Sermsang Power Corporation Public Company Limited and its subsidiaries Report and interim financial statements 31 March 2018

# **Independent Auditor's Report on Review of Interim Financial Information**

To the shareholders of Sermsang Power Corporation Public Company Limited

I have reviewed the accompanying consolidated statement of financial position of Sermsang Power Corporation Public Company Limited and its subsidiaries as at 31 March 2018, the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the three-month period then ended, as well as the condensed notes to the consolidated financial statements. I have also reviewed the separate financial information of Sermsang Power Corporation Public Company Limited for the same period. Management is responsible for the preparation and presentation of this interim financial information in accordance with Thai Accounting Standard 34 Interim Financial Reporting. My responsibility is to express a conclusion on this interim financial information based on my review.

# Scope of review

I conducted my review in accordance with Thai Standard on Review Engagements 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Thai Standards on Auditing and consequently does not enable me to obtain assurance that I would become aware of all significant matters that might be identified in an audit. Accordingly, I do not express an audit opinion.

#### Conclusion

Based on my review, nothing has come to my attention that causes me to believe that the accompanying interim financial information is not prepared, in all material respects, in accordance with Thai Accounting Standard 34 Interim Financial Reporting.

**Emphasis of matter** 

I draw attention to Note 2 and Note 3 to the financial statements regarding the change in

accounting policy for investments in subsidiaries from the cost method to the equity method

applied to the separate financial statements. The Company has restated the 2017 financial

statements to reflect this change. My conclusion is not qualified in respect of this matter.

Sirikorn Plernpissiri

Certified Public Accountant (Thailand) No. 5234

**EY Office Limited** 

Bangkok: 14 May 2018

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# Statement of financial position

As at 31 March 2018

(Unit: Thousand Baht)

|                                     |      | Consolidated financial statements |                  | Separate financial statements |                  |  |
|-------------------------------------|------|-----------------------------------|------------------|-------------------------------|------------------|--|
|                                     |      | As at                             | As at            | As at                         | As at            |  |
|                                     | Note | 31 March 2018                     | 31 December 2017 | 31 March 2018                 | 31 December 2017 |  |
|                                     |      | (Unaudited but                    | (Audited)        | (Unaudited but                | (Audited)        |  |
|                                     |      | reviewed)                         |                  | reviewed)                     | (Restated)       |  |
| Assets                              |      |                                   |                  |                               |                  |  |
| Current assets                      |      |                                   |                  |                               |                  |  |
| Cash and cash equivalents           | 5    | 1,466,754                         | 1,603,392        | 771,259                       | 699,494          |  |
| Trade and other receivables         | 4, 6 | 188,267                           | 151,364          | 103,221                       | 93,263           |  |
| Short-term loans to related parties | 4    | -                                 | -                | 323,978                       | 302,997          |  |
| Other current assets                |      | 46,397                            | 45,729           | 19                            |                  |  |
| Total current assets                |      | 1,701,418                         | 1,800,485        | 1,198,477                     | 1,095,754        |  |
| Non-current assets                  |      |                                   |                  |                               |                  |  |
| Revenue Department receivable       |      | 283,507                           | 246,378          | 1,844                         | 2,205            |  |
| Long-term loans to related parties  | 4    | -                                 | -                | 1,167,904                     | 1,162,004        |  |
| Investments in subsidiaries         | 7    | -                                 | -                | 1,530,023                     | 1,505,229        |  |
| Property, plant and construction    | 8    | 6,046,464                         | 5,427,213        | 1,110                         | 1,124            |  |
| Intangible assets                   | 9    | 674,150                           | 654,207          | 62                            | 66               |  |
| Prepaid rental                      |      | 140,653                           | 141,003          | -                             | -                |  |
| Deferred tax assets                 | 11   | 340                               | 293              | 117                           | 96               |  |
| Other non-current assets            |      | 43,991                            | 264              |                               |                  |  |
| Total non-current assets            |      | 7,189,105                         | 6,469,358        | 2,701,060                     | 2,670,724        |  |
| Total assets                        |      | 8,890,523                         | 8,269,843        | 3,899,537                     | 3,766,478        |  |

# Statement of financial position (continued)

As at 31 March 2018

(Unit: Thousand Baht)

|   |      | Consolidated financial statements |                  | Separate financial statements |                  |  |
|---|------|-----------------------------------|------------------|-------------------------------|------------------|--|
|   |      | As at                             | As at            | As at                         | As at            |  |
|   | Note | 31 March 2018                     | 31 December 2017 | 31 March 2018                 | 31 December 2017 |  |
|   |      | (Unaudited but                    | (Audited)        | (Unaudited but                | (Audited)        |  |
|   |      | reviewed)                         |                  | reviewed)                     | (Restated)       |  |
| Liabilities and shareholder's equity                |      |                                   |                  |                               |                  |  |
| Current liabilities                                 |      |                                   |                  |                               |                  |  |
| Trade payables and other payables                   | 4    | 592,382                           | 256,696          | 29,298                        | 27,162           |  |
| Retention payable                                   |      | 5,353                             | 4,036            | -                             | -                |  |
| Short-term loans from related parties               | 4    | -                                 | -                | 146,818                       | 147,580          |  |
| Liabilities under finance lease agreements          |      |                                   |                  |                               |                  |  |
| net of current portion                              |      | -                                 | 70               | -                             | -                |  |
| Current portion of loan term loans                  | 10   | 538,144                           | 510,313          | -                             | -                |  |
| Other current liabilities                           |      | 12,082                            | 11,410           | 1,907                         | 1,820            |  |
| Total current liabilities                           |      | 1,147,961                         | 782,525          | 178,023                       | 176,562          |  |
| Non-current liabilities                             |      |                                   |                  |                               |                  |  |
| Liabilities under finance lease agreements          |      |                                   |                  |                               |                  |  |
| - net of current portion                            |      | -                                 | -                | -                             | -                |  |
| Long-term loans - net of current portion            | 10   | 4,174,337                         | 4,061,676        | -                             | -                |  |
| Other non-current liabilities                       |      | 4,529                             | 3,973            | 586                           | 479              |  |
| Loss in excess of cost over investments accounted   |      |                                   |                  |                               |                  |  |
| for under equity method in investment in subsidiari | es   |                                   | . <u>-</u>       | 301,079                       | 281,607          |  |
| Total non-current liabilities                       |      | 4,178,866                         | 4,065,649        | 301,665                       | 282,086          |  |
| Total liabilities                                   |      | 5,326,827                         | 4,848,174        | 479,688                       | 458,648          |  |
|   |      |                                   |                  |                               |                  |  |

# Statement of financial position (continued)

As at 31 March 2018

(Unit: Thousand Baht)

|  | Consolidated financial statements |                  | Separate financial statements |                  |  |
|--|-----------------------------------|------------------|-------------------------------|------------------|--|
|  | As at                             | As at            | As at                         | As at            |  |
| Note   | 31 March 2018                     | 31 December 2017 | 31 March 2018                 | 31 December 2017 |  |
|  | (Unaudited but                    | (Audited)        | (Unaudited but                | (Audited)        |  |
|  | reviewed)                         |                  | reviewed)                     | (Restated)       |  |
| Shareholder's equity                                 |                                   |                  |                               |                  |  |
| Share capital  |                                   |                  |                               |                  |  |
| Registered   |                                   |                  |                               |                  |  |
| 922,000,000 ordinary shares of Baht 1 each issued    | 922,000                           | 922,000          | 922,000                       | 922,000          |  |
| Issued and fully paid up                             |                                   |                  |                               |                  |  |
| 922,000,000 ordinary shares of Baht 1 each issued    | 922,000                           | 922,000          | 922,000                       | 922,000          |  |
| Share premium  | 1,511,210                         | 1,511,210        | 1,511,210                     | 1,511,210        |  |
| Surplus on business combination under common control | 33,098                            | 33,098           | 33,098                        | 33,098           |  |
| Retained earning                                     |                                   |                  |                               |                  |  |
| Appropriated - statutory reserve 12                  | 40,714                            | 40,714           | 40,714                        | 40,714           |  |
| Unappropriated                                       | 921,543                           | 814,990          | 921,543                       | 814,990          |  |
| Other components of shareholder's equity             | (8,716)                           | (14,182)         | (8,716)                       | (14,182)         |  |
| Equity attributable to owner of the company          | 3,419,849                         | 3,307,830        | 3,419,849                     | 3,307,830        |  |
| Non-controlling interests of the subsidiaries        | 143,847                           | 113,839          |                               | <u> </u>         |  |
| Total shareholders' equity                           | 3,563,696                         | 3,421,669        | 3,419,849                     | 3,307,830        |  |
| Total liabilities and shareholders' equity           | 8,890,523                         | 8,269,843        | 3,899,537                     | 3,766,478        |  |

Directors

#### Statement of comprehensive income

For the three-month period ended 31 March 2018

|   |        | Consolidated financial statements |         | Separate financial statements |            |  |
|---|--------|-----------------------------------|---------|-------------------------------|------------|--|
|   | Note   | 2018                              | 2017    | 2018                          | 2017       |  |
|   |        |                                   |         |                               | (Restated) |  |
| Revenue   |        |                                   |         |                               |            |  |
| Sales   |        | 86,590                            | 70,712  | -                             | -          |  |
| Subsidy for adder                                       |        | 134,961                           | 147,390 | -                             | -          |  |
| Service income  |        | -                                 | -       | 7,250                         | 9,000      |  |
| Other income  |        | 837                               | 327     | 7,657                         | 10,044     |  |
| Total revenue   |        | 222,388                           | 218,429 | 14,907                        | 19,044     |  |
| Expenses  |        |                                   |         |                               |            |  |
| Cost of sales   |        | 52,590                            | 41,448  | -                             | -          |  |
| Administrative expenses                                 |        | 37,278                            | 37,174  | 12,508                        | 12,681     |  |
| Total expenses  |        | 89,868                            | 78,622  | 12,508                        | 12,681     |  |
| Profit before share of profit from investment           |        | 132,520                           | 139,807 | 2,399                         | 6,363      |  |
| in subsidiaries, financial cost and income tax ex       | penses |                                   |         |                               |            |  |
| Share of profit from investment in subsidiaries         | 7.2    | <u>-</u>                          | -       | 104,854                       | 107,611    |  |
| Profit before financial cost and                        |        | 132,520                           | 139,807 | 107,253                       | 113,974    |  |
| income tax expenses                                     |        |                                   |         |                               |            |  |
| Financial cost  |        | 26,479                            | 38,142  | 722                           | 11,616     |  |
| Profit before income tax expenses                       |        | 106,041                           | 101,665 | 106,531                       | 102,358    |  |
| Income tax revenue (expenses)                           | 11     | (49)                              | 33      | 22                            | 20         |  |
| Profit for the period                                   |        | 105,992                           | 101,698 | 106,553                       | 102,378    |  |
| Other comprehensive income:                             |        |                                   |         |                               |            |  |
| Other comprehensive income to be reclassified to profe  | ït     |                                   |         |                               |            |  |
| or loss in subsequent periods                           |        |                                   |         |                               |            |  |
| Exchange difference on translation of financial stateme | ent    |                                   |         |                               |            |  |
| in foreign currency                                     |        | 3,608                             | (1,302) | 5,466                         | (1,157)    |  |
| Other comprehensive income not to be reclassified to    | profit |                                   |         |                               |            |  |
| or loss in subsequent periods                           |        |                                   |         |                               |            |  |
| Actuarial loss-net of income tax                        |        | -                                 | -       | -                             | -          |  |
| Other comprehensive income for the period               |        | 3,608                             | (1,302) | 5,466                         | (1,157)    |  |
| Total comprehensive income for the period               |        | 109,600                           | 100,396 | 112,019                       | 101,221    |  |
| Profit attributable to:                                 |        |                                   |         |                               |            |  |
|   |        | 106 552                           | 100 270 | 106,553                       | 100 270    |  |
| Equity holders of the company                           |        | 106,553                           | 102,378 | 100,333                       | 102,378    |  |
| Non-controlling interests of the subsidiaries           |        | (561)                             | (680)   |                               |            |  |
|   |        | 105,992                           | 101,698 |                               |            |  |

#### Statement of comprehensive income (continued)

For the three-month period ended 31 March 2018

(Unit: Thousand Baht)

|  |      | Consolidated final | ncial statements          | Separate financ | ial statements |
|--|------|--------------------|---------------------------|-----------------|----------------|
| _ N  | lote | 2018               | 2017                      | 2018            | 2017           |
|  |      |                    |                           |                 | (Restated)     |
| ensive income attributable to:   |      |                    |                           |                 |                |
| olders of the company  |      | 112,019            | 101,221                   | 112,019         | 101,221        |
| ntrolling interests of the subsidiaries  |      | (2,419)            | (825)                     |                 |                |
|  |      | 109,600            | 100,396                   |                 |                |
|  |      |                    |                           |                 |                |
| per share  |      |                    |                           |                 |                |
| nings per share  | 14   |                    |                           |                 |                |
| tributable to equity holders   |      |                    |                           |                 |                |
| company (Baht per share)   |      | 0.116              | 0.148                     | 0.116           | 0.148          |
| ed average number of ordinary shares (shares)  |      | 922,000,000        | 691,475,000               | 922,000,000     | 691,475,000    |
| ntrolling interests of the subsidiaries  per share nings per share tributable to equity holders company (Baht per share) | 14   | (2,419)            | (825)<br>100,396<br>0.148 | 0.116           | 101,           |

Sermsang Power Corporation Public Company Limited and its subsidiaries
Statement of changes in shareholders' equity
For the three-month period ended 31 March 2018

(Unit: Thousand Baht)

| Consolidated | financia | etatomonte |
|--------------|----------|------------|
|              |          |            |

|   |      |               | Equity attributable to owner of the company |                     |              |                   |                      |                         |                      |              |                  |                      |
|---|------|---------------|---|---------------------|--------------|-------------------|----------------------|-------------------------|----------------------|--------------|------------------|----------------------|
|   |      |               |   |                     | Retaine      | ed earning        | Other cor            | mponents of shareholder | s' equity            |              |                  |                      |
|   |      |               |   | _                   | Appropriated | Unappropriated    | Other compreher      | nsive income            | _                    |              |                  |                      |
|   |      |               |   | <del>-</del>        |              | Retained earning  | Exchange differences |                         |                      | Total equity |                  |                      |
|   |      | Issued and    |   | Surplus on business |              | after the         | on translation of    |                         | Total other          | attributable | Non-controlling  |                      |
|   |      | paid up share | Share                                       | combination under   | Statutory    | combination under | financial statements |                         | components of        | to owner of  | interests of     | Total                |
|   | Note | capital       | Premium                                     | common control      | reserve      | common control    | in foreign currency  | Acturial gain (loss)    | shareholders' equity | the Company  | the subsidiaries | shareholders' equity |
| Balance as at 31 December 2016                |      | 690,875       | -   | 33,098              | -            | 515,872           | 2,301                | (527)                   | 1,774                | 1,241,619    | 55,190           | 1,296,809            |
| Paid up ordinary shares                       |      | 750           | -   | -                   | -            | -                 | -                    | -                       | -                    | 750          | -                | 750                  |
| Profit for the period                         |      | -             | -   | -                   | -            | 102,378           | -                    | -                       | -                    | 102,378      | (680)            | 101,698              |
| Other comprehensive income for the period     |      | -             | -   | -                   | -            | -                 | (1,157)              | -                       | (1,157)              | (1,157)      | (145)            | (1,302)              |
| Total comprehensive income for the period     |      | -             | -   | -                   | -            | 102,378           | (1,157)              | -                       | (1,157)              | 101,221      | (825)            | 100,396              |
| Statutory reserve                             | 12   | -             | -   | -                   | 24,719       | (24,719)          | -                    | -                       | -                    | -            | -                | -                    |
| Non-controlling interests of the subsidiaries |      | -             | -   | -                   | -            | -                 | -                    | -                       | -                    | -            | 10,817           | 10,817               |
| Balance as at 31 March 2017                   |      | 691,625       | -   | 33,098              | 24,719       | 593,531           | 1,144                | (527)                   | 617                  | 1,343,590    | 65,182           | 1,408,772            |
|   |      |               |   |                     |              |                   |                      |                         |                      |              |                  |                      |
| Balance as at 31 December 2017                |      | 922,000       | 1,511,210                                   | 33,098              | 40,714       | 814,990           | (13,856)             | (326)                   | (14,182)             | 3,307,830    | 113,839          | 3,421,669            |
| Profit for the period                         |      | -             | -   | -                   | -            | 106,553           | -                    | -                       | -                    | 106,553      | (561)            | 105,992              |
| Other comprehensive income for the period     |      | -             | -   | -                   | -            | -                 | 5,466                | -                       | 5,466                | 5,466        | (1,858)          | 3,608                |
| Total comprehensive income for the period     |      | -             | -   | -                   | -            | 106,553           | 5,466                | -                       | 5,466                | 112,019      | (2,419)          | 109,600              |
| Non-controlling interests of the subsidiaries |      | -             | -   | -                   | -            | -                 | -                    | -                       | -                    | -            | 32,427           | 32,427               |
| Balance as at 31 March 2018                   |      | 922,000       | 1,511,210                                   | 33,098              | 40,714       | 921,543           | (8,390)              | (326)                   | (8,716)              | 3,419,849    | 143,847          | 3,563,696            |

Sermsang Power Corporation Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity (continued)

For the three-month period ended 31 March 2018

(Unit: Thousand Baht)

#### Seperate financial statements

|   |      |                    |           |                      |              |                | Other components of | shareholders' equity |                      |               |
|---|------|--------------------|-----------|----------------------|--------------|----------------|---------------------|----------------------|----------------------|---------------|
|   |      |                    |           |                      |              |                | Other comprehe      | nsive income         |                      |               |
|   |      |                    |           |                      |              |                | Exchange difference |                      |                      |               |
|   |      |                    |           | Surplus on           |              |                | on translation of   |                      | Total other          | Total         |
|   |      | Issued and paid up | Share     | business combination | Retained     | earning        | financial statement |                      | components of        | shareholders' |
|   | Note | share capital      | Premium   | under common control | Appropriated | Unappropriated | in foreign currency | Actuarial loss       | shareholders' equity | equity        |
| Balance as at 31 December 2016 - as previously reported |      | 690,875            | -         | -                    | -            | 489,687        | -                   | (315)                | (315)                | 1,180,247     |
| Cumulative effect of change in accounting policy        |      |                    |           |                      |              |                |                     |                      |                      |               |
| for investment in subsidiaries                          | 3    | -                  | -         | 33,098               | -            | 26,184         | 2,301               | (212)                | 2,089                | 61,371        |
| Balance as at 31 December 2016 - as restated            |      | 690,875            | -         | 33,098               | -            | 515,871        | 2,301               | (527)                | 1,774                | 1,241,618     |
| Paid up ordinary shares                                 |      | 750                | -         | -                    | -            | -              | -                   | -                    | -                    | 750           |
| Profit for the period (restated)                        |      | -                  | -         | -                    | -            | 102,378        | -                   | -                    | -                    | 102,378       |
| Other comprehensive income for the period               |      | -                  | -         | -                    | -            | -              | (1,157)             | -                    | (1,157)              | (1,157)       |
| Total comprehensive income for the period               |      | -                  | -         | -                    | -            | 102,378        | (1,157)             | -                    | (1,157)              | 101,221       |
| Transferred to statutory reserve                        | 12   | <u> </u>           | -         | <u>-</u>             | 24,719       | (24,719)       | <u> </u>            | -                    |                      |               |
| Balance as at 31 March 2017                             |      | 691,625            | -         | 33,098               | 24,719       | 593,530        | 1,144               | (527)                | 617                  | 1,343,589     |
|   |      |                    |           |                      |              |                |                     |                      |                      |               |
| Balance as at 31 December 2017 - as previously reported |      | 922,000            | 1,511,210 | -                    | 40,714       | 768,857        | -                   | 16                   | 16                   | 3,242,797     |
| Cumulative effect of change in accounting policy        | 3    | -                  | -         | 33,098               | -            | 46,133         | (13,856)            | (342)                | (14,198)             | 65,033        |
| Balance as at 31 December 2017 - as restated            |      | 922,000            | 1,511,210 | 33,098               | 40,714       | 814,990        | (13,856)            | (326)                | (14,182)             | 3,307,830     |
| Paid up ordinary shares                                 |      | -                  | -         | -                    | -            | -              | -                   | -                    | -                    | -             |
| Profit for the period                                   |      | -                  | -         | -                    | -            | 106,553        | -                   | -                    | -                    | 106,553       |
| Other comprehensive income for the period               |      | <u> </u>           | -         | <u>-</u>             |              |                | 5,466               | -                    | 5,466                | 5,466         |
| Total comprehensive income for the period               |      |                    | -         | -                    |              | 106,553        | 5,466               | -                    | 5,466                | 112,019       |
| Balance as at 31 March 2018                             |      | 922,000            | 1,511,210 | 33,098               | 40,714       | 921,543        | (8,390)             | (326)                | (8,716)              | 3,419,849     |

#### Cash flow statement

For the three-month period ended 31 March 2018

(Unit: Thousand Baht)

|  | Consolidated finan | Consolidated financial statements |           | al statements |
|--|--------------------|-----------------------------------|-----------|---------------|
|  | 2018               | 2017                              | 2018      | 2017          |
|  | -                  |                                   |           | (Restated)    |
| Cash flows operating activities                        |                    |                                   |           |               |
| Profit before tax                                      | 106,041            | 101,665                           | 106,531   | 102,358       |
| Adjustments to reconcile profit before tax to          |                    |                                   |           |               |
| net cash provided by (paid from) operating activities: |                    |                                   |           |               |
| Depreciation and amortisation                          | 37,408             | 29,548                            | 50        | 46            |
| Long-term employee benefits                            | 236                | 163                               | 107       | 103           |
| Share of profit from investments in subsidiaries       | -                  | -                                 | (104,854) | (107,611)     |
| Gain on disposal of fixed assets                       | -                  | (7)                               | -         | -             |
| Loss on exchange rate                                  | 8,215              | 2,935                             | -         | -             |
| Interest income  | (525)              | (1)                               | (7,657)   | (10,054)      |
| Financial cost   | 26,479             | 38,142                            | 722       | 11,616        |
| Profit (loss) from operating activities before         |                    |                                   |           |               |
| changes in operating assets and liabilities            | 177,854            | 172,445                           | (5,101)   | (3,542)       |
| Decrease (increase) in operating assets                |                    |                                   |           |               |
| Trade and other receivables                            | (36,723)           | (12,078)                          | (2,121)   | 4,694         |
| Other current assets                                   | (518)              | (95,312)                          | (19)      | (10,168)      |
| Revenue Department receivable                          | (37,129)           | (18,429)                          | 362       | -             |
| Non-current assets                                     | (43,377)           | 77                                | -         | -             |
| Increase (decrease) in operating liabilities           |                    |                                   |           |               |
| Trade payables and other payables                      | 335,686            | 1,479                             | 1,469     | (970)         |
| Retention payable                                      | 1,317              | 1,613                             | -         | -             |
| Other current liabilities                              | 672                | 1,724                             | 87        | 271           |
| Other non-current liabilities                          | 320                | (30)                              | -         | -             |
| Cash flow from (used in) operating activities          | 398,102            | 51,489                            | (5,323)   | (9,715)       |
| Cash paid for income tax                               | (180)              | -                                 | (180)     | -             |
| Net cash flow from (used in) operating activities      | 397,922            | 51,489                            | (5,503)   | (9,715)       |
|  |                    |                                   |           |               |

#### Cash flow statement (continued)

For the three-month period ended 31 March 2018

(Unit: Thousand Baht)

|  | Consolidated financial statements |           | Separate financial statement |            |  |
|--|-----------------------------------|-----------|------------------------------|------------|--|
|  | 2018                              | 2017      | 2018                         | 2017       |  |
|  |                                   | ,         |                              | (Restated) |  |
| Cash flow from investing activities                        |                                   |           |                              |            |  |
| Short-term loans to related parties                        | -                                 | -         | (20,981)                     | (5,159)    |  |
| Long-term loans to related parties                         | -                                 | -         | (5,900)                      | (176,700)  |  |
| Investment in subsidiaries                                 | -                                 | -         | -                            | (6,750)    |  |
| Dividend income from investment                            | -                                 | -         | 105,000                      | 40,000     |  |
| Acquisition of property, plant and equipment               | (613,174)                         | (396,229) | (32)                         | (11)       |  |
| Acquisition of intangible assets                           | (12,314)                          | (29)      | -                            | -          |  |
| Government grants  | -                                 | 153,860   | -                            | -          |  |
| Interest income  | 525                               | 1         | -                            | 10         |  |
| Non-controlling interest of the subsidiaries               | 32,427                            | 10,817    | -                            | -          |  |
| Net cash flows from (used in) investing activities         | (592,536)                         | (231,580) | 78,087                       | (148,610)  |  |
| Cash flows from financing activities                       |                                   |           |                              |            |  |
| Short-term loans from related parties                      | -                                 | (117)     | (762)                        | (3,810)    |  |
| Liabilities under finance lease agreement                  | (70)                              | (432)     | -                            | -          |  |
| Cash received from long-term loans                         | 185,729                           | 476,777   | -                            | 120,000    |  |
| Payment of long-term loans                                 | (85,097)                          | (86,448)  | -                            | -          |  |
| Paid up ordinary shares                                    | -                                 | 750       | -                            | 750        |  |
| Payment of interest and bank fee                           | (41,854)                          | (41,823)  | (57)                         | (7,907)    |  |
| Net cash flows from (used in) financing activities         | 58,708                            | 348,707   | (819)                        | 109,033    |  |
| Decrease in translation adjustments                        | (732)                             | (1,123)   | -                            | -          |  |
| Net increase (decrease) in cash and cash equivalents       | (136,638)                         | 167,493   | 71,765                       | (49,292)   |  |
| Cash and cash equivalents at beginning of period           | 1,603,392                         | 367,356   | 699,494                      | 95,893     |  |
| Cash and cash equivalents at end of period                 | 1,466,754                         | 534,849   | 771,259                      | 46,601     |  |
|  | -                                 |           | -                            |            |  |
| Supplement cash flow information                           |                                   |           |                              |            |  |
| Non-cash item  |                                   |           |                              |            |  |
| Increase in fixed assets by replacement                    | 85                                | 78        | -                            | -          |  |
| Interest expenses record to cost of property and equipment | 16,168                            | 8,820     | -                            | -          |  |

# Sermsang Power Corporation Public Company Limited and its subsidiaries Notes to interim consolidated financial statements For the three-month period ended 31 March 2018

#### 1. General information

#### 1.1 Corporate information

Sermsang Power Corporation Public Company Limited ("the Company") is a company limited incorporated under Thai Laws on 16 June 2015 and domiciled in Thailand. The major shareholder of the Company is a group of ordinary persons in the same family ("the group of major shareholders") by directly held by their names or held by the company (which its major shareholders were such group persons). The Company is principally engaged in investment, consultancy and provision of services for the power business to related parties. The registered office is at 325/14, Lan Luang Road, Si Yaek Mahanak, Dusit, Bangkok.

In January 2017, the Company was transformed from a limited company to be a public company limited and changed its name from "Sermsang Power Corporation Company Limited." to "Sermsang Power Corporation Public Company Limited".

The Market of Alternative Investment (mai) has approved the listing of the ordinary shares of the Company as securities on the mai, to be traded from 27 September 2017.

# 1.2 Basis of the preparation of interim financial statements

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

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

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

# 1.3 Basis of preparation on the interim consolidated financial statements

The interim consolidated financial statements include the financial statements of Sermsang Power Corporation Public Company Limited ("the Company") and its subsidiaries and have been prepared on the same basis as that applied for the consolidated financial statement for the year ended 31 December 2017. During the period, there was no change in the composition of group.

|  |  |               | Percentage o | f shareholding |
|--|--|---------------|--------------|----------------|
|  |  | Country of    | 31 March     | 31 December    |
| Subsidiary companies                   | Nature of business                         | incorporation | 2018         | 2017           |
|  |  |               | (Percentage) | (Percentage)   |
| Subsidiary companies which directly he | eld by the Company                         |               |              |                |
| Serm Sang Palang Ngan Company          | Production and distribution of electricity | Thailand      | 100          | 100            |
| Limited                                |  |               |              |                |
| Sermsang Corporation Company Limited   | Production and distribution of electricity | Thailand      | 100          | 100            |
| Sermsang International Company Limited | Investment and consultancy                 | Thailand      | 100          | 100            |
| Access Energy Company Limited          | Investment and consultancy                 | Thailand      | 100          | 100            |
| Essential Power Company Limited        | Production and distribution of electricity | Thailand      | 100          | 100            |
| Sermsang Solar Company Limited         | Production and distribution of electricity | Thailand      | 100          | 100            |
| Siam Renewable Power Company           | Production and distribution of electricity | Thailand      | 100          | 100            |
| Limited                                |  |               |              |                |
| Plus Energy Company Limited            | Production and distribution of electricity | Thailand      | 100          | 100            |
| Sermsang Infinite Company Limited      | Production and distribution of electricity | Thailand      | 100          | 100            |
| Siam Clean Solutions Company Limited   | Production and distribution of electricity | Thailand      | 100          | 100            |
| Prestige Group Company Limited         | Production and distribution of electricity | Thailand      | 100          | 100            |
| Triple P Renewable Company Limited     | Production and distribution of electricity | Thailand      | 100          | 100            |
| Subsidiary companies which indirectly  | held by the Company                        |               |              |                |
| S. Global Power Limited                | Investment and consultancy                 | Hong Kong     | 100          | 100            |
| Surge Energy Corporation Limited       | Investment and consultancy                 | Hong Kong     | 100          | 100            |
| Access C Management Limited            | Investment and consultancy                 | Hong Kong     | 100          | 100            |
| Seijo Corporation                      | Investment and consultancy                 | Japan         | 100          | 100            |
| SS Hidaka No Mori GK                   | Production and distribution of electricity | Japan         | 87           | 87             |
| GK GSSE                                | Production and distribution of electricity | Japan         | 90           | 90             |
| Zouen Energy GK                        | Production and distribution of electricity | Japan         | 100          | 100            |
| Sermsang Sustainable Singapore Private | Investment and consultancy                 | Singapore     | 100          | 100            |
| Limited                                |  |               |              |                |
| Ashita Power 1 GK                      | Production and distribution of electricity | Japan         | 100          | 100            |
| Ashita Power 2 GK                      | Production and distribution of electricity | Japan         | 100          | 100            |
| Tenuun Gerel Construction LLC          | Production and distribution of electricity | Mongolia      | 73.7         | 73.7           |

During the period, a subsidiary (Surge Energy Corporation Limited) has invested in SS Hidaka No Mori GK of Yen 197.4 million, GK GSSE of Yen 63.0 million, Zouen Energy GK of Yen 75.0 million, Ashita power 1 GK of Yen 51.7 million and Ashita power 2 GK of Yen 51.7 million.

# Called up and increase in share capital of subsidiary

On 15 February 2018, Access C Management Limited passed a resolution to increase its registered share capital from 450,000 shares to 650,000 shares at a par value of USD 1. The Company fully paid for the share subscription on 15 and 23 February 2018.

# 1.4 New financial reporting standards

#### (a) Financial reporting standards that became effective in the current year

During the period, the Company and its subsidiaries have adopted the revised financial reporting standards and interpretations (revised 2017) which are effective for fiscal years beginning on or after 1 January 2018. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes and clarifications directed towards disclosures in the notes to financial statements. The adoption of these financial reporting standards does not have any significant impact on the Company and its subsidiaries' financial statements.

#### (b) Financial reporting standard that will become effective in the future

During the period, the Federation of Accounting Professions issued the financial reporting standard TFRS 15 Revenue from Contracts with Customers, which is effective for fiscal years beginning on or after 1 January 2019. Key principles of this standard are summarized below.

#### **TFRS 15 Revenue from Contracts with Customers**

TFRS 15 supersedes TAS 11 Construction Contracts and TAS 18 Revenue, together with related Interpretations. Entities are to apply this standard to all contracts with customers unless those contracts fall within the scope of other standards. The standard establishes a five-step model to account for revenue arising from contracts with customers, with revenue being recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The standard requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model.

At present, the management of the Company and its subsidiaries is evaluating the impact of this standard to the financial statements in the year when it is adopted.

# 2. Significant accounting policies

The interim financial statements are prepared using the same accounting policies and methods of computation as were used for the financial statements for the year ended 31 December 2017 except for the following

During the current period, the Company decided to change its accounting treatment for investments in subsidiaries and associates in the separate financial statements from the cost method to the equity method, effective from 1 January 2018, and has restated the comparative financial statements of the prior period to reflect the effects of the changes. The cumulative effects of the change in accounting policy is presented in Note 3 to the financial statements.

# 3. Cumulative effect of change in accounting policies

As described in Note 2 to the financial statements, the Company has changed its accounting policy. The cumulative effect of the change in accounting policies is presented as a separate item in the statement of changes in shareholders' equity.

The amounts of the adjustments affecting the statement of financial position and the statement of comprehensive income are summarised below.

|  | Separate financial statements |             |             |  |  |  |  |
|--|-------------------------------|-------------|-------------|--|--|--|--|
|  | As at                         | As at       | As at       |  |  |  |  |
|  | 31 March                      | 31 December | 31 December |  |  |  |  |
|  | 2018                          | 2017        | 2016        |  |  |  |  |
| Statements of financial position:              |                               |             |             |  |  |  |  |
| Increase in investment in subsidiaries         | 371,435                       | 346,641     | 130,699     |  |  |  |  |
| Loss in excess of cost over investments        |                               |             |             |  |  |  |  |
| accounted for under equity method in           |                               |             |             |  |  |  |  |
| investment in subsidiaries                     | (301,079)                     | (281,607)   | (69,326)    |  |  |  |  |
| Increase in unappropriated retained earnings   | 45,988                        | 46,134      | 26,184      |  |  |  |  |
| Increase surplus on business combination under |                               |             |             |  |  |  |  |
| common control                                 | 33,098                        | 33,098      | 33,098      |  |  |  |  |
| Increase (decrease) in other components of     |                               |             |             |  |  |  |  |
| shareholders' equity                           | (8,730)                       | (14,198)    | 2,091       |  |  |  |  |

(Unit: Thousand Baht)

|  | Separate financial statements |                |  |
|--|-------------------------------|----------------|--|
|  | For the three-month           | n period ended |  |
|  | 31 Mar                        | ch             |  |
|  | 2018                          | 2017           |  |
| Statements of comprehensive income                         |                               |                |  |
| Profit or loss:  |                               |                |  |
| Share gain from investment in subsidiaries                 | 104,854                       | 107,611        |  |
| Decrease in dividend income                                | (105,000)                     | (40,000)       |  |
| Increase (decrease) in net profit                          | (146)                         | 67,611         |  |
| Other comprehensive income:                                |                               |                |  |
| Increase (decrease) in share of other comprehensive income |                               |                |  |
| from investments in subsidiaries                           | 5,466                         | (1,157)        |  |
| Earnings per share (Baht):                                 |                               |                |  |
| Increase (decrease) in basic earnings per share            | (0.00)                        | 0.10           |  |

# 4. Related party transactions

During the period, the Company and its subsidiaries had significant business transactions with related parties. Such transactions, which are summarized below, arose in the ordinary course of business and were concluded on commercial terms and based agreed upon between the Company and those related parties.

|                                |                      |                   |                  |                    | (Unit: Thousand Baht) |
|--------------------------------|----------------------|-------------------|------------------|--------------------|-----------------------|
|                                | Consolidated fina    | ancial statements | Separate finar   | ncial statements   |                       |
|                                | For the three-mor    | nth periods ended | For the three-mo | onth periods ended |                       |
|                                | 31 N                 | larch             | 31 M             | March              | Pricing policy        |
|                                | 2018                 | 2017              | 2018             | 2017               |                       |
| Transactions with subsidiar    | y companies          |                   |                  |                    |                       |
| (eliminated from the consolida | ted financial statem | nents)            |                  |                    |                       |
| Service income                 | -                    | -                 | 7,250            | 9,000              | Per agreement         |
| Service expenses               | -                    | -                 | 2,550            | -                  | Per agreement         |
| Interest income                | -                    | -                 | 7,657            | 10,044             | 2.0% - 6.7% per annum |
| Interest expense               | -                    | -                 | 722              | 1,344              | 2.0% - 6.2% per annum |
| Dividend income                | -                    | -                 | 105,000          | 40,000             |                       |
| Transactions with related co   | <u>mpanies</u>       |                   |                  |                    |                       |
| Sales                          | 371                  | -                 | -                | -                  | Per agreement         |
| Professional fee               | -                    | 435               | -                | -                  | Per agreement         |
| Rental and service expense     | 90                   | 90                | 90               | 90                 | Per agreement         |

As at 31 March 2018 and 31 December 2017, the balances of the accounts between the Company and those related companies are as follows:

|  |             |             | (Uni       | it: Thousand Baht) |
|--|-------------|-------------|------------|--------------------|
|  | Consc       | olidated    | Separate   |                    |
| _  | financial S | Statements  | financials | statements         |
|  | 31 March    | 31 December | 31 March   | 31 December        |
| _  | 2018        | 2017        | 2018       | 2017               |
| Accounts receivables                         |             |             |            |                    |
| - related parties (Note 6)                   |             |             |            |                    |
| Subsidiaries                                 | -           | -           | 29,550     | 27,923             |
| Related company                              | 397         |             | -          |                    |
| Total accounts receivables - related parties | 397         |             | 29,550     | 27,923             |
| Interest receivables - related parties       |             |             |            |                    |
| Subsidiaries                                 | -           |             | 71,376     | 63,719             |
| Total interest receivable-related parties    | -           |             | 71,376     | 63,719             |
| Interest payables - related parties          |             |             |            |                    |
| Subsidiaries                                 | -           |             | 19,878     | 19,213             |
| Total interest payable - related parties     | -           | -           | 19,878     | 19,213             |
| Accrued rental expense - director            |             |             |            |                    |
| Director                                     | 30          | 30          | 30         | 30                 |
| Total accrued rental expense - director      | 30          | 30          | 30         | 30                 |

# Service income agreement

The Company entered into service income agreement with two subsidiaries whereby the subsidiaries have to pay service income on monthly basis as stated in the agreement.

# Power purchase agreement

A subsidiary (Sermsang Infinite Company Limited) entered into Power purchase agreement with a related company (Srinanaporn Marketing Company Limited) for 25 years. A subsidiary has generated revenue since March 2018.

# Loans to related parties and loan from related parties

Sermsang International Company Limited

Total long-term loans to subsidiary

As at 31 March 2018 and 31 December 2017, the balance of loans between the Company and the related parties and their movements are as follows:

(Unit: Thousand Baht)

|  | Separate financial statements |                  |                 |               |
|--|-------------------------------|------------------|-----------------|---------------|
|  | For the t                     | hree-month peric | od ended 31 Mai | rch 2018      |
|  | Balance as at                 | Increase         | Decrease        | Balance as at |
|  | 1 January                     | during           | during the      | 31 March      |
|  | 2018                          | the period       | period          | 2018          |
| Short-term loans to related party      |                               |                  |                 |               |
| Subsidiaries                           |                               |                  |                 |               |
| Triple P Renewable Company Limited     | 2,129                         | -                | -               | 2,129         |
| Sermsang Infinite Company Limited      | -                             | 14,981           | -               | 14,981        |
| Access Energy Company Limited          | 13,681                        | 6,000            | -               | 19,681        |
| Sermsang International Company Limited | 287,187                       |                  |                 | 287,187       |
| Total short-term loans to subsidiary   |                               |                  |                 |               |
| companies                              | 302,997                       | 20,981           | -               | 323,978       |
|  |                               |                  |                 |               |
| Long-term loans to subsidiary          |                               |                  |                 |               |

The Company entered into long-term loans to Sermsang International Company Limited and the repayment date is within 9 August 2019 - 30 December 2019, which has interest rate at 2.1% per annum.

1,162,004

1,162,004

5,900

5,900

(Unit: Thousand Baht)

1,167,904

1,167,904

|   | Separate financial statements |                  |                 |               |
|---|-------------------------------|------------------|-----------------|---------------|
|   | For the th                    | hree-month peric | od ended 31 Mar | ch 2018       |
|   | Balance as at                 | Increase         | Decrease        | Balance as at |
|   | 1 January                     | during           | during          | 31 March      |
|   | 2018                          | the period       | the period      | 2018          |
| Short-term loans from related party       |                               |                  |                 |               |
| Sermsang Corporation Company Limited      | 78,060                        | -                | (300)           | 77,760        |
| Essential Power Company Limited           | 11,599                        | -                | -               | 11,599        |
| Sermsang Solar Company Limited            | 40,717                        | 1,000            | (2,444)         | 39,273        |
| Siam Renewable Power Company Limited      | 3,050                         | -                | -               | 3,050         |
| Plus Energy Company Limited               | 3,123                         | -                | -               | 3,123         |
| Sermsang Infinite Company Limited         | 18                            | -                | (18)            | -             |
| Prestige Group Company Limited            | 2,324                         | -                | -               | 2,324         |
| Siam Clean Solution Company Limited       | 8,689                         | 1,000            |                 | 9,689         |
| Total short-term loans from related party | 147,580                       | 2,000            | (2,762)         | 146,818       |

# Directors and management's benefits

During the period, the Company and its subsidiaries had employee benefit expenses payable to their directors and management as below.

|                              |                                   |       | (Unit:                      | Thousand Baht) |  |
|------------------------------|-----------------------------------|-------|-----------------------------|----------------|--|
|                              | Consolidated financial statements |       | Separate                    |                |  |
|                              |                                   |       | financial statements        |                |  |
|                              | For the three-month periods       |       | For the three-month periods |                |  |
|                              | ended 31 March                    |       | ended 31 March              |                |  |
|                              | 2018                              | 2017  | 2018                        | 2017           |  |
| Short-term employee benefits | 6,237                             | 8,498 | 6,237                       | 8,498          |  |
| Post-employment benefits     | 104                               | 100   | 104                         | 100            |  |
| Total                        | 6,341                             | 8,598 | 6,341                       | 8,598          |  |

# 5. Cash and cash equivalents

|                                  |           |             | (Un       | it: Thousand Baht) |  |
|----------------------------------|-----------|-------------|-----------|--------------------|--|
|                                  | Cons      | olidated    | Separate  |                    |  |
|                                  | financial | statements  | financial | statements         |  |
|                                  | 31 March  | 31 December | 31 March  | 31 December        |  |
|                                  | 2018      | 2017        | 2018      | 2017               |  |
| Cash                             | 300       | 352         | 9         | 15                 |  |
| Bank deposits - Current accounts | 3,448     | 3,876       | 76        | 60                 |  |
| Bank deposits - Saving accounts  | 1,463,006 | 1,599,164   | 771,174   | 699,419            |  |
| Total                            | 1,466,754 | 1,603,392   | 771,259   | 699,494            |  |

As at 31 March 2018, a subsidiary (Sermsang Palang Ngan Company Limited) has pledged its bank deposit in savings account amounting to Baht 246.8 million (31 December 2017: Baht 278.9 million) as security against long-term loans, as discussed in Note 10 to the financial statements, however such the subsidiary can withdraw such savings account to use in operation.

# 6. Trade and other receivables

(Unit: Baht)

|   | Consolidated |             | Separate             |             |  |
|---|--------------|-------------|----------------------|-------------|--|
|   | financial    | statements  | financial statements |             |  |
|   | 31 March     | 31 December | 31 March             | 31 December |  |
|   | 2018         | 2017        | 2018                 | 2017        |  |
|   |              |             |                      |             |  |
| Trade receivable - related parties          |              |             |                      |             |  |
| Not yet due                                 | 397          | -           | 2,978                | 3,210       |  |
| Past due                                    |              |             |                      |             |  |
| Up to 3 months                              | -            | -           | 892                  | 3,313       |  |
| 3 - 6 months                                | -            | -           | 3,210                | 3,210       |  |
| 6 - 12 months                               | -            | -           | 6,420                | 5,350       |  |
| Over 1 year                                 |              |             | 16,050               | 12,840      |  |
| Total trade receivable - related parties    | 397          |             | 29,550               | 27,923      |  |
| Trade receivable - unrelated parties        |              |             |                      |             |  |
| Not yet due                                 | 169,861      | 144,732     | -                    | -           |  |
| Past due - not over 3 months                |              |             | -                    |             |  |
| Total trade receivable - unrelated parties  | 169,861      | 144,732     |                      |             |  |
| Other receivable - related parties          |              |             |                      |             |  |
| Interest receivable                         |              |             | 71,376               | 63,719      |  |
| Total other receivable - related parties    | -            | -           | 71,376               | 63,719      |  |
| Other receivable - unrelated parties        |              |             |                      |             |  |
| Not yet due                                 | 18,009       | 6,632       | 2,295                | 1,621       |  |
| Total other receivable - unrelated parties  | 18,009       | 6,632       | 2,295                | 1,621       |  |
| Total trade receivable and other receivable | 188,267      | 151,364     | 103,221              | 93,263      |  |
|   |              |             |                      |             |  |

# 7. Investments in subsidiaries

**7.1** Details of investments in subsidiaries as presented in separate financial statements as at 31 March 2018 and 31 December 2017 are as follows:

|   | Separate financial Statements |                               |                     |                        |                           |                        |   |                             |
|---|-------------------------------|-------------------------------|---------------------|------------------------|---------------------------|------------------------|---|-----------------------------|
| Company Name  | Percentage of                 | f Shareholding                | Paid up Sha         | are Capital            | Investment at Cost method |                        | Carrying amounts based on equity method |                             |
|   | 31 March 2018 (Percentage)    | 31 December 2017 (Percentage) | 31<br>March<br>2018 | 31<br>December<br>2017 | 31<br>March<br>2018       | 31<br>December<br>2017 | 31<br>March<br>2018                     | 31 December 2017 (Restated) |
| Subsidiary companies which directly held by the Company | (Fercentage)                  | (Fercentage)                  |                     |                        |                           |                        |   | (Residied)                  |
| Serm Sang Palang Ngan Co., Ltd.                         | 100                           | 100                           | 900,506             | 900,506                | 900,506                   | 900,506                | 1,335,636                               | 1,308,259                   |
| Sermsang Corporation Co., Ltd.                          | 100                           | 100                           | 131,312             | 131,312                | 131,312                   | 131,312                | 96,344                                  | 96,631                      |
| Sermsang International Co., Ltd.                        | 100                           | 100                           | 10,000              | 10,000                 | 10,000                    | 10,000                 | -                                       | -                           |
| Access Energy Co., Ltd.                                 | 100                           | 100                           | 20,000              | 20,000                 | 20,000                    | 20,000                 | -                                       | -                           |
| Essential Power Co., Ltd.                               | 100                           | 100                           | 13,250              | 13,250                 | 13,250                    | 13,250                 | 12,127                                  | 12,155                      |
| Sermsang Solar Co., Ltd.                                | 100                           | 100                           | 50,000              | 50,000                 | 50,000                    | 50,000                 | 49,124                                  | 49,381                      |
| Siam Renewable Power Co., Ltd.                          | 100                           | 100                           | 3,250               | 3,250                  | 3,250                     | 3,250                  | 3,115                                   | 3,185                       |
| Sermsang Infinite Co., Ltd.                             | 100                           | 100                           | 46,100              | 46,100                 | 46,100                    | 46,100                 | 18,306                                  | 20,070                      |
| Plus Energy Co., Ltd.                                   | 100                           | 100                           | 3,250               | 3,250                  | 3,250                     | 3,250                  | 3,195                                   | 3,260                       |
| Siam Clean Solutions Co., Ltd.                          | 100                           | 100                           | 10,000              | 10,000                 | 10,000                    | 10,000                 | 9,815                                   | 9,858                       |
| Prestige Group Co., Ltd.                                | 100                           | 100                           | 2,500               | 2,500                  | 2,500                     | 2,500                  | 2,361                                   | 2,430                       |
| Triple P Renewable Co., Ltd.                            | 100                           | 100                           | 2,500               | 2,500                  | 2,500                     | 2,500                  | -                                       | -                           |
| Total   |                               |                               |                     |                        | 1,192,668                 | 1,192,668              | 1,530,023                               | 1,505,229                   |
|   |                               | Less: provision               | for impairment      | of investment          | (34,080)                  | (34,080)               | -                                       | -                           |
|   |                               |                               |                     |                        | 1,158,588                 | 1,158,588              | 1,530,023                               | 1,505,229                   |

In addition, as at 31 March 2018 and 31 December 2017, investments in subsidiary companies with a deficit in shareholders' equity were presented under the caption "Loss in excess of cost over investments accounted for under equity method in investment in subsidiaries" in the financial statements are as follows:

|                                   |                  | Separate financial Statements |               |             |               |               |             |             |
|-----------------------------------|------------------|-------------------------------|---------------|-------------|---------------|---------------|-------------|-------------|
|                                   |                  |                               |               |             |               |               | Carrying am | ounts based |
|                                   | Percentage of    | f Shareholding                | Paid up Sh    | are Capital | Investment at | t Cost method | on equity   | method      |
|                                   | 31               | 31                            | 31            | 31          | 31            | 31            | 31          | 31          |
|                                   | March            | December                      | March         | December    | March         | December      | March       | December    |
|                                   | 2018             | 2017                          | 2018          | 2017        | 2018          | 2017          | 2018        | 2017        |
|                                   | (Percentage)     | (Percentage)                  |               |             |               |               |             | (Restated)  |
| Loss in excess of cost over       |                  |                               |               |             |               |               |             |             |
| investments accounted for         |                  |                               |               |             |               |               |             |             |
| under equity method in            |                  |                               |               |             |               |               |             |             |
| investment in subsidiaries        |                  |                               |               |             |               |               |             |             |
| Sermsang International Co., Ltd.  | 100              | 100                           | 10,000        | 10,000      | 10,000        | 10,000        | (284,885)   | (268,468)   |
| Access Energy Co., Ltd.           | 100              | 100                           | 20,000        | 20,000      | 20,000        | 20,000        | (13,745)    | (10,790)    |
| Triple P Renewable Co., Ltd.      | 100              | 100                           | 2,500         | 2,500       | 2,500         | 2,500         | (2,450)     | (2,349)     |
| Total loss in excess of cost over | r investments a  | ccounted for un               | der equity me | thod in     |               |               |             |             |
| investment in subsidiaries in     | n separate finar | ncial statements              |               |             | 32,500        | 32,500        | (301,080)   | (281,607)   |

# 7.2 Share of comprehensive income

During the period, the Company has recognised its share of profit (loss) from investments in subsidiaries in the separate financial statements as follows:

(Unit: Thousand Baht)

| _                                | For the three-month periods ended 31 March |               |                   |               |  |  |
|----------------------------------|--|---------------|-------------------|---------------|--|--|
|                                  | Separate financial statements              |               |                   |               |  |  |
|                                  |  |               | Share of other of | comprehensive |  |  |
|                                  | Share of profi                             | t (loss) from | income from i     | nvestment in  |  |  |
| Company Name                     | investment in                              | subsidiaries  | subsid            | iaries        |  |  |
|                                  | 2018                                       | 2017          | 2018              | 2017          |  |  |
|                                  |  | (Restated)    |                   | (Restated)    |  |  |
| Serm Sang Palang Ngan Co., Ltd.  | 132,377                                    | 141,172       | -                 | -             |  |  |
| Sermsang Corporation Co., Ltd.   | (287)                                      | 697           | -                 | -             |  |  |
| Sermsang International Co., Ltd. | (21,684)                                   | (25,255)      | 5,267             | (1,157)       |  |  |
| Access Energy Co., Ltd.          | (3,154)                                    | (5,219)       | 199               | -             |  |  |
| Essential Power Co., Ltd.        | (28)                                       | (6)           | -                 | -             |  |  |
| Sermsang Solar Co., Ltd.         | (257)                                      | (50)          | -                 | -             |  |  |
| Siam Renewable Power Co., Ltd.   | (70)                                       | 5             | -                 | -             |  |  |
| Sermsang Infinite Co.,Ltd.       | (1,765)                                    | (3,652)       | -                 | -             |  |  |
| Plus Energy Co., Ltd.            | (65)                                       | 11            | -                 | -             |  |  |
| Siam Clean Solutions Co., Ltd.   | (43)                                       | (54)          | -                 | -             |  |  |
| Prestige Group Co., Ltd.         | (69)                                       | 7             | -                 | -             |  |  |
| Triple P Renewable Co., Ltd.     | (101)                                      | (45)          | -                 | -             |  |  |
| Total                            | 104,854                                    | 107,611       | 5,466             | (1,157)       |  |  |

# 7.3 Dividend received

During the period, the company received dividend as follows:

| Company Name                    | Dividend re                | Dividend received  |  |  |  |
|---------------------------------|----------------------------|--------------------|--|--|--|
|                                 | For the three-month period | ods ended 31 March |  |  |  |
|                                 | 2018                       | 2017               |  |  |  |
| Serm Sang Palang Ngan Co., Ltd. | 105,000                    | 40,000             |  |  |  |
| Total                           | 105,000                    | 40,000             |  |  |  |

# 8. Property, plant and equipment

The movement in property, plant and equipment for the three-month period ended 31 March 2018 is presented below.

|                      | (Unit: Thousand Baht)   |
|----------------------|---|
| Consolidated         | Separate  |
| financial statements | financial statements  |
|                      |   |
| 5,773,002            | 1,408   |
| 629,428              | 32  |
| (85)                 | -   |
| 26,104               | -   |
| 6,428,449            | 1,440   |
|                      |   |
| 345,789              | 284   |
|                      |   |
| (11)                 | -   |
| 36,207               | 46  |
| 381,985              | 330   |
|                      |   |
| 5,427,213            | 1,124   |
| 6,046,464            | 1,110   |
|                      | 5,773,002 629,428 (85) 26,104 6,428,449  345,789  (11) 36,207 381,985 |

As at 31 March 2018, a subsidiary has pledged and mortgaged all property plant and equipment which net book value Baht 2,697.6 million (31 December 2017: Baht 2,726.4 million) as collateral against credit facilities obtained from two financial institutions as discussed in Note 10 to the financial statements.

As at 31 March 2018, a subsidiary in Japan has mortgaged all machineries and equipment of solar power plant which net book value Baht 1,643.4 million as collateral against credit facilities obtained from financial institutions as discussed in Note 10 to the financial statements.

As at 31 March 2018, subsidiaries had vehicle with net book value of Baht 1.1 million (31 December 2017: Baht 1.5 million) which were acquired under finance lease agreements.

As at 31 March 2018, the subsidiaries in Japan capitalised their borrowing costs as construction in progress-power plant totaling to Baht 16.2 million (31 December 2017: Baht 50.0 million).

# 9. Intangible assets

The movement in intangible assets for the three-month period ended 31 March 2018 is presented below.

|                                     |                      | (Unit: Thousand Baht) |
|-------------------------------------|----------------------|-----------------------|
|                                     | Consolidated         | Separate              |
|                                     | financial statements | financial statements  |
| Cost                                |                      |                       |
| 31 December 2017                    | 657,640              | 91                    |
| Additions during the period - cost  | 12,314               | -                     |
| Exchange differences on translation | 8,841                | <u>-</u>              |
| 31 March 2018                       | 678,795              | 91                    |
| Accumulated amortisation            |                      |                       |
| 31 December 2017                    | 3,433                | 25                    |
| Amortisation for the period         | 1,212                | 4                     |
| 31 March 2018                       | 4,645                | 29                    |
| Net book value                      |                      |                       |
| 31 December 2017                    | 654,207              | 66                    |
| 31 March 2018                       | 674,150              | 62                    |

# 10. Long-term loans

|          | Interest rate              |          |  | Consc       | olidated             | Sep      | parate      |      |
|----------|----------------------------|----------|--|-------------|----------------------|----------|-------------|------|
| Loan     | (percent per annum)        | Currency | Repayment schedule                                     | financial s | financial statements |          | statements  |      |
|          |                            |          |  | 31 March    | 31 December          | 31 March | 31 December |      |
|          |                            |          |  | 2018        | 2017                 | 2018     | 2017        | Note |
| 1)       | THBFIX 3 months            | Baht     | Repayments of principal                                |             |                      |          |             |      |
|          | plus additional            |          | and interest are to be                                 |             |                      |          |             |      |
|          | rate                       |          | made on quarterly basis                                |             |                      |          |             |      |
|          |                            |          | starting from June 2015                                |             |                      |          |             |      |
|          |                            |          | and ending in December                                 |             |                      |          |             |      |
|          |                            |          | 2024   | 1,765,430   | 1,850,527            | -        | -           | a)   |
| 2)       | JPY LIBOR 3                | Yen      | Repayments of interest on                              |             |                      |          |             |      |
|          | months plus                |          | quarterly basis and                                    |             |                      |          |             |      |
|          | additions rate             |          | repayments of principal in                             |             |                      |          |             |      |
|          |                            |          | Yen currency starting from                             |             |                      |          |             |      |
|          |                            |          | September 2018 and                                     |             |                      |          |             |      |
|          |                            |          | ending in June 2036                                    | 1,587,806   | 1,565,507            | -        | -           | b)   |
| 3)       | JPY LIBOR 3                | Yen      | Repayments of interest on                              |             |                      |          |             |      |
|          | months plus                |          | quarterly basis and                                    |             |                      |          |             |      |
|          | additional rate            |          | repayments of principal in                             |             |                      |          |             |      |
|          |                            |          | Yen currency starting from                             |             |                      |          |             |      |
|          |                            |          | March 2021 to December                                 |             |                      |          |             |      |
|          |                            |          | 2037   | 1,041,359   | 938,807              | -        | -           | c)   |
| 4)       | JPY LIBOR 3                | Yen      | Repayments of interest on                              |             |                      |          |             |      |
|          | months plus                |          | quarterly basis and                                    |             |                      |          |             |      |
|          | additional rate            |          | repayments of principal in  Yen currency starting from |             |                      |          |             |      |
|          |                            |          | March 2019 to December                                 |             |                      |          |             |      |
|          |                            |          | 2035   | 545,596     | 442,740              | -        | -           | d)   |
| Total lo | an from banks              |          |  | 4,940,191   | 4,797,581            |          | -           | ,    |
| Less: D  | eferred finance charges    |          |  | (227,710)   | (225,592)            | -        | -           |      |
| Total    |                            |          |  | 4,712,481   | 4,571,989            |          | -           |      |
|          | current portion            |          |  | (538,144)   | (510,313)            | -        | -           |      |
|          | erm loans - net of current | nortion  |  | 4,174,337   | 4,061,676            | -        |             |      |
| Long-le  | anniouris - net or current | POLITOIT |  |             |                      |          |             |      |

#### Note:

- a) As at 31 March 2018, a subsidiary (Serm Sang Palang Ngan Co., Ltd.) had pledged the bank saving account and mortgaged property, plant and equipment with two commercial banks as discussed in Note 5 and Note 8 to the financial statements.
- b) On 10 August 2016, a subsidiary (SS Hidaka No Mori GK) has entered into loans agreements with financial institutions for the solar power plant project in Japan. The credit facility was Yen 6,362.0 million. As at 31 March 2018, a subsidiary had drawn Yen of 5,401.9 million (31 December 2017: Yen 5,401.9 million). All machines and plant equipment for solar power plant have been mortgaged as collateral against credit facilities.
- c) On 28 June 2017, a subsidiary (GK GSSE) entered into loan agreement with financial institutions, total credit facilities amounting to Yen 10,023.0 million. As at 31 March 2018, the subsidiary had drawn Yen 3,542.8 million (31 December 2017: Yen 3,239.4 million).
- d) On 17 November 2017, a subsidiary (Zouen Energy GK) entered into loan agreement with financial institutions, total credit facilities amounting to Yen 2,453.0 million. As at 31 March 2018, the subsidiary had drawn Yen 1,856.2 million (31 December 2017: Yen 1,527.7 million).

The loan agreements contains several covenants which, among other things; require the Company and its subsidiaries to maintain debt-to-equity ratio at the rate stipulated in the agreement, and the dividend payment is required to meet the condition in loan agreement and notify the bank.

As at 31 March 2018, the Company and its subsidiaries have undrawn credit facility amounting to Baht 1,705.0 million and Yen 8,037.1 million (The Company and its subsidiaries: 31 December 2017: Yen 1,705.0 million and Yen 8,668.9 million and the Company: Baht 1,665.0 million).

# 11. Income tax expenses (revenue)

Income tax expenses (revenue) for the three-month periods ended 31 March 2018 and 2017 are made up as follows:

|   |                   |               | (Unit: 1                     | Thousand Baht) |
|---|-------------------|---------------|------------------------------|----------------|
|   | Consolid          | Consolidated  |                              | ırate          |
|   | financial sta     | tements       | financial statements         |                |
|   | For three-month p | periods ended | d For three-month periods en |                |
|   | 31 Mai            | rch           | 31 M                         | arch           |
|   | 2018              | 2018 2017     |                              | 2017           |
| Current income tax:                     |                   |               |                              |                |
| Interim corporate income tax charge     | 96                | -             | -                            | -              |
| Deferred tax:                           |                   |               |                              |                |
| Relating to origination and reversal of |                   |               |                              |                |
| temporary differences and others        | (47)              | (33)          | (22)                         | (20)           |
| Income tax expenses (revenue)           |                   |               |                              |                |
| reported in the statement of            |                   |               |                              |                |
| comprehensive income                    | 49                | (33)          | (22)                         | (20)           |

The reconciliation between accounting profit (loss) and income tax expense is shown below.

|   |                 |               | (Unit: T        | housand Baht) |
|---|-----------------|---------------|-----------------|---------------|
|   | Consolidated    |               | Separate        |               |
|   | financial st    | atements      | financial st    | atements      |
|   | For three-month | periods ended | For three-month | periods ended |
|   | 31 M            | arch          | 31 March        |               |
|   | 2018            | 2017          | 2018            | 2017          |
|   |                 |               |                 | (Restated)    |
| Accounting profit before tax              | 106,041         | 101,665       | 106,531         | 102,358       |
|   |                 |               |                 |               |
| Applicable tax rate                       | 0%, 15%,        | 0%, 15%,      | 20%             | 20%           |
|   | 16.5%, 20%      | 16.5%, 20%    |                 |               |
| Accounting profit before corporate income |                 |               |                 |               |
| tax multiplied by income tax rate         | 21,805          | 20,976        | 21,306          | 20,472        |
| Effects of:                               |                 |               |                 |               |
| Promotional privileges (Note 13)          | (26,458)        | (28,216)      | -               | -             |
| Non-deductible expenses                   | 226             | 206           | 100             | 23            |
| Exempted revenue                          | -               | -             | (20,971)        | (21,523)      |
| Tax losses for the period, that were      |                 |               |                 |               |
| not recognised as deferred tax            |                 |               |                 |               |
| assets/(utilised)                         | 4,476           | 7,001         | (457)           | 1,008         |
| Income tax expenses (revenue) reported    |                 |               |                 |               |
| in the statement of comprehensive         |                 |               |                 |               |
| income                                    | 49              | (33)          | (22)            | (20)          |
|   |                 |               |                 | 17            |

(Unit: Thousand Boht)

The amounts of income tax relating to each component of other comprehensive income for the periods ended 31 March 2018 and 2017 are as follows:

|                                       |  |  | (Unit: Thousand Bant  |      |  |
|---------------------------------------|--|--|---|------|--|
|                                       | Consolidated financial statements  For the three-month periods ended 31 March  2018 2017 |  | Separate financial statements  For the three-month periods ended 31 March |      |  |
|                                       |  |  |   |      |  |
|                                       |  |  |   |      |  |
|                                       |  |  |   |      |  |
|                                       |  |  | 2018  | 2017 |  |
| Actuarial loss                        |  |  |   |      |  |
| Income tax expense as reported in the |  |  |   |      |  |
| statement of comprehensive income     |  |  |   |      |  |

The components of deferred tax assets are as follows:

(Unit: Thousand Baht)

|   | Consolidated         |             | Separate                              |             |           |
|---|----------------------|-------------|---------------------------------------|-------------|-----------|
|   | financial statements |             | financial statements financial stater |             | tatements |
|   | 31 March             | 31 December | 31 March                              | 31 December |           |
|   | 2018                 | 2017        | 2018                                  | 2017        |           |
| Deferred tax assets                       |                      |             |                                       |             |           |
| Provision for long-term employee benefits | 340                  | 293         | 117                                   | 96          |           |

#### 12. Statutory reserve

Pursuant to section 116 of the Public Limited Companies Act B.E, 2535, the Company is required to set aside to a statutory reserve at least 5 percent of its net profit after deducting accumulated deficit brought forward (if any), until such reserve reaches 10 percent of its registered share capital. The statutory reserve is not available for dividend distribution.

#### 13. Promotional privileges

A subsidiary has received promotional privileges from the Board of Investment for the production of electricity generated from solar energy, pursuant to the investment promotion certificate No. 2645(1)/2556 issued on 19 November 2013. Subject to certain imposed conditions, the privileges include an exemption from corporate income tax for a period of 8 years from the date the promoted operations begin generating revenues (2 February 2015) and a 50% reduction of corporate income tax on income derived from the promoted operations for a period of 5 years after the tax-exemption period ends.

A subsidiary has received promotional privileges from the Board of Investment for the production of electricity generated from solar energy rooftop, pursuant to the investment promotion certificate No. 61-0246-1-00-1-0 issued on 9 March 2018 and certificate No. 60-1446-1-00-1-0 issued on 20 December 2017. Subject to certain imposed conditions, the privileges include an exemption from corporate income tax that up to 100 percentage of investment excluding land and working capital for a period of 8 years from the date the promoted operations begin generating revenues (1 March 2018 and 12 March 2018 respectively)

The subsidiary's operating revenues and subsidy for adder as presented in statement of comprehensive income for the periods ended 31 March 2018 and 2017 are revenues from promoted operations of Baht 203 million and Baht 218 million, respectively.

# 14. Earnings per share

Basic earnings per share in the separate financial statement is calculated by dividing profit for the period attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the period.

#### 15. Segment information

The Company and its subsidiaries are principally engaged in the production and distribution of electricity from solar energy including an investment in this business. Management of the Company considered that the group has one operation segment. Segment performance is measured based on operating profit or loss, on a basis consistent with that used to measure operating profit or loss in the financial statements. As a result, all of the revenues, operating profits and assets as reflected in these financial statements pertain exclusively to the aforementioned reportable operating segment.

# 16. Commitments and contingent liabilities

# 16.1 Power purchase agreement

On 7 June 2013, a subsidiary (Serm Sang Palang Ngan Company Limited) entered into power purchase agreement with Electricity Generating Authority of Thailand ("EGAT"). The agreement covered the periods of five years and it will be renewable for a period of five years. According to electricity sale to EGAT, the subsidiary will be granted a subsidy for adder at Baht 6.5 per kilowatt-hour for the period of ten years starting from the first commercial date (2 February 2015).

On 31 March 2017, a subsidiary in Japan (SS Hidaka No Mori GK) entered into power purchase agreement with Hokkaido Electric Power Company Limited for 20 years. According to electricity sale, the subsidiary requires to comply with agreement condition.

On 26 February 2018, a subsidiary (Sermsang Solar Co.,Ltd) entered into power purchase agreement with Provincial Electricity Authority ("PEA") for 25 years. According to electricity sale to PEA, the subsidiary requires to comply with agreement condition.

# **16.2 Capital Commitments**

As at 31 March 2018, the subsidiaries in Japan had capital commitments of Yen 8,232.9 million (2017: Yen 10,264.1 million), relating to the project development, land purchase and licenses. The subsidiary in Mongolia had capital commitments of MNT 7.08 million (31 December 2017: MNT 28.82 million) relating, to the project development, machinery and equipment purchase.

# **16.3 Land Lease Agreement**

As at 31 March 2018, a subsidiary in Japan has entered into long-term land lease agreement since 2017 - 2018 that has period 20 years approximately and a total rental expense per year is Yen 151.1 million (31 December 2017: Yen 151.1 million).

# 16.4 Service Agreement

As at 31 March 2018 and 31 December 2017, the Company and its subsidiaries have future minimum lease payment required under these non-cancellable operating leases contracts as follows:

|               | (Unit Million Baht) |
|---------------|---------------------|
| 31 March 2018 | 31 December 2017    |
|               |                     |
| 55            | 39                  |
| 160           | 160                 |
| 78            | 88                  |
| 293           | 287                 |
|               | 55<br>160<br>78     |

As at 31 March 2018, the subsidiaries in Japan entered into various service agreements and the service expense are amounting to has commitments Yen 67.5 million per year (31 December 2017: Yen 61.7 million).

#### 16.5 Share capital of subsidiaries

As at 31 March 2018, the Company has commitments in respect of the unissued and uncalled portion of the subsidiaries' registered share capital amounting to Baht 517.6 million (31 December 2017: Baht 517.6 million), a subsidiary in Hong Kong has a commitment to pay for investment in subsidiaries in Japan of Yen 2,409.4 million (31 December 2017: Yen 2,611.8 million). A subsidiary in Singapore has a commitment to pay for investment in subsidiaries in Mongolia of USD 8.6 million.

#### 16.6 Bank Guarantees

As at 31 March 2018, in order to guarantee contracted performance to state enterprises there were outstanding bank guarantees of Baht 32.3 million, issued by bank on behalf of the Company and its subsidiaries, and Baht 31.0 million of such were the Company's (31 December 2017: the Company and the subsidiaries of Baht 85.3 million, and the Company of Baht 72.0 million).

#### 16.7 Derivatives

As at 31 March 2018 and 31 December 2017, a subsidiary (Sermsang Palang Ngan Company Limited) has the interest rate swap contracts as follows:

|    | Contract value |             |                         |                     |                  |
|----|----------------|-------------|-------------------------|---------------------|------------------|
|    | 31 March       | 31 December |                         |                     |                  |
|    | 2018           | 2017        | Received interest rate  | Paid interest rate  | Due date         |
| 1. | Baht 265       | Baht 278    | Floating interest rate, | Fixed interest rate | 30 December 2024 |
|    | Million        | Million     | THBFIX-REUTERS          | 5.795 percent per   |                  |
|    |                |             | 3 months plus 2         | annum               |                  |
|    |                |             | percent per annum       |                     |                  |
| 2. | Baht 883       | Baht 925    | Floating interest rate, | Fixed interest rate | 30 December 2024 |
|    | Million        | Million     | THBFIX-REUTERS          | 5.710 percent per   |                  |
|    |                |             | 3 months plus 2         | annum               |                  |
|    |                |             | percent per annum       |                     |                  |

#### 16.8 Foreign currency risk

The Company and its subsidiaries' exposure to foreign currency risk arise mainly from purchase of assets and account receivable - revenue department and loan from financial institution that are denominated in foreign currencies. As at 31 March 2018 and 31 December 2017, the balances of financial assets and liabilities denominated in foreign currencies which have not hedged any foreign currency risk are summarised below.

| Foreign currency | ncy Financial assets    |             | cy Financial assets Financial liabilities |             | Average exchange rate              |             |
|------------------|-------------------------|-------------|---|-------------|------------------------------------|-------------|
|                  | 31 March                | 31 December | 31 March                                  | 31 December | 31 March                           | 31 December |
|                  | 2018                    | 2017        | 2018                                      | 2017        | 2018                               | 2017        |
|                  | (Thousand) (Thousand) ( |             | (Thousand) (Thousand)                     |             | (Baht per 1 foreign currency unit) |             |
| Japanese yen     | 1,698,306               | 1,649,528   | 10,990,418                                | 9,536,125   | 0.293934                           | 0.2898060   |
| US dollar        | 8,886                   | 11,745      | 6,349                                     | 5,926       | 31.231800                          | 32.680900   |
| Singapore dollar | 30                      | 30          | 3   | 3           | 23.822300                          | 24.450250   |
| Mongolia         | 115,080                 | 33,383      | 5,160                                     | 333,146     | 0.013040                           | 0.013439    |
| Euro             | -                       | -           | -   | 50          | 38.439400                          | 39.027250   |

#### 17. Events after the reporting period

#### 17.1 Dividend payment

On 30 April 2018, the Annual General Meeting of the shareholders passed a resolution to approve a dividend payment from the 2017 earnings of Baht 0.205 per share, totaling Baht 189 million. The dividend will be paid to shareholders in May 2018.

# 17.2 Increment of registered share capital

In April 2018, a subsidiary invested in its overseas subsidiary in oversea amounting to Yen 35 million.

#### 18. Approval of financial statements

These interim financial statements were authorised for issue by the Company's Board of Directors on 14 May 2018.