | 9.23 |
| Total assets | 8,961.53 | 100.00 | 8,779.16 | 100.00 | 8,530.50 | 100.00 |
| <u>Liabilities and shareholders' equity</u> | | | | | | |
| <u>Current liabilities</u> | | | | | | |
| Short-term loans from financial institutions | 1,197.73 | 13.37 | 1,036.97 | 11.81 | 1,031.55 | 12.09 |
| Trade and other payables | 462.80 | 5.16 | 410.73 | 4.68 | 481.39 | 5.64 |
| Current portion of long-term loan | 180.00 | 2.01 | 180.00 | 2.05 | 180.00 | 2.11 |
| Other current liabilities | 510.30 | 5.69 | 538.09 | 6.13 | 302.37 | 3.54 |
| Total current assets | 2,350.83 | 26.23 | 2,165.79 | 24.67 | 1,995.31 | 23.39 |
| Lease over one year | 4.33 | 0.05 | 4.09 | 0.05 | 3.96 | 0.05 |
| Long-term loan | 477.76 | 5.33 | 297.76 | 3.39 | 117.76 | 1.38 |
| Provision for mine reclamation and decommissioning costs | 84.95 | 0.95 | 104.48 | 1.19 | 110.39 | 1.29 |
| Provision for long-term employee benefits | 167.43 | 1.87 | 151.25 | 1.72 | 186.71 | 2.19 |
| Deferred tax liabilities | 33.89 | 0.38 | 74.60 | 0.85 | 51.39 | 0.60 |
| Other Long-term liabilities | - | - | - | - | 258.62 | 3.03 |
| Total liabilities | 3,119.19 | 34.81 | 2,797.97 | 31.87 | 2,724.14 | 31.93 |
| <u>Shareholders' equity</u> | | | | | | |
| Registered and fully paid-up capital | 525.00 | 5.86 | 525.00 | 5.98 | 525.00 | 6.15 |
| Share premium | 680.40 | 7.59 | 680.40 | 7.75 | 680.40 | 7.98 |
| <u>Retained earnings</u> | | | | | | |
| Statutory reserve | 52.50 | 0.59 | 52.50 | 0.60 | 52.50 | 0.62 |
| General reserve | 727.20 | 8.11 | 734.90 | 8.37 | 746.00 | 8.75 |
| Unappropriated | 2,154.01 | 24.04 | 2,057.90 | 23.44 | 1,920.66 | 22.52 |
| Other components of shareholders' equity | 44.98 | 0.50 | 206.67 | 2.35 | 193.99 | 2.27 |
| Equity attributable to owners of the Company | 4,184.09 | 46.69 | 4,257.37 | 48.49 | 4,118.55 | 48.28 |
| Non-controlling interests of the subsidiaries | 1,658.25 | 18.50 | 1,723.82 | 19.64 | 1,687.81 | 19.79 |
| Total shareholder's equity | 5,842.34 | 65.19 | 5,981.19 | 68.13 | 5,806.36 | 68.07 |
| Total liabilities and shareholders' equity | 8,961.53 | 100.00 | 8,779.16 | 100.00 | 8,530.50 | 100.00 |

Income statements for year 2014 - 2016

| Items | Year 2014 | | Year 2015 | | Year 2016 | |
|--|------------------|---------------|------------------|---------------|-----------------|---------------|
| | Million Baht | % | Million Baht | % | Million Baht | % |
| <u>Revenue</u> | | | | | | |
| Revenue from sales | 12,208.18 | 99.69 | 10,150.33 | 99.69 | 8,761.56 | 99.40 |
| Other income (e.g. interest income) | 37.52 | 0.31 | 31.83 | 0.31 | 52.61 | 0.60 |
| Total revenues | 12,245.70 | 100.00 | 10,182.16 | 100.00 | 8,814.17 | 100.00 |
| <u>Expenses</u> | | | | | | |
| Cost of sales | 8,679.66 | 70.88 | 7,403.02 | 72.71 | 6,560.37 | 74.43 |
| Selling and distribution expenses | 2,680.67 | 21.89 | 2,102.64 | 20.65 | 1,681.03 | 19.07 |
| Administrative expenses | 66.21 | 0.54 | 61.53 | 0.60 | 50.10 | 0.57 |
| Total expenses | 11,426.54 | 93.31 | 9,567.19 | 93.96 | 8,291.50 | 94.07 |
| Share of profit from subsidiaries and associated company | 23.24 | 0.19 | 25.46 | 0.25 | 17.70 | 0.20 |
| Corporate income tax | (232.68) | (1.90) | (182.56) | (1.79) | (126.82) | (1.44) |
| Profit (loss) before non-controlling interests | 609.72 | 4.98 | 457.87 | 4.50 | 413.55 | 4.69 |
| Profit (loss) attributable to non-controlling interests | (182.95) | (1.49) | (148.26) | (1.46) | (142.10) | (1.61) |
| Net profit (loss) | 426.77 | 3.49 | 309.61 | 3.04 | 271.45 | 3.08 |
| Net profit (loss) per share - Baht per share | 0.81 | | 0.59 | | 0.52 | |
| (Book value Baht 1 per share) | | | | | | |

Retained earnings statements for year 2014 - 2016

| Items | Unit: Million Baht | | |
|---|--------------------|-----------------|-----------------|
| | Year 2014 | Year 2015 | Year 2016 |
| Accumulated earnings (deficit) not carried forward | 2,193.89 | 2,154.01 | 2,057.90 |
| Net profit (loss) | 426.77 | 309.61 | 271.45 |
| Earnings (deficit) for appropriation | 2,620.66 | 2,463.62 | 2,329.35 |
| Other items from comprehensive income statements | 3.70 | (4.27) | (3.84) |
| Unappropriated earnings transferred to general reserve | (76.60) | (7.70) | (11.10) |
| Earnings for appropriation | 2,547.76 | 2,451.65 | 2,314.41 |
| <u>Less</u> Appropriated items of previous year | | | |
| Final dividend | (210.00) | (210.00) | (210.00) |
| Interim dividend | (183.75) | (183.75) | (183.75) |
| Accumulated earnings (deficit) not brought forward | 2,154.01 | 2,057.90 | 1,920.66 |

Statements of cash flows year 2014 - 2016

| Items | Unit: Million Baht | | |
|---|--------------------|-----------------|-----------------|
| | Year 2014 | Year 2015 | Year 2016 |
| Cash flows from operating activities | | | |
| Profit (loss) before tax | 842.40 | 640.43 | 540.37 |
| Depreciation and amortization | 709.21 | 699.52 | 586.63 |
| Share of loss (profit) from subsidiaries and associated company | (23.24) | (20.72) | (17.70) |
| Adjustment on other items that do not affect cash from operating activities | 390.19 | 268.40 | 95.34 |
| Increase (decrease) in operating assets | (798.12) | 133.73 | (90.51) |
| Interest income | 24.97 | 22.91 | 22.37 |
| Interest expenses | (66.37) | (60.45) | (37.16) |
| Corporate income tax | (197.24) | 11.49 | (80.06) |
| Net cash from (used in) operating activities | 881.80 | 1,695.31 | 1,019.28 |
| Cash flows in investing activities | | | |
| Dividend received from affiliated companies | 11.92 | 33.49 | 34.69 |
| Decrease (increase) in short-term investment | (383.69) | (76.15) | 223.89 |
| Government grants | 8.62 | 4.87 | - |
| Restricted bank deposits | (27.05) | 17.49 | (0.87) |
| Cash received from sale of property, plant, and equipment | 2.27 | 0.62 | 7.33 |
| Decrease (increase) in property, plant, and equipment | (379.36) | (59.68) | (206.58) |
| Increase in other assets | (554.95) | (491.35) | (294.82) |
| Net cash from (used in) investing activities | (1,322.24) | (570.71) | (236.36) |
| Cash flows from financing activities | | | |
| Increase (decrease) in loans from financial institutions | 201.38 | (162.55) | (8.15) |
| Dividend Paid | (525.77) | (565.53) | (561.69) |
| Repayment of long-term loan | (180.00) | (180.00) | (180.00) |
| Cash received from change in the percentage of shareholding in subsidiary | 575.49 | - | - |
| Increase in non-controlling interests | 3.77 | 87.68 | (7.95) |
| Net cash from (used in) financing activities | 74.87 | (820.40) | (757.79) |
| Foreign currency translation adjustments | (9.53) | (90.97) | 12.89 |
| Net increase (decrease) in cash and cash equivalents | (375.10) | 213.23 | 38.02 |
| Cash and cash equivalents as at January 1 | 822.02 | 446.92 | 660.15 |
| Cash and cash equivalents as at December 31 | 446.92 | 660.15 | 698.17 |

Financial ratios for year 2014 - 2016

| From Consolidated Financial Statements | Unit | Y2014 | Y2015 | Y2016 |
|--|-------|--------|--------|---------------|
| Share information | | | | |
| Book value | Baht | 7.97 | 8.11 | 7.84 |
| Net earnings per share | Baht | 0.82 | 0.59 | 0.52 |
| Dividend per share | Baht | 0.75 | 0.75 | 0.64 |
| Liquidity ratio | | | | |
| Current ratio | times | 1.94 | 2.06 | 1.99 |
| Quick current ratio | times | 0.82 | 1.07 | 0.97 |
| Cash flow current ratio | times | 0.36 | 0.75 | 0.49 |
| Accounts receivable turnover ratio | times | 15.67 | 13.43 | 12.43 |
| Average debt collection period | days | 23 | 27 | 29 |
| Inventory turnover ratio | times | 17.16 | 14.20 | 13.98 |
| Average selling period | days | 21 | 25 | 26 |
| Accounts payable turnover ratio | times | 17.59 | 19.31 | 17.45 |
| Average debt payment period | days | 21 | 33 | 21 |
| Cash cycle | days | 23 | 19 | 34 |
| Profitability ratio | | | | |
| Gross profit margin | % | 28.90 | 27.07 | 25.12 |
| Operating profit margin | % | 6.40 | 5.75 | 5.37 |
| Other profit margin | % | 0.50 | 0.56 | 0.80 |
| Cash to profit margin | % | 112.81 | 290.72 | 216.84 |
| EBITDA margin | % | 13.21 | 13.76 | 13.35 |
| Net profit margin | % | 4.98 | 4.50 | 4.69 |
| Return on equity | % | 10.35 | 7.34 | 6.48 |
| Efficiency ratio | | | | |
| Return on total assets | % | 6.92 | 5.16 | 4.78 |
| Return on fixed assets | % | 39.33 | 34.26 | 28.57 |
| Assets turnover ratio | times | 1.39 | 1.15 | 1.02 |
| Financial policy ratio | | | | |
| Debt to equity ratio | times | 0.53 | 0.47 | 0.47 |
| Interest coverage ratio | times | 24.43 | 22.78 | 23.88 |
| Commitment coverage ratio | times | 0.81 | 2.11 | 1.07 |
| Dividend payment ratio | % | 92.26 | 127.18 | 123.78 |

(B) Consolidated financial statements
Balance sheet for year 2014 - 2016

| Items | Year 2014 | | Year 2015 | | Year 2016 | |
|---|-----------------|---------------|-----------------|---------------|-----------------|---------------|
| | Million Baht | % | Million Baht | % | Million Baht | % |
| <u>Assets</u> | | | | | | |
| <u>Current assets</u> | | | | | | |
| Cash and bank deposits | 19.97 | 0.85 | 61.89 | 2.63 | 82.50 | 3.52 |
| Short-term investments | 766.78 | 32.76 | 850.01 | 36.15 | 629.53 | 26.87 |
| Trade and other receivables | 255.49 | 10.92 | 245.17 | 10.43 | 203.03 | 8.66 |
| Inventories - net | 162.58 | 6.95 | 96.14 | 4.09 | 228.41 | 9.75 |
| Other current assets | 11.49 | 0.49 | 2.28 | 0.10 | 100.22 | 4.28 |
| Total current assets | 1,216.31 | 51.97 | 1,255.49 | 53.40 | 1,243.69 | 53.08 |
| Investments in associated company | 755.45 | 32.28 | 755.43 | 32.13 | 757.93 | 32.35 |
| Property, plant, and equipment - net | 271.61 | 11.61 | 263.07 | 11.19 | 277.19 | 11.83 |
| Unused assets - net | 34.73 | 1.48 | 34.73 | 1.48 | 32.42 | 1.38 |
| Other assets | 62.17 | 2.66 | 42.42 | 1.80 | 32.01 | 1.37 |
| Total assets | 2,340.27 | 100.00 | 2,351.14 | 100.00 | 2,343.24 | 100.00 |
| <u>Liabilities and shareholders' equity</u> | | | | | | |
| <u>Current liabilities</u> | | | | | | |
| Trade and other payables | 61.39 | 2.62 | 50.12 | 2.13 | 136.41 | 5.82 |
| Other current liabilities | 48.53 | 2.07 | 62.53 | 2.66 | 22.14 | 0.94 |
| Total current assets | 109.92 | 4.70 | 112.65 | 4.79 | 158.55 | 6.77 |
| Provision for long-term employee benefits | 27.49 | 1.17 | 24.52 | 1.04 | 27.22 | 1.16 |
| Total liabilities | 137.41 | 5.87 | 137.17 | 5.83 | 185.77 | 7.93 |
| <u>Shareholders' equity</u> | | | | | | |
| Registered and fully paid-up capital | 525.00 | 22.43 | 525.00 | 22.33 | 525.00 | 22.40 |
| Share premium | 680.40 | 29.07 | 680.40 | 28.94 | 680.40 | 29.04 |
| <u>Retained earnings</u> | | | | | | |
| Statutory reserve | 52.50 | 2.24 | 52.50 | 2.23 | 52.50 | 2.24 |
| General reserve | 727.20 | 31.07 | 734.90 | 31.26 | 746.00 | 31.84 |
| Unappropriated | 217.76 | 9.30 | 221.17 | 9.41 | 153.57 | 6.55 |
| Total shareholder's equity | 2,202.86 | 94.13 | 2,213.97 | 94.17 | 2,157.47 | 92.07 |
| Total liabilities and shareholders' equity | 2,340.27 | 100.00 | 2,351.14 | 100.00 | 2,343.24 | 100.00 |

Income statements for year 2014 - 2016

| Items | Year 2014 | | Year 2015 | | Year 2016 | |
|---|--------------|--------|--------------|--------|--------------|--------|
| | Million Baht | % | Million Baht | % | Million Baht | % |
| Revenue | | | | | | |
| Revenue from sales | 2,168.43 | 87.43 | 2,017.56 | 86.69 | 1,626.57 | 85.17 |
| Other income (e.g. interest income) | 311.76 | 12.57 | 309.71 | 13.31 | 283.15 | 14.83 |
| Other revenues | 2,480.19 | 100.00 | 2,327.27 | 100.00 | 1,909.72 | 100.00 |
| Expenses | | | | | | |
| Cost of sales | 1,707.55 | 68.85 | 1,567.65 | 67.36 | 1,275.25 | 66.78 |
| Administrative expenses | 295.25 | 11.90 | 292.41 | 12.56 | 260.81 | 13.66 |
| Total expenses | 2,002.80 | 80.75 | 1,860.06 | 79.92 | 1,536.06 | 80.43 |
| Corporate income tax | (75.88) | (3.06) | (56.52) | (2.43) | (36.41) | (1.91) |
| Net profit (loss) | 401.51 | 16.19 | 410.69 | 17.65 | 337.25 | 17.66 |
| Net profit (loss) per share - Baht per share | 0.76 | | 0.78 | | 0.64 | |

Retained earnings statements for year 2014 - 2016

| Items | Unit: Million Baht | | |
|--|--------------------|-----------|-----------|
| | Year 2014 | Year 2015 | Year 2016 |
| Accumulated earnings (deficit) not carried forward | 286.60 | 217.76 | 221.17 |
| Net profit (loss) | 401.51 | 410.69 | 337.25 |
| Earnings (deficit) for appropriation | 688.11 | 628.45 | 558.42 |
| Other items from comprehensive income statements | - | (5.83) | - |
| Unappropriated earnings transferred to general reserve | (76.60) | (7.70) | (11.10) |
| Earnings (deficit) for appropriation | 611.51 | 614.92 | 547.32 |
| Less Appropriated items of previous year | | | |
| Final dividend | (210.00) | (210.00) | (210.00) |
| Interim dividend | (183.75) | (183.75) | (183.75) |
| Accumulated earnings (deficit) not brought forward | 217.76 | 221.17 | 153.57 |

Statements of cash flows year 2014 - 2016

| Items | Unit: Million Baht | | |
|---|--------------------|-----------------|-----------------|
| | Year 2014 | Year 2015 | Year 2016 |
| Cash flows from operating activities | | | |
| Profit (loss) before tax | 477.39 | 467.21 | 373.66 |
| Depreciation and amortization | 27.20 | 25.24 | 20.91 |
| Dividend received | (140.68) | (230.11) | (226.62) |
| Adjustment on other items that do not affect cash from operating activities | (107.60) | (17.34) | (15.60) |
| Increase (decrease) in operating assets | 64.23 | 82.75 | (136.20) |
| Interest income | 17.48 | 12.81 | 9.03 |
| Corporate income tax | (67.09) | (54.26) | (43.73) |
| Net cash from (used in) operating activities | 270.93 | 286.30 | (18.55) |
| Cash flows in investing activities | | | |
| Increase in short-term investment | (383.69) | (76.15) | 226.19 |
| Dividend received from subsidiaries and associated company | 201.29 | 230.11 | 226.62 |
| Cash received from sale of investment in subsidiary company | 186.70 | - | - |
| Investment in subsidiary companies | - | - | (2.50) |
| Cash received from sale of property, plant, and equipment | 0.03 | 0.06 | 6.81 |
| Decrease (increase) in property, plant, and equipment | (25.30) | (9.06) | (25.07) |
| Increase in other assets | 0.96 | 4.40 | 0.86 |
| Net cash from (used in) investing activities | (20.01) | 149.36 | 432.91 |
| Cash flows from financing activities | | | |
| Dividend paid | (393.75) | (393.75) | (393.75) |
| Net cash from (used in) financing activities | (393.75) | (393.75) | (393.75) |
| Foreign currency translation adjustments of deposits | 0.02 | 0.01 | - |
| Net increase (decrease) in cash and cash equivalents | (142.81) | 41.92 | 20.61 |
| Cash and cash equivalents as at January 1 | 162.78 | 19.97 | 61.89 |
| Cash and cash equivalents as at December 31 | 19.97 | 61.89 | 82.50 |

Financial ratios for year 2014 - 2016

| From Consolidated Financial Statements | Unit | Y2014 | Y2015 | Y2016 |
|--|-------|--------|--------|---------|
| Share information | | | | |
| Book value | Baht | 4.20 | 4.22 | 4.11 |
| Net earnings per share | Baht | 0.76 | 0.78 | 0.64 |
| Dividend per share | Baht | 0.75 | 0.75 | 0.64 |
| Liquidity ratio | | | | |
| Current ratio | times | 11.07 | 11.15 | 7.84 |
| Quick current ratio | times | 9.48 | 10.27 | 5.77 |
| Cash flow current ratio | times | 2.12 | 2.57 | (0.14) |
| Accounts receivable turnover ratio | times | 8.49 | 8.23 | 7.84 |
| Average debt collection period | days | 43 | 44 | 46 |
| Inventory turnover ratio | times | 10.50 | 16.31 | 7.86 |
| Average selling period | days | 35 | 22 | 46 |
| Accounts payable turnover ratio | times | 27.81 | 31.28 | 13.93 |
| Average debt payment period | days | 13 | 12 | 26 |
| Cash cycle | days | 65 | 54 | 66 |
| Profitability ratio | | | | |
| Gross profit margin | % | 21.25 | 22.30 | 21.60 |
| Operating profit margin | % | 7.64 | 7.81 | 5.56 |
| Other profit margin | % | 12.57 | 13.31 | 14.83 |
| Cash to profit margin | % | 163.58 | 181.78 | (20.49) |
| EBITDA margin | % | 20.34 | 21.16 | 20.66 |
| Net profit margin | % | 16.19 | 17.65 | 17.66 |
| Return on equity | % | 18.23 | 18.55 | 15.43 |
| Efficiency ratio | | | | |
| Return on total assets | % | 17.16 | 17.47 | 14.37 |
| Return on fixed assets | % | 131.07 | 137.91 | 117.93 |
| Assets turnover ratio | times | 0.53 | 0.86 | 0.81 |
| Financial policy ratio | | | | |
| Debt to equity ratio | times | 0.06 | 0.06 | 0.09 |
| Interest coverage ratio | times | N/A | N/A | N/A |
| Commitment coverage ratio | times | 0.69 | 0.73 | (0.04) |
| Dividend payment ratio | % | 98.07 | 95.88 | 99.63 |

Statement of the Board of Directors' Responsibilities to the Financial Report

The consolidated financial statements year 2016 of Lanna Resources Public Company Limited and its subsidiary companies have been prepared in accordance with the Notification of the Department of Business Development, regarding to the condensed transactions of the financial statements, effective under the Accounting Act B.E. 2543 and in compliance with the accounting standard established in the Accounting Profession Act B.E. 2547.

The Board of Directors is responsible for the preparation of the financial report of Lanna Resources Public Company Limited and its subsidiaries, assuring that the report of the consolidated financial status, operating results, and cash flows are presented in truth and fairness by having established a correct and complete keeping of the financial records. These financial statements have been prepared in accordance to the generally accepted accounting standard by using accounting policies that are appropriate and corresponding to the business operation, which are undertaken on a regular basis. The Company also considers and maintains adequate provisions for uncertainty items or items that may have significant effect on future operation, by disclosing important information in the Notes to Financial Statements with certified accountant's opinions in the Report of Independent Auditor.

Accordingly, the Board of Directors has appointed the Audit Committee, comprising of independent and non-executive directors with complete qualifications as established by the Securities and Exchange Commission (SEC), to review the financial statements for compliance with the accounting standard; to review the internal control and internal audit system for appropriateness and efficiency; to review that the business operation has been conducted in accordance with the Company's regulations and relevant laws and regulations; and to oversee that there are no conflict of interest; as well as to consider and propose for the appointment of the Company's auditors. The opinions of the Audit Committee are expressed in the Report of the Audit Committee which has been included within the Annual Report 2016.

March 6, 2017

On behalf of the Board of Directors of Lanna Resources Public Company Limited



(Mr. Somkiart Limsong)
Chairman of the Board



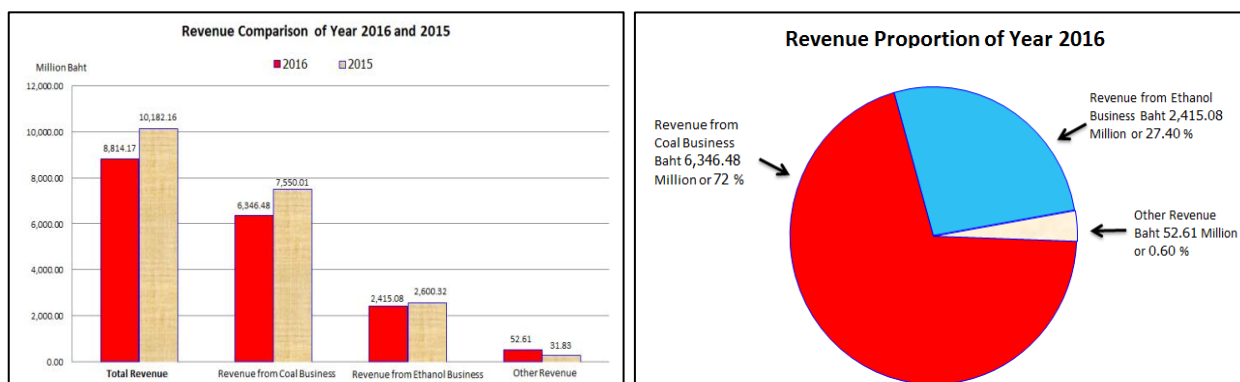
(Mr. Srihasak Arirachakaran)
Chief Executive Officer

14. MANAGEMENT DISCUSSION AND ANALYSIS (MD&A)

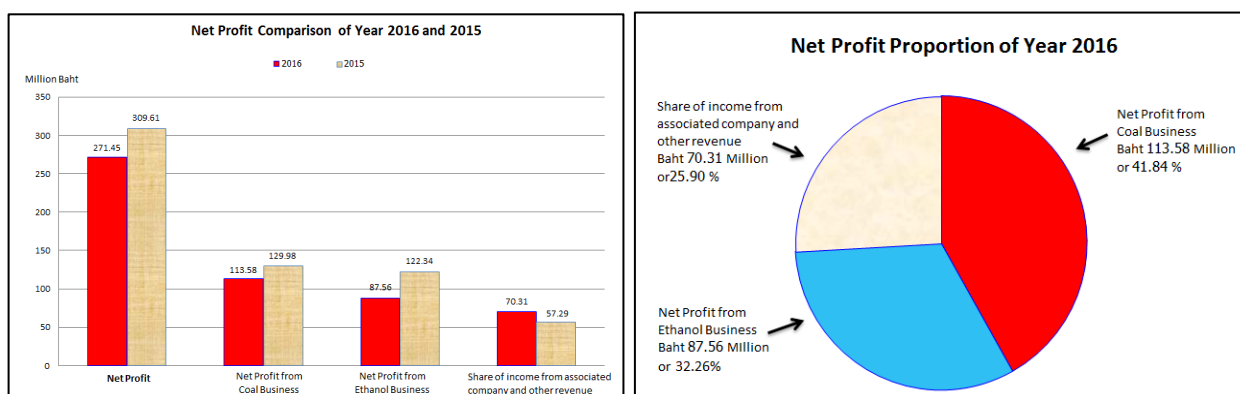
Overall Operating Results

The overall operating results of the Company and subsidiary companies during the past year 2016 are considered good and satisfactory despite the fact that global economic growth was below expectation and coal selling price, regarded as the core business of the Company, also remained at low level during the first half of 2016. Furthermore, for the secondary core business of ethanol, the ethanol selling price was lower in line with global oil price that remained low throughout the past year 2016. Nevertheless, the Company and its subsidiary companies were able to reduce cost of sales and other expenses, as well as choosing product mix corresponding to market condition for better profit margin.

The Company and subsidiary companies had total revenue of Baht 8,814.17 million. In comparison with year 2015, the revenue decreased by Baht 1,367.99 million or a decrease of 13.44 percent. The revenue proportion from coal business, ethanol business and other revenue accounted for 72, 27.40 and 0.60 percent, respectively.



The Company and subsidiary companies had total net profit during the past year 2016 of Baht 271.45 million or net earnings per share of Baht 0.52. In comparison with year 2015, the net profit decreased by Baht 38.16 million or a decrease of 12.33 percent. The net profit proportion from coal business, ethanol business and share of income from investment in associate company and other revenue accounted for 41.84, 32.26 and 25.90 percent, respectively.



The overall financial status and liquidity of the Company and subsidiary companies are considered excellent. The current ratio is at 1.99 times but the total debt to total assets ratio is only 31.93 percent with debt to equity ratio of only 46.92 percent.

COAL BUSINESS: Even though global coal prices had recovered during the second half of 2016 but it did not have much effect to the Company's operation and net profit as the Company had already entered into certain coal sales contracts in advance from the beginning of 2016. The Company was able to reduce cost of sales and other expenses, as well as choosing product mix corresponding to market condition for higher selling price and good profit margin. In summary, the Company and its subsidiaries had revenue from the coal business, which is the core business, totaling Baht 6,346.48 million, which decreased from the previous year by Baht 1,203.53 million or a decrease of 15.94 percent due to the coal sales volume and the average coal selling price decreased by 7.94 and 8.69 percent, respectively. The net profit derived from shareholding proportion of the Company in year 2016 was Baht 113.58 million, which decreased from the previous year by Baht 16.40 million or a decrease of 12.62 percent. Regardless, although the operating results of coal business have reduced, the profit is still maintained at satisfactory level.

ETHANOL BUSINESS: The total revenue from ethanol business in year 2016, which is the Company's secondary core business, was Baht 2,415.08 million, which decreased from the previous year by Baht 185.24 million or a decrease of 7.12 percent. Despite increase in ethanol sales volume from the previous year by 1.54 percent but the average ethanol selling price was still lower than the previous year by 8.54 percent. This was due to the fact that global oil price remained at low level. The net profit derived from shareholding proportion of the Company in year 2016 was Baht 87.56 million which decreased from the previous year by Baht 34.78 million or a decrease of 28.43 percent. The ethanol business still continues to be profitable as well as the coal business as mentioned above.

OPERATING RESULTS ANALYSIS

| Revenue | Year 2016 | | Year 2015 | | Increase (Decrease) | |
|----------------------------|-----------------|---------------|------------------|---------------|---------------------|----------------|
| | Million Baht | % | Million Baht | % | Million Baht | % |
| Revenue from Coal Sales | 6,346.48 | 72.00 | 7,550.01 | 74.15 | (1,203.53) | (15.94) |
| Revenue from Ethanol Sales | 2,415.08 | 27.40 | 2,600.32 | 25.54 | (185.24) | (7.12) |
| Other Revenue | 52.61 | 0.60 | 31.83 | 0.31 | 20.78 | 65.28 |
| Total Revenue | 8,814.17 | 100.00 | 10,182.16 | 100.00 | (1,367.99) | (13.44) |

REVENUE: The Company's revenue in year 2016 totaled Baht 8,814.17 million, which decreased from the previous year by Baht 1,367.99 million or 13.44 percent due to the following reasons:

(1) Revenue from coal business totaled Baht 6,346.48 million, which decreased from the previous year by Baht 1,203.53 million or 15.94 percent. This was due to the decrease in coal sales volume and coal selling price as mentioned above.

(2) Revenue from ethanol business totaled Baht 2,415.08 million, which decreased from the previous year by Baht 185.24 million or 7.12 percent. This was due the decrease in ethanol selling price as mentioned above.

(3) Other revenues totaled Baht 52.61 million, which increased from the previous year by Baht 20.78 million or 65.28 percent due to the increase in foreign exchange gain of Baht 13.82 million and interest received and other items of Baht 6.96 million.

| Expenses | Year 2016 | | Year 2015 | | Increase (Decrease) | |
|-------------------------------------|--------------|-------|--------------|-------|---------------------|---------|
| | Million Baht | % | Million Baht | % | Million Baht | % |
| Coal Business | | | | | | |
| Cost of Sales | 4,448.53 | 70.09 | 5,158.73 | 68.33 | (710.20) | (13.77) |
| Selling and Administrative Expenses | 1,603.36 | 25.26 | 2,054.41 | 27.21 | (451.05) | (21.96) |
| Financial Cost | 12.30 | 0.19 | 11.47 | 0.15 | 0.83 | 7.24 |
| Corporate Income Tax | 113.88 | 1.79 | 166.85 | 2.21 | (52.97) | (31.75) |
| Ethanol Business | | | | | | |
| Cost of Sales | 2,111.84 | 87.44 | 2,244.29 | 86.31 | (132.45) | (5.90) |
| Selling and Administrative Expenses | 77.67 | 3.22 | 48.23 | 1.85 | 29.44 | 61.04 |
| Financial Cost | 37.80 | 1.57 | 50.06 | 1.93 | (12.26) | (24.49) |
| Corporate Income Tax | 12.94 | 0.54 | 15.71 | 0.60 | (2.77) | (17.63) |

COAL BUSINESS EXPENSES : Coal business expenses in year 2016 totaled Baht 6,178.07 million, which decreased from the previous year by Baht 1,213.39 million or 16.42 percent, due to the following reasons:

(1) Cost of coal sales decreased from the previous year by Baht 710.20 million or 13.77 percent. This was due to the decrease in coal sales volume and cost of sales by 7.94 and 6.33 percent, respectively.

(2) Selling and administrative expenses decreased from the previous year by Baht 451.05 million or 21.96 percent due to the decrease in coal sales volume.

(3) Financial expenses increased from the previous year by Baht 0.83 million or 7.24 percent due to an increase in interest expense according to the lease agreement on coal transport jetty investment of the subsidiary company; and

(4) Corporate income tax decreased from the previous year by Baht 52.97 million or 31.75 percent due to the decrease in profit.

ETHANOL BUSINESS EXPENSES: Ethanol business expenses in year 2016 totaled Baht 2,240.25 million, which decreased from the previous year by Baht 118.04 million or 5.01 percent, due to the following reasons:

(1) Cost of ethanol sales decreased from the previous year by 132.45 million or 5.90 percent. This was due to the increase in ethanol sales volume of 1.54 percent but the molasses price, which is a raw material and a major cost, decreased by 8.61 percent.

(2) Selling and administrative expenses increased from the previous year by Baht 29.44 million or 61.04 percent. This was due to the increase in ethanol sales volume as well as the Ethanol Production Line No. 1 had a temporary shutdown for repair and maintenance during the end of year 2016. Therefore, the expenses of Ethanol Production Line No. 1 were recorded as administrative expenses of Baht 16.06 million, and there was a provision for doubtful debt of Baht 6.87 million.

(3) Financial expenses decreased from the previous year by Baht 12.26 million or 24.49 percent due to loan repayment according to terms and repayment schedule in the loan agreement; and

(4) There was no corporate income tax on the earnings from the Ethanol Production Line No. 2, having received the Board of Investment Promotion according to the Investment Promotion Act B.E. 2520. However, the Investment Promotion for the Ethanol Production Line No. 1 has been expired, with incurred corporate income tax of Baht 12.94 million, which decreased from the previous year by Baht 2.77 million or 17.63 percent due to the decrease in profit.

| Gross Profit | Coal Business | | Ethanol Business | | Total | |
|---------------------|-----------------|--------------|------------------|--------------|-----------------|--------------|
| | Million Baht | % | Million Baht | % | Million Baht | % |
| Year 2016 | | | | | | |
| Revenues from Sales | 6,346.48 | 100.00 | 2,415.08 | 100.00 | 8,761.56 | 100.00 |
| Less Cost of Sales | 4,448.53 | 70.09 | 2,111.84 | 87.44 | 6,560.37 | 74.88 |
| Gross Profit | 1,897.95 | 29.91 | 303.24 | 12.56 | 2,201.19 | 25.12 |
| Year 2015 | | | | | | |
| Revenues from Sales | 7,550.01 | 100.00 | 2,600.32 | 100.00 | 10,150.33 | 100.00 |
| Less Cost of Sales | 5,158.73 | 68.33 | 2,244.29 | 86.31 | 7,403.02 | 72.93 |
| Gross Profit | 2,391.28 | 31.67 | 356.03 | 13.69 | 2,747.31 | 27.07 |

GROSS PROFIT: The Company's gross profit in year 2016 totaled Baht 2,201.19 million, or 25.12 percent of the sales revenue. When compared with the gross profit of the previous year of Baht 2,747.31 million or 27.07 percent of the sales revenue, the gross profit decreased due to the following reasons:

(1) Gross profit from coal business was 29.91 percent of the sales revenue, which decreased from the previous year with gross profit of 31.67 of the sales revenue. This was due to the decrease in coal selling price of 8.69 percent, while the cost of coal sales decreased by only 6.33 percent; and

(2) Gross profit from ethanol business was 12.56 percent of the sales revenue, which decreased from the previous year with gross profit of 13.69 percent of the sales revenue. This was due to the decrease in ethanol selling price of 8.54 percent, but the cost of ethanol sales decreased by 7.34 percent.

| Net Profit | Year 2016 | | Year 2015 | | Increase (Decrease) | |
|--|---------------|---------------|---------------|---------------|---------------------|----------------|
| | Million Baht | % | Million Baht | % | Million Baht | % |
| Profit from Coal Business | 113.58 | 41.84 | 129.98 | 41.98 | (16.40) | (12.62) |
| Profit form Ethanol Business | 87.56 | 32.26 | 122.34 | 39.51 | (34.78) | (28.43) |
| Share of income from associated company and other revenues | 70.31 | 25.90 | 57.29 | 18.51 | 13.02 | 22.73 |
| Net Profit | 271.45 | 100.00 | 309.61 | 100.00 | (38.16) | (12.33) |
| Net Earnings per share – Baht per share | 0.52 | | 0.59 | | (0.07) | (12.33) |

NET PROFIT: The Company's net profit in year 2016 totaled Baht 271.45 million, or net earnings per share of Baht 0.52. When compared with the previous year, the net profit decreased by Baht 38.16 million, or a decrease in net earnings per share of Baht 0.07 or 12.33 percent, due to the following reasons:

(1) Net profit from coal business derived from shareholding proportion of the Company was Baht 113.58 million or 41.84 percent of the total net profit, which decreased from the previous year by Baht 16.40 million or 12.62 percent. This was due to the decrease in coal sales volume and coal selling price as mentioned above.

(2) Net profit from ethanol business derived from shareholding proportion of the Company was Baht 87.56 million or 32.26 percent of the total net profit, which decreased from the previous year by Baht 34.78 million or 28.43 percent due to the decrease in the ethanol selling price and the increase in administrative expenses as mentioned above; and

(3) Share of income from associated company and other revenues were Baht 70.31 million or 25.90 percent of the total net profit, which increased from previous year by Baht 13.02 million or 22.73 percent due to the increase in foreign exchange gain by Baht 13.82 million.

EARNINGS EFFICIENCY

(1) EBITDA (Earnings before financial expenses, corporate income tax, depreciation and amortization) in year 2016 was Baht 1,177.10 million, which decreased from the previous year by Baht 224.38 million or 16.01 percent and EBITDA margin was at 13.35 percent, which decreased from the previous year by 2.97 percent.

(2) Net profit margin in year 2016 was at 4.69 percent, which increased from the previous year by 4.34 percent.

(3) Return on equity in year 2016 was at 6.48 percent, which decreased from the previous year by 11.64 percent.

(4) Return on total assets in year 2016 was at 4.78 percent, which decreased from the previous year by 7.43 percent. The return on fixed assets in year 2016 was at 28.57 percent, which decreased from the previous year by 16.61 percent.

STATEMENT OF FINANCIAL POSITION

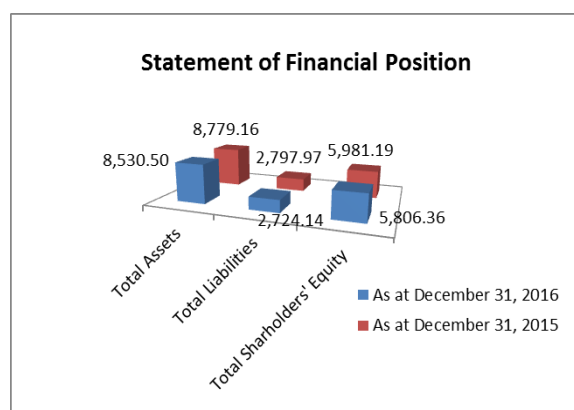
| Description | Unit: Million Baht | | Increase (Decrease) | |
|----------------------------------|-------------------------|-------------------------|---------------------|---------------|
| | As at December 31, 2016 | As at December 31, 2015 | Million Baht | % |
| Total Assets | 8,530.50 | 8,779.16 | (248.66) | (2.83) |
| Total Liabilities | 2,724.14 | 2,797.97 | (73.83) | (2.64) |
| Total Shareholders' Equity | 5,806.36 | 5,981.19 | (174.83) | (2.92) |
| Book Value-Baht per Share | 7.84 | 8.11 | (0.27) | (3.33) |

Remark: Registered par value of Baht 1 per share

ASSETS: The total assets of the Company and subsidiary companies as at end of year 2016 decreased from the previous year by Baht 248.66 million or 2.83 percent, due to (1) Current assets decreased by Baht 502.62 million or 11.25 percent, consisting of: (A) cash and cash equivalent decreased by Baht 179.96 million or 11.91 percent; (B) trade accounts receivable and other accounts receivable decreased by Baht 195.77 million or 24.10 percent; (C) inventories decreased by Baht 17.75 million or 3.71 percent; and (D) other current assets most of which were income tax, prepaid expenses, etc., decreased by Baht 109.14 million or 6.55 percent. (2) Non-current assets, most of which were properties, buildings and equipment increased by Baht 253.96 million or 5.89 percent.

LIABILITIES: The total liabilities of the Company and subsidiary companies as at end of year 2016 decreased from the previous year by Baht 73.83 million or 2.64 percent, due to (1) Trade accounts payable and other accounts payable increased by Baht 70.66 million or 17.20 percent (2) Loan decreased by Baht 185.42 million or 12.24 percent (3) Accrued expenses, most of which were overburden removal expenses, freight cost, etc., decreased by Baht 237.07 million or 44.18 percent. (4) Other liabilities, most of which were the lease agreement on coal transport jetty investment of the subsidiary company and provision for mine rehabilitation and allowance for long-term benefits of employees, etc., which increased by Baht 278 million or 82.77 percent.

TOTAL SHAREHOLDERS' EQUITY: The total shareholders' equity of the Company and subsidiary companies as at end of year 2016 decreased from the previous by Baht 174.83 million or 2.92 percent, resulting in a decrease of the share's book value from Baht 8.11 per share to Baht 7.84 per share, a decrease of Baht 0.27 per share or 3.33 percent. This was due to: (1) a decrease in retained earnings of Baht 126.14 million or 4.43 percent, due to an increase in net profit of Baht 271.45 million but there was a dividend payment of Baht 393.75 million and a decrease of other items of Baht 3.84 million (2) a net decrease in translation adjustment in financial of Baht 12.68 million or 9.74 percent, and (3) a decrease in minority shareholders' equity of Baht 36.01 million or 2.09 percent.



CASH FLOWS

| Description | (Unit: Million Baht) | |
|--|----------------------|---------------|
| | Year 2016 | Year 2015 |
| Cash Flows from (used in) Operating Activities | 1,019.28 | 1,695.31 |
| Cash Flows from (used in) Investing Activities | (236.36) | (570.71) |
| Cash Flows from (used in) Financing Activities | (757.79) | (820.40) |
| Increase (Decrease) in Translation Adjustments in Financial Statements | 12.89 | (90.97) |
| Net Increase (Decrease) in Cash | 38.02 | 213.23 |
| Cash at the beginning of the period | 660.15 | 446.92 |
| Cash at the end of the period | 698.17 | 660.15 |

(1) The net cash from operating activities of the Company and subsidiary companies in year 2016 was totaled Baht 1,019.28 million, consisting of: (A) income before corporate income tax and interest expense of Baht 540.37 million; (B) transactions that did not affect the cash such as depreciation and amortization of assets of Baht 664.27 million, most of which were mostly transactions concerning coal mining operations of the subsidiary companies in Indonesia; (C) a decrease in operating assets of Baht 208.51 million; (D) a decrease in operating liabilities of Baht 299.02 million; and (E) an increase in interest received of Baht 22.37 million, but interest expense and taxes increase of Baht 117.22 million.

(2) The net cash used in investing activities of the Company and subsidiary companies in year 2016 totaled Baht 236.36 million, consisting of: (A) properties, buildings and equipment, most of which was the coal transport jetty purchase transaction of the subsidiary company, which increased by Baht 199.25 million; (B) an increase in expenses of coal mine projects of subsidiary companies in Indonesia of Baht 294.82 million; and (C) short-term capital investment and other items decreased by a total of Baht 257.71 million.

(3) The net cash used in financing activities of the Company and subsidiary companies in year 2016 totaled Baht 757.79 million, consisting of: (A) a decrease in loan of Baht 188.15 million, (B) dividend payment of Baht 561.69 million, and (C) a decrease in minority shareholders' equity of Baht 7.95 million.

ASSET MANAGEMENT CAPABILITY

(1) The trade accounts receivable and other accounts receivable of the Company and subsidiary companies as at end of year 2016 were 7.23 percent of total assets. The provisions of doubtful debts are considered based on review of receivable period and assessment of past debt collection experience. Accordingly, the Company and subsidiary companies have experienced very little bad debt, having established provision for doubtful debt only of Baht 0.14 million at the end of year 2016.

(2) Inventory of the Company and subsidiary companies as at end of year of 2016 was 5.40 percent of total assets, having established allowance for impairment loss of inventory in year 2016 of only Baht 4.02 million.

(3) The Company's goodwill caused by investment in the subsidiary company in Indonesia as at the end of year 2016 is accounted for 2.18 percent of total assets, of which the Company has considered financial projection and impact in various aspects and found that it was not yet necessary for establishment of allowance for goodwill impairment from investment in year 2016.

LIQUIDITY AND SUFFICIENCY OF CAPITAL

(1) The Company's total debt to equity ratio as at the end of year 2016 was as low as 0.47 to 1. By having appropriate capital structure, the Company should still be able to borrow additional capital for future investment projects as the interest coverage ratio in year 2016 was as high as 23.88 times. Therefore, the Company should not have any problem concerning with default of interest payment.

(2) The Company's current ratio and quick ratio as at the end of year 2016 were as high as 1.99 times and 0.97 times, respectively. In addition, the Company and its subsidiary companies have adequate credit line for working capital in the future and therefore have no financial liquidity problem.

(3) The Company's cash cycle in year 2016 was at 34 days, an increase from the previous year of 1 day. The average debt collection period was at 29 days, an increase from the previous year of 2 days. The average inventory turnover was at 26 days, an increase from the previous year of 1 day. However, the average debt repayment period was at 21 days or an increase from the previous year of 2 days, which is still within normal standard.

DEBT OBLIGATION

The subsidiary company in a business of ethanol production and distribution for fuel purpose has obligation according to the terms and conditions of the loan agreement with a local commercial bank as follows:

(1) The subsidiary company must maintain its debt to equity ratio (D/E ratio) not exceeding 2 times and debt service coverage ratio (DSCR) of no less than 1.25 times until the expiration of the loan agreement. The subsidiary company is able to maintain the D/E ratio and DSCR as required by the contractual obligation of the loan without any default.

(2) The lending bank has stipulated that the Company must maintain its shareholding proportion in the subsidiary company of no less than 50 percent of the total number of shares during the whole duration of the loan agreement. Accordingly, the Company has no plan to decrease its shareholding proportion in the subsidiary company to below 50 percent of the total number of shares.

(3) The lending bank has stipulated that the subsidiary company cannot pay dividend to its shareholders, including the Company, if the subsidiary company cannot comply with the conditions as stipulated within the loan agreement, such as the maintenance of D/E ratio, DSCR, and shareholding proportion of the Company in the subsidiary company, etc. Accordingly, the subsidiary company has never breached the conditions of loan agreements and has been provided with good financial support from lending banks.

IMPACT TO FUTURE OPERATIONS

Coal Business: Global coal prices started to rise continuously during the second half of year 2016. It is expected that the operating results of the coal business, which is the Company's core business, in year 2017 will increase and perform better than the past year 2016 in accordance with the increase in global coal prices as mentioned above. Meanwhile, the Company and its subsidiary companies are currently studying and prepared for investment in coal-fired power plant projects in Thailand and Indonesia. The Company and its subsidiary companies have capability to invest in such projects, having its own coal mine concessions. Furthermore, the Company has been actively seeking to invest in additional coal concession projects which should generate more revenue and profit in long term.

Ethanol Business: It is expected that the operating results of the ethanol business which is the Company's secondary core business, will increase and perform better than the past year 2016 as the Ethanol Production Line No. 2 will start using both molasses and cassava as the raw materials instead of just using molasses as the past year 2016, which should provide higher production yield, resulting in a lower production cost and higher profit. Moreover, investment in the third ethanol production line is being studied, with production capacity of 200,000 liters per day. Furthermore, a feasibility study on business expansion into downstream ethanol derivative products has been conducted, as these value added products should yield higher revenue and profit in the future.

Regardless, the Company and the subsidiary companies can still be profitable from both businesses, despite fluctuation of global coal and oil markets. Accordingly, the Company shall endeavor to manage and resolve all the problems with prudence and caution to ensure good operating results in year 2017 and proceed with regular dividend payments to shareholders according to the established policy.

INFORMATION VALIDITY VERIFICATION

The Company has carefully reviewed the information in this Annual Registration Statement. The Company verifies that such information is complete. It does not contain information that is untrue, misinformation, and is not lack of key information. Additionally, the Company verifies that:

(1) The financial statements and financial information summarized in this Annual Registration Statement are complete in all material respects regarding the financial position, operating results, and cash flows of the Company and its subsidiary company.

(2) The Company has put in place an effective information disclosure system to ensure complete disclosure of materially important information of the Company and its subsidiary companies. Also, the system is supervised to ensure compliance.

(3) The Company has put in place an effective internal control system and ensures that the system is being used. Additionally, the Company reported its internal control system on February 24, 2017 to the auditor and the Audit Committee, covering any flaws and significant changes to the internal control system, as well as any misconduct that may affect the composition of financial reports of the Company and its subsidiary companies.

To this end, as an evidence that the entirety of this document is the same copy of the document that has been verified by the Company, the Company has assigned Mrs. Petcharat Chayanon, Chief Officer - Accounting and Finance, to affix signature on every page of this document. The information on any pages without the signature of Mrs. Petcharat Chayanon, Chief Officer - Accounting and Finance, shall not be considered verified by the Company.

| Name | Position | Signature |
|--------------------------------|----------|-----------|
| (1) Mr. Srihasak Arirachakaran | Director | |
| (2) Mr. Anun Louharanoo | Director | |

| Name | Position | Signature |
|--|---|-----------|
| Authorized Person: Mrs. Petcharat Chayanon | Chief Officer – Accounting and Finance | |

APPENDIX 1

INFORMATION ON DIRECTORS, EXECUTIVES, CONTROLLING PERSONS AND COMPANY SECRETARY

INFORMATION ON DIRECTORS AND EXECUTIVES

Mr. Somkiart Limsong

Positions: Chairman of the Board

Age: 75 years

Nationality: Thai

Education:

- MBA., Harvard Business School
- Certificate: Thai Institute of Directors Association
Director Accreditation Program (DAP) Class 5/2003



Family Relationship with Executives: None

Past 5-Year Experiences:

1997-Present: Chairman, Limsong Co., Ltd.

1994-2001: Chairman, Gulf Electric Plc.

1968-1999: Last Position: Vice-Chairman of the Board, President, Executive Chairman and Managing Director of Siam City Cement Public Co., Ltd.

Mr. Kraisi Sirirungsi

Positions: Director, Authorized Director, and Management Advisor

Age: 66 years

Nationality: Thai

Education:

- Bachelor of Engineering (Mining Engineering and Mining Geology)
Chulalongkorn University
- Certificate: Thai Institute of Directors Association
Director Accreditation Program (DAP) Class 39/2005
- The National Defence Course for the Joint State-Private Sectors Calss 4212
Thailand National Defence College Year 1999



Family Relationship with Executives: None

Past 5-Year Experiences:

2016-Present: Management Advisor, Lanna Resources Public Co., Ltd.

2016-Present: Chairman, Lanna Power Generation Co., Ltd.

2015-Present: Nomination and Remuneration Committee Chairman, Lanna Resources Public Co., Ltd.

2008-Present: Commissioner, PT. Singlurus Pratama, (Subsidiary)

2006-Present: President Commissioner, PT. Lanna Mining Services, (Subsidiary)

2003-Present: Director and Vice Chairman, Thai Agro Energy Public Co., Ltd., (Subsidiary)

1998-Present: Commissioner, PT. Lanna Harita Indonesia, (Subsidiary)

1996-Present: Director, United Bulk Shipping Pte.Ltd. (Associated Company)

2001-2015: Chief Executive Officer, Lanna Resources Public Co., Ltd.

Mr. Paul Heinz Hugentobler

Positions: Director

Age: 67 years

Nationality: Swiss

Education:

- Harvard Business School International Senior Management Program
- Graduate School of Economics and Business of St. Gallen Switzerland Lic. Oec. HSG (Master Degree)
- Swiss Federal Institute of Technology, Zurich B.Sc. in Civil Engineering
- Certificate: Thai Institute of Directors Association: None

Family Relationship with Executives: None

Past 5-Year Experiences:

2007-Present: Commissioner, PT. Lanna Mining Services (Subsidiary company)

2000-Present: Director and Vice Chairman, Siam City Cement Public Co.,Ltd.

2004-2014: Director, Holcim Participations Ltd.

2001-2014: Member of the Executive Committee, Holcim Ltd.

1998-2014: Director, Holcim Capital (Thailand) Ltd.

1998-2014: Director, Thai Roc-Cem Ltd.



Mr. Suroj Subhasavasdikul

Positions: Director, Authorized Director

Age: 74 years

Nationality: Thai

Education:

- Ph.D. in Chemical Engineering Institute Du Genie Chimique, France
- Certificate: Thai Institute of Directors Association
Director Accreditation Program (DAP) Class 39/2005

Family Relationship with Executives: None

Past 5-Year Experiences:

2006-Present: Director and Vice Chairman
Thai Agro Energy Public Co., Ltd. (Subsidiary Company)

1996-Present: Director, United Bulk Shipping Pte. Ltd. (Associated Company)

1992-2011: Independent Director and Audit Committee Chairman, Royal Porcelain Public Co., Ltd.

1997-2012: Director, Lanna (Singapore) Pte. Ltd. (Subsidiary Company) (Company Dissolved)

1997-2002: Executive Chairman and Managing Director
Kohler (Thailand) Public Co., Ltd.

1991-2004: Director, Royal Porcelain Public Co., Ltd.

1994-2001: Director, Gulf Electric Public Co., Ltd.

1969-1971: Last Position: Executive Director and Deputy Managing Director, Project and Engineering Division
Siam City Cement Public Co., Ltd.



Mr. Srihasak Arirachakaran

Positions: Chief Executive Officer, Director and Authorized Director

Age: 57 years

Nationality: Thai

Education:

- Ph.D., Petroleum Engineering, University of Tulsa, Oklahoma, U.S.A
- M.Sc., Petroleum Engineering, University of Tulsa, Oklahoma, U.S.A
- B.Sc., Petroleum Engineering (with honor) University of Tulsa, Oklahoma, U.S.A
- Certificate: Thai Institute of Directors Association
 - Director Accreditation Program (DAP) Class 107/2014
 - Director Certification Program (DCP) Class 198/2014
 - How to Develop a Risk Management Plan (HRP) Class 6/2014
 - Anti-Corruption Seminar Class 1/2015
 - Operating Transparency Business in Asia Class 3/2016
 - The Power of Culture: From Performance Culture to Winning Culture Class 1/2016

Family Relationship with Executives: None

Past 5-Year Experiences:

Jan 1, 2016-Present: Chief Executive Officer, Lanna Resources Public Co., Ltd.
2008-Present: President Director, PT. Singlurus Pratama (Subsidiary)
2006-Present: President Director, PT. Lanna Mining Services (Subsidiary)
2003-Present: Director, Thai Agro Energy Public Co., Ltd. (Subsidiary)
2002-Present: President Director, PT. Lanna Harita Indonesia (Subsidiary)
2001-2015: Business Development and Marketing Director, Lanna Resources Public Co., Ltd.



Mr. Tanon Tantisunthorn

Positions: Director

Age: 44 years

Nationality: Thai

Education:

- Master of Science (Management), New York University
- MBA Finance, American University
- Bachelor of Engineering (Sanitary), Chulalongkorn University
- Certificate: Thai Institute of Directors Association
 - Director Certification Program (DCP) Class 56/2005
- The 3rd Training Course on Administrative Justice for Executives, 2012

Family Relationship with Executives:

- Cousin of Mr. Visit Tantisunthorn, Company's Director
- Younger Brother of Mr. Tanat Tantisunthorn, Company's Senior Manager-Market Development

Past 5-Year Experiences:

Jan 2016-Present: Executive Vice President, Gulf Energy Development Co., Ltd.
2007-Present: First Senior Vice President-Asset Management, Gulf Electric Public Co., Ltd.
2006-2007: Assistant secretary to Finance Minister, Ministry of Finance
2005-2006: Business Development Manager, Gulf Electric Public Co., Ltd.
2001-2005: Member of the House of Representative, Tak Province
1997-2000: Director, Fiscal Policy Office, Ministry of Finance



Mr. Siva Mahasandana

Positions: Director

Age: 55 years

Nationality: Thai

Education:

- MBA Finance and Investment, The George Washington University, USA
- Bachelor of Mechanical Engineering, Chulalongkorn University
- Advance Management Program, Harvard Business School, USA
- Certificate: Thai Institute of Directors Association
Director Certification Program 2006 (DCP), 2015
Corporate Governance for Executive (CGE), 2015
- Senior Leadership Program, 2007 by Holcim Limited Switzerland
- Senior Management Program, 2005 by Holcim Limited Switzerland
- Top Executive Program: Thailand Energy Academy , Class TEA7, 2015



Family Relationship with Executives: None

Past 5-Year Experiences:

Jan 2016-Present: President, Conwood Co., Ltd.

2016-Present: Chairman, Globe Cement Co., Ltd.

2016-Present: Chairman, Nakhorn Luang Concrete Co., Ltd.

2016-Present: Chairman, Insee Superblock Co., Ltd.

2016-Present: Chairman, Insee Ecocycle Co., Ltd.

2016-Present: Chairman, Siam City Power Co., Ltd.

2016-Present: Chairman, Insee Digital Co., Ltd.

2016-Present: Director, Siam City Cement (Lanka) Limited

2016-Present: Director, Siam City Cement (Bangladesh) Limited

2015-Present: Director, PT Conwood Indonesia Co., Ltd.

2015-2016: Deputy Chief Executive Officer and Senior Vice President (Marketing and Sales),
Siam City Cement Public Co., Ltd.

2012-2015: Senior Vice President (Saraburi Operation), Siam City Cement Public Co., Ltd.

2009-2011: Senior Vice President (Ready-Mixed Concrete and Aggregates), Siam City Cement
Public Co., Ltd.

Mr. Visit Tantisunthorn

Positions: Director

Age: 57 years

Nationality: Thai

Education:

- B.A. (Statistics), Chulalongkorn University
- MBA, University of Wisconsin-Madison
- Certificate: Thai Institute of Directors Association
Director Certification Program (DCP) Class 17/2001
- The National Defence Course for the Joint State-Private Sectors.
Thailand National Defence College Year 2004
- Capital Market Academy Course Class 3
- King Prajadhipok's Institute Course Class 5

Family Relationship with Executives:

- Cousin of Mr. Tanon Tantisunthorn, Company's Director
- Cousin of Mr. Tanat Tantisunthorn, Company's Senior Manager-Market Development

Past 5-Year Experiences:

2015-Present: Independent Director and Audit Committee Chairman, Nok Airlines Public Co., Ltd.

2015-Present: Chairman, Thailand Management Association

2014-Present: Director, True Visions Public Co., Ltd.

2006-2009: Director, IRPC Plc.

2005-2009: Chairman, Royal Porcelain Public Co., Ltd.

2001-2009: Secretary General, Government Pension Fund

2001-2009: Director, Tippaya Insurance Public Co., Ltd.

1998-2001: Last Position: Deputy Chairman, Grammy Entertainment Public Co., Ltd.

1992-1998: Senior Vice President and Regional Director- Investment
American International Assurance Co., Ltd.

1984-1992: Director, Loan Department, Tisco Finance Public Co., Ltd.



Mr. Padoong Techasarintr**Positions:** Audit Committee Chairman and Independent Director**Age:** 76 years**Nationality:** Thai**Education:**

- Bachelor Degree : Science in Accounting and Commerce, Thammasat University
- Certificate: Thai Institute of Directors Association
The Role of Chairman Program (RCM) Class 6/2002
Director Accreditation Program (DAP) Class 3/2003
Director Certification Program (DCP) Class 55/2005

**Family Relationship with Executives:** None**Past 5-Year Experiences:**

2000-Present: Independent Director and Audit Committee Member, Kulthorn Kirby Public Co., Ltd.

1999-Present: Independent Director and Audit Committee Member, C.P. All Public Co., Ltd.

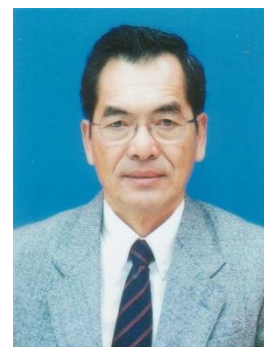
1999-Present: Independent Director and Audit Committee Chairman, Textile Prestige Public Co., Ltd.

1994-Present: Independent Director and Audit Committee Chairman, Thanulux Public Co., Ltd.

1988-Present: Director, Than Tao Mahaprom Foundation Erawan Hotel

Mr. Adul Tantharatana**Positions:** Independent Director and Audit Committee Member**Age:** 76 years**Nationality:** Thai**Education:**

- Bachelor of Engineering (Mechanical), Chulalongkorn University
- Certificates: Thai Institute of Directors Association
Director Accreditation Program (DAP) Class 3/2003
Director Certification Program (DCP) Class 38/2003
Audit Committee Program (ACP) Class 4/2005
Finance for Non-Finance Director (FN) Class 7/2003
DCP Refresher Course (RE DCP) Class 1/2008
Monitoring the System of Internal Control and Risk Management (MIR) Class 14/2013

**Family Relationship with Executives:** None**Past 5-Year Experiences:**

2002-2005: Director, Siam Gypsum Industry Co., Ltd.

1997-2004: Director, Lafarge Prestia Co., Ltd.

1989-1999: Director, Sakdi Chaiyasit Co., Ltd.

1988-1996: President, Siam Industrial Corporation Ltd.

Mrs. Duangkamol Suchato**Positions:** Independent Director and Audit Committee Member**Age:** 70 years**Nationality:** Thai**Education:**

- B.A. (Accounting), Thammasat University
- Certificate: Thai Institute of Directors Association
Director Certification Program (DCP) Class 91/2007
Director Accreditation Program (DAP) Class 64/2007
Audit Committee Program (ACP) Class 71/2007

**Family Relationship with Executives:** None**Past 5-Year Experiences:**

- 2007-2011: Independent Director, Royal Porcelain Public Co., Ltd.
2007-2009: Audit Committee Member, Royal Porcelain Public Co., Ltd.
1999-2002: Independent Director and Audit Committee Member, Karat Sanitaryware Public Co., Ltd.
1970-2002: Last Position: Director, Executive Director and Deputy Managing Director, Central Administration Siam City Cement Public Co., Ltd.
1968-1969: Teacher Assistant, Faculty of Commerce and Accountancy, Thammasat University
-

Mr. Akasit Jirayuwanon**Positions:** Independent Director**Age:** 47 years**Nationality:** Thai**Education:**

- Master of Engineering (Structural Engineering)
King Mongkut's University of Technology Thonburi
- Bachelor of Engineering (Civil Engineering),
King Mongkut's University of Technology Thonburi
- Certificate: Thai Institute of Directors Association
Director Forum 2/2015 "Building Better Board Through Effective Independent Director"
- Certificates: The Stock Exchange of Thailand
CG Forum 2/2558: Building Better Board through Effective Independent Director
CG Forum 1/2557: Effectiveness in Boardroom: Route to Success & Best Practices
CG Forum 2/2557: Corporate Governance in the Perspective of Investors
CG Forum 3/2557: Challenging as Expectations for Board Engagement on Strategic Risk Management Oversight
CG Forum 3/2556: Conflict of Interest: Fighting abusive RPT
CG Forum 4/2556: The Update COSO's 2013 Integrated Internal Control:
What the Board and Management Should Do

**Family Relationship with Executives:** None**Past 5-Year Experiences:**

- 2013-Present: Executive Director, Agriculture and Asset Co., Ltd.
2007-Present: Assistant Engineer, Eastern Star Real Estate Public Co., Ltd.
2007-Present: Project Engineer, Tonson Property Co., Ltd.
2003-Present: Project Engineer, Merit Holdings (1989) Co., Ltd. and Affiliates
1996-Present: Civil Engineer, BBTV Equity Co., Ltd.
-

Mr. Vanchai Tosomboon

Positions: Director

Age: 67 years

Nationality: Thai

Education:

- Master in Business Management, Asian Institute of Management
- Bachelor of Law, Thammasat University
- Certificate “Senior Management Program, Institute of Management Development (IMD), Switzerland Year 2006
- Certificate “Breakthrough Program for Senior Executives”, Institute of Management Development (IMD), Switzerland Year 2002
- Certificate “Managing Corporate Resources”, Institute of Management Development (IMD), Switzerland Year 2000
- Certificate: Thai Institute of Directors Association
Director Certification Program (DCP) Class 7/2001
Director Accreditation Program (DAP) Class 7/2004
Advanced Audit Committee Program (AACP) Class 19/2015
Corporate Governance for Capital Class 10/2015



Family Relationship with Executives: None

Past 5-Year Experiences:

2016-Present: Director, Siam City Cement (Lanka) Limited (Sri Lanka)
2015-Present: Director, Chip Mong Insee Cement Corporation (Cambodia)
2014-Present: Audit Committee Member, Krungsri Securities Public Co., Ltd
2014-Present: Director of Governance, Risk and Compliance Committee
Director of Nomination and Compensation Committee
Siam City Cement Public Co., Ltd.
2012-Present: Consultant, Siam City Cement Public Co., Ltd.
2004-Present: Director, Siam City Cement Public Co., Ltd.
2002-Present: Director, Conwood Co., Ltd.
1999-2011: Director and Executive Vice President, Siam City Cement Public Co., Ltd.
1999-2005: Managing Director and Chairman of Executive Board, Royal Porcelain Public Co., Ltd.
2004-2005: Chairman of the Board, Karat Faucet Co., Ltd.
1999-2004: Managing Director, Diamond Building Products Public Co., Ltd.
(Formerly “Diamond Roofing Tiles Public Co., Ltd.)

Mr. Anun Louharanoo

Positions: Director, Executive Director, Chief Financial Officer, Authorized Director, and Company Secretary

Age: 63 years

Nationality: Thai



Education:

- B.A. (Accounting), Thammasat University
- B.A. (Law), Thammasat University
- Certificate: Thai Institute of Directors Association
Director Accreditation Program (DAP) Class 1/2003
Director Certification Program (DCP) Class 29/2003
Audit Committee Program (ACP) Class 2/2004
DCP Refresh Course (RE DCP) 2/2006
Improving the Quality of Financial Reporting (QFR) Class 2/2006
Monitoring the Internal Audit Function (MIA) Class 1/2007
Monitoring the System of Internal Control and Risk Management (MIR) Class 1/2007
Role of Compensation Committee Program (RCC) Class 7/2008
Corporate Governance Workshop Board Performance Evaluation Year 2007
R-ACF Audit Committee Forum (R-ACF 1/2016)
- Certificates: The Stock Exchange of Thailand
CG Forum 4/2014: Performance Assessment of the Board of Directors and Remuneration of Directors Forum
CG Forum 1/2015: CG in Substance Corporate Culture and Corporate Governance
CG Forum 3/2015: Risk Oversight: High Priority Roles of the Board
CFO in the New Financial World by the Securities and Exchange Commission Year 2015
Responsibilities of Directors and the Management in Internal Control Year 2015
M&A and Directors' Duties Year 2015

Family Relationship with Executives: None

Past 5-Year Experiences:

- 2016-Present: Director, Lanna Power Generation Co., Ltd.
- 2012-Present: Independent Director and Audit Committee Chairman, Thailand Carpet Manufacturing Public Co., Ltd.
- 2008-Present: Director, PT. Singlurus Pratama (Subsidiary)
- 2006-Present: Commissioner, PT. Lanna Mining Services (Subsidiary)
- 2005-Present: Independent Director, Audit Committee Member and Nomination and Remuneration Committee, Diamond Roofing Tiles Public Co., Ltd.
- 2003-Present: Director, Thai Agro Energy Public Co., Ltd. (Subsidiary)
- 1998-Present: Director, PT. Lanna Harita Indonesia (Subsidiary)
- 2001-2015: Chief Financial Officer and Company Secretary, Lanna Resources Public Co., Ltd.
-

Mr. Saharat Vatanatumrak

Positions: Chief Officer – Corporate and Company Secretary

Age: 52 years

Nationality: Thai

Education:

- Bachelor of Engineering (Electrical Engineering), University of California, Los Angeles (UCLA), USA
- Biomass and Waste Conversion Technologies Course 2008, King Mongkut's Institute of Technology North Bangkok
- Corporate Secretary Development Program 2004, Chulalongkorn University
- Certificate: Thai Institute of Directors Association
How to Develop a Risk Management Plan (HRP) Class 6/2014
CG Report Assessment Criteria, 2015
Company Secretary program (CSP), 2015
- Stock Exchange of Thailand:
CRS Engagement Program, 2014
CG Forum 1/2016 "Ethics: Conscience on Good Governance Principle"

Family Relationship with Executives: None

Past 5-Year Experiences:

July 2016-Present: Director, Lanna Power Generation Co., Ltd.
Jan 1 2016-Present: Chief Officer – Corporate and Company Secretary, Lanna Resources Public Co., Ltd.
2010-Present: Director, PT. Lanna Mining Services (Subsidiary)
2008-Present: Commissioner, PT. Singlurus Pratama (Subsidiary)
2004-Present: Commissioner, PT. Lanna Harita Indonesia (Subsidiary)
2012-2015: Senior Manager - Diversified Business Development, Lanna Resources Public Co., Ltd.
2001-2008: Manager, Business Development, Lanna Resources Public Co., Ltd.
1999-2001: Project Manager, Universal Project Company Limited
1994-1999: Project Manager, Asian Infrastructure Development Company Limited



Mr. Prasert Promdech

Positions: Chief Officer - International Marketing

Age: 48 years

Nationality: Thai

Education:

- Bachelor of Engineering (Mining Engineering), Chulalongkorn University
- MBA, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Course by Coaltrans Conferences Ltd : Coaltrans Coal Trading & Risk Management, Singapore, 2014
- Certificate: Thai Institute of Directors Association
How to Develop a Risk Management Plan (HRP), 2016

Family Relationship with Executives: None

Past 5-Year Experiences:

Jan 1, 2016-Present: Chief Officer - International Marketing, Lanna Resources Public Co., Ltd.
2010-Present: Director, PT. Lanna Mining Services (Subsidiary)
2008-Present: Commissioner, PT. Singlurus Pratama (Subsidiary)
2006-2015: Senior Manager - International Coal Sales, Lanna Resources Public Co., Ltd.
2000-2004: Chief Coal Transshipment, PT. Lanna Harita Indonesia (Subsidiary)



Mrs. Petcharat Chayanon

Positions: Chief Officer - Finance and Accounting

Age: 49 years

Nationality: Thai

Education:

- B.A. (Accounting), Thammasat University
- Certificate: Thai Institute of Directors Association
 - How to Develop a Risk Management Plan (HRP) 10/2016
 - Anti-Corruption in Practice, 2016
 - Facilitation in Efficient Customs Improvement and the Benefit to Private Sector Act. (CAC), 2016
- Federation of Accounting Professions courses:
 - Financial Reporting Standards Draft No. 15, Revenue from Contracts with Customers, 2016
 - Business health check through financial statement
 - M-Score Indicator...? Financial Statement and Forensic Accounting, 2016
 - International Taxation, 2016
 - Public Hearing Seminar on Preparation of Financial Reporting Standards Draft on Financial Instruments (FRS9, TFRS7, and TAS32), 2016
 - Pack 5 Implementation in 2015
 - XBRL 2015
 - Deferred Income Tax, 2015
- Bank of Thailand Seminar: AEC Important Facts, 2014
- Fiscal Policy Office Forum (FPO) : Evaluating Impact of Government Policies Implementation, 2014
- Thai Listed Companies Association:
 - CEO in IR Role and His Key Challenges, 2015
 - Breakout session: Group therapy “What has been your Challenges in 2014 and dealing with it”, 2015
- The Wisdom Learning Center: Strategic Problem Solving, 2016
- Federation of Accounting Professions: CFO Current Issues, 2016
- Securities and Exchange Commission (SEC):
 - Regulations of Listed Companies and Smart Disclosure Program, 2016
 - The UK Experience on Implementing the Enhanced Auditor Reporting, 2016
 - How to write an effective MS&A, 2016
 - Regulations on preparation of reports under article 56 and Annual Registration Statement, 2012
- Stock Exchange of Thailand courses:
 - Quarterly Economic Wrap-Up for Listed Companies Q2/2016
 - IR Preparation for Roadshows, 2016
 - Importance Roles of Capital Market and Framework for Development Plan, 2016
 - Infrastructure Policy, 2015
 - How does ESG disclosure add value to business?, 2015
 - Strategic CFO in Capital Markets, 2015

Family Relationship with Executives: None

Past 5-Year Experiences:

Jan 1, 2016-Present: Chief Officer - Finance and Accounting, Lanna Resources Public Co., Ltd.
2010-Present: Director, PT. Lanna Mining Services (Subsidiary)
2009-Present: Commissioner, PT. Singlurus Pratama (Subsidiary)
2005-2015: Senior Manager - Accounting and Administration, Lanna Resources Public Co., Ltd.



Mr. Vacharachai Nachailert

Positions: Chief Officer - Domestic Marketing

Age: 54 years

Nationality: Thai

Education:

- B.A (Political Science), Ramkhamhaeng University
- Certificate: Thai Institute of Directors Association
How to Develop a Risk Management Plan (HRP), 2016



Family Relationship with Executives: None

Past 5-Year Experiences:

Jan 1, 2016-Present: Chief Officer - Domestic Marketing, Lanna Resources Public Co., Ltd.
2008-2015: Senior Manager - Domestic Coal Sales, Lanna Resources Public Co., Ltd.
1996-2007: Manager-Domestic Coal Sales, Lanna Resources Public Co., Ltd.
1992-1996: Section Head-Coal Sales, Lanna Resources Public Co., Ltd.

Mr. Sudusit Ounsangchan

Positions: Chief Officer - Coal Business Development

Age: 52 years

Nationality: Thai

Education:

- Bachelor of Engineering (Mining Engineering), Chulalongkorn University
- Certificate: Thai Institute of Directors Association
How to Develop a Risk Management Plan (HRP) 10/2016
Director Accreditation Program (DAP) 128/2016
Anti-Corruption in Practice, 2015
- Stock Exchange of Thailand:
CG Forum 1/2016 "Ethics: Good Governance on Consciousness", 2016
CSR Engagement, 2014
- Department of Mineral Fuels: Public Hearing Seminar on Coal Fuel Act Draft B.E.2559
- The Institute of Industrial Energy: New Power Development Plan (2015-2036) Future of Thailand's Industry, 2015



Family Relationship with Executives: None

Past 5-Year Experiences:

July 2016-Present: Director, Lanna Power Generation Co., Ltd.
Feb 2016-Present: Director and Independent Director, ASN Broker Public Co., Ltd.
Jan 1, 2016-Present: Chief Officer - Coal Business Development, Lanna Resources Public Co., Ltd.
2010-2015: Senior Manager - Core Business Development, Lanna Resources Public Co., Ltd.
2003-2008: Core Business Development Manager, Lanna Resources Public Co., Ltd.
1997-2002: Manager-Planning, Lanna Resources Public Co., Ltd.
1987-1996: Mining Engineer, Sahakol Engineering Co., Ltd.

**Positions of the Company's Directors, Executives and Controlling Persons
in the Subsidiary, Associated and Related Companies
as at December 31, 2016**

| Executive Name | Lanna Resources Public Co., Ltd. | Subsidiary Companies | | | | | Associated Company | Other Related Companies |
|--|---|----------------------|----|----|-------|---|--------------------|-------------------------|
| | | 1 | 2 | 3 | 4 | 5 | | |
| (1) Mr. Somkiart Limsong | X | - | - | - | - | - | - | - |
| (2) Mr. Paul Heinz Hugentobler | / | - | / | - | - | - | - | / |
| (3) Mr. Siva Mahasandana | / | - | - | - | - | - | - | / |
| (4) Mr. Vanchai Tosomboon | / | - | - | - | - | - | - | / |
| (5) Mr. Tanon Tantisunthorn | / | - | - | - | - | - | - | - |
| (6) Mr. Padoong Techasarintr | /,XXX | - | - | - | - | - | - | - |
| (7) Mrs. Duangkamol Suchato | /,/// | - | - | - | - | - | - | - |
| (8) Mr. Adul Tantharatana | /,/// | - | - | - | - | - | - | - |
| (9) Mr. Akasit Jirayuwanon | / | - | - | - | - | - | - | - |
| (10) Mr. Kraisi Sirirungsi | / | / | X | / | /X | X | / | - |
| (11) Mr. Suroj Subhasavasdikul | / | - | - | - | /X | - | / | - |
| (12) Mr. Visit Tantisunthorn | / | - | - | - | - | - | - | - |
| (13) Mr. Anun Louharanoo | / | // | / | // | /,/// | / | - | - |
| (14) Mr. Srihasak Arirachakaran | / | XX | XX | XX | / | / | / | - |
| (15) Mrs. Petcharat Chayanon | - | - | // | / | - | - | - | - |
| (16) Mr. Prasert Promdech | - | - | // | / | - | - | - | - |
| (17) Mr. Sudusit Ounsangchan | - | - | - | - | - | / | - | - |
| (18) Mr. Vacharachai Nachailert | - | - | - | - | - | - | - | - |
| (19) Mr. Saharat Vatanatumrak | - | / | // | / | - | / | - | - |
| Subsidiary Company | 1 = PT. Lanna Harita Indonesia 2 = PT. Lanna Mining Services 3 = PT. Singlurus Pratama 4 = Thai Agro Energy Public Co., Ltd. 5 = Lanna Power Generation Co., Ltd. | | | | | | | |
| Associated Company | United Bulk Shipping Pte. Ltd. | | | | | | | |
| Related Company | Siam City Cement Public Company Limited, holding 44.99% of paid-up capital in Lanna Resources Public Company Limited. | | | | | | | |
| Remarks : X = Chairman of the Board, /X = Vice Chairman, / = Director, XX = Executive Chairman, // = Executive Director XXX = Audit Committee Chairman, /// = Audit Committee Member | | | | | | | | |

APPENDIX 2
INFORMATION ON DIRECTORS OF THE SUBSIDIARY AND ASSOCIATED COMPANIES
AS AT DECEMBER 31, 2016

| Director's Name | Subsidiary Companies | | | | | Associated Company |
|--|----------------------|---------------------------------------|----|--------------------------------|---|--------------------|
| | 1 | 2 | 3 | 4 | 5 | |
| 1. Mr. Visith Noiphan | - | - | - | X | - | - |
| 2. Mr. Somchit Limwathanagura | - | - | - | / | - | - |
| 3. Mr. Padetpai Meekun-iam | - | - | - | /,XXX | - | - |
| 4. Mr. Kraisi Sirirungsi | / | X | / | /X | X | / |
| 5. Mr. Paul Heinz Hugentobler | - | / | - | - | - | - |
| 6. Mr. Suroj Subhasavasdikul | - | - | - | /X | - | / |
| 7. Mr. Somchai Lovisuth | - | - | - | / | - | - |
| 8. Mr. Anun Louharanoo | // | / | // | /,/// | / | - |
| 9. Mr. Srihasak Arirachakaran | XX | XX | XX | / | / | / |
| 10. Mr. Atichart Mongkol | // | - | - | - | - | - |
| 11. Mrs. Petcharat Chayanon | - | // | / | - | - | - |
| 12. Mr. Saharat Vatanatumrak | / | // | / | - | / | - |
| 13. Mr. Panot Charoensuk | - | / | // | - | - | - |
| 14. Mr. Thamrong Angsakul | // | - | - | - | - | - |
| 15. Mr. Prasert Promdech | - | // | / | - | - | - |
| 16. Mr. Sudusit Ounsangchan | - | - | - | - | / | - |
| 17. Mr. Nitipon Saihom | - | - | - | - | / | - |
| 18. Mr. Ludi Prasetyo Hartono | - | - | // | - | - | - |
| 19. Mrs. Yocke Kaseger | - | - | X | - | - | - |
| 20. Mr. Sonny Susanto | - | - | // | - | - | - |
| 21. Mr. Toto Iman Dewanto | - | - | / | - | - | - |
| 22. Mr. Lim Gunardi Hariyanto | // | - | - | - | - | - |
| 23. Mr. Parasian Simanungkalit, SH | X | - | - | - | - | - |
| 24. Mr. Ng Han Whatt Henry | - | - | - | - | - | X |
| 25. Mr. Lee Boon Wah | // | - | - | - | - | / |
| 26. Mr. Patrick Ng Bee Soon | - | - | - | - | - | / |
| 27. Mrs. Ng Bee Bee | / | - | - | - | - | / |
| Subsidiary Companies | | | | Associated Company | | |
| 1 = PT. Lanna Harita Indonesia | | 2 = PT. Lanna Mining Services | | United Bulk Shipping Pte. Ltd. | | |
| 3 = PT. Singlurus Pratama | | 4 = Thai Agro Energy Public Co., Ltd. | | | | |
| 5 = Lanna Power Generation Co., Ltd. | | | | | | |
| Remarks : X = Chairman of the Board, /X = Vice Chairman, / = Director XX = Executive Chairman, // = Executive Director XXX = Audit Committee Chairman, /// = Audit Committee Member | | | | | | |

APPENDIX 3

INFORMATION ON INTERNAL AUDIT DEPARTMENT MANAGER

- The Audit Committee has approved to appoint Mrs. Wanna Chomkhokkrud as the Internal Audit Department Manager having seen that she possesses the education, work experience and training appropriate and sufficient for such work and duties with effectiveness, having background as follows:
-

First and Last Name: Mrs. Wanna Chomkhokkrud

Current Position: Internal Audit Department Manager,
Secretary of Audit Committee,
Risk Management Committee Member and Secretary

Age: 51 years

Nationality: Thai



Education:

- B.A. (Accounting), Ramkhamhaeng University
- Certificates of the Thai Institute of Directors Association
 - Anti-Corruption in Practice, 2015
 - How to Develop a Risk management Plan (HRP) Class 6/2514
 - Tackling Corruption Through Public – Private Collaboration, 2014
 - Effective Minute Taking (EMT) Class 9/2008
 - Company Secretary Program (CSP) Class 22/2007
- Stock Exchange of Thailand: Preparation for Internal Audit Office to be Listed in the Stock Exchange, 2008
- Thai Institute of Internal Auditors: Emerging Identity of Internal Audit, 2014

Shareholding in Company and Affiliates as at December 31, 2016

- Holding 59,024 shares in Lanna Resources Plc. or 0.01 percent of all shares with voting right
- Holding 39 shares in Thai Agro Energy Plc. (subsidiary) or 0.000 percent of all shares with voting right

Family Relationship with Executives: None

Past 5 – Year Experiences:

Jan 1, 2016-Present: Internal Audit Department Manager, Lanna Resources Public Co., Ltd.
2009-2015: Internal Audit Office Manager, Lanna Resources Public Co., Ltd.
2001-2008: Internal Audit Division Supervisor, Lanna Resources Public Co., Ltd.
1992-2000: Accounting Department Manager, Lanna Resources Public Co., Ltd.

APPENDIX 4
DETAILS ABOUT ASSET VALUATION

-Not Available-

APPENDIX 5

Apart from the information as reported in this Annual Registration Statement (Form 56-1), investors may read more information about the company at the website – www.lannar.com.