



# Bangkok Land

Public Company Limited



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### INFORMATION FOR INVESTORS

Company Name	Bangkok Land Pub	lic Company Limited
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Registration Number 0107536001222

Registered Office 47/569-576 Moo 3, 10<sup>th</sup> Floor, New Geneva Building, Popular 3 Road,

Tambol Bannmai Amphur Pakkred, Nonthaburi 11120, Thailand

Telephone: 66-2-5044949 Facsimile: 66-2-5044986

Website www.bangkokland.co.th

www.impact.co.th

Share Registrar Thailand Securities Depository Company Limited

The Stock Exchange of Thailand Building

93, 14th Floor, Rachadapisek Road, Dindaeng, Bangkok 10400

Telephone: 66-2-0099000 Facsimile: 66-2-0099992

Auditors Karin Audit Company Limited

72 CAT Telecom Tower, 24th Floor

Charoen Krung Road, Bangrak, Bangkok 10500 Telephone: 66-2-1054661 Facsimile: 66-2-0263760

Legal Advisors Siam Premier International Law Office Limited

26th Floor, The Offices at Central World

999/9 Rama I Road, Pathumwan, Bangkok 10330 Telephone: 66-2-6461888 Facsimile: 66-2-6461919

Share Information Share Exchange: Stock Exchange of Thailand

Listing Date: 5<sup>th</sup> February 1992
Par Value: Baht 1 per share

Lot Size: 100 shares

 Number of shares issued:
 \* 18,596,569,754

 Treasury stock
 \* 1,222,168,700

 Voting stock minus treasury stock:
 \* 17,374,401,054

Stock Sector: Property
Stock Symbol: BLAND

Financial Calendar Financial year-end: 31 March

2019 full-year results announced: 30 May 2019
Right to AGM (Record Date) 20 June 2019
Annual General Meeting to be held 25 July 2019
Right to receive dividends (Record date) 5 August 2019

2020 results to be announced \*\*

June 2019 quarter 14 August 2019
September 2019 quarter 14 November 2019
December 2019 quarter 14 February 2020
March 2020 full year results 29 May 2020

<sup>\*</sup> as at 31 March 2019

<sup>\*\*</sup> subject to change

## HIGHLIGHTS

	2019 2018		Change
	Baht m	Baht m	%
Total recurring revenue	6,829	8,474	(19.4)
Other revenue	2,139	1,666	28.4
Net profit			
Owner of the Company	1,816	1,231	47.5
Minority interest	659	602	9.5
Total assets	64,237	65,675	(2.2)
Total liabilities	9,322	9,178	1.6
Shareholders' equity	46,822	48,440	(3.3)
	Baht m	Baht m	%
Earnings per share	0.098	0.066	48.5
Adjusted net asset value per share	2.69	2.76	(2.5)
Dividend per share *	0.09	0.09	0.0
Market share price at last trading date of the financial year	1.57	1.86	(15.6)

<sup>\*</sup> subject to AGM approval

## REPORT OF THE CHAIRMAN

### **OVERVIEW**

The year under review was still an encouraging one for the Company, despite the continuing worldwide economic weakness and the imminent slowdown in various sectors of the Thai economy.

The World economic contraction occurs as I have forecasted many years ago, and I persist that it would continue or happen in the near future.

Last year, the unit trust of IMPACT Growth Real Estate Investment Trust, was held by IMPACT Exhibition Management Co., Ltd. for

741,250,000 units, with recorded at the cost net of 10.60 baht per unit, a total value of 7,857 million baht in this present annual report. As of 31 March 2019, the unit market price per unit closed at 21.60 baht per unit, or increasing of 103.8 percent. And also the Company has entered into additional land sales (Srinakarin) with unrelated parties, totaling 14,997 million baht. The lands which were already transferred totaled 11,032 million baht, with the remaining to be transferred with a value of 3,965 million baht.

### **RESULTS**

In the year ended 31 March 2019, the Group reported a consolidated recurring operating profit of Baht 1,356 million and a net profit after non-recurring items and tax of Baht 1,816 million.

### DIVIDEND

The directors have declared a dividend of Baht 0.09 per share which is the same as the previous year. The recommended dividend will be proposed for shareholders' approval in the forthcoming Annual General Meeting no. 47 on 25<sup>th</sup> July 2019.

### **OPERATIONS**

In my last Chairman report I have mentioned the successful opening of the Cosmo Bazaar lifestyle shopping mall, phase 1. I have also mentioned the commitment to open phase 2 by the first quarter of 2019. I am delighted to report that the phase 2 of Cosmo Bazaar has opened successfully as planned with 100% occupancy of its retail space. The additional retail space includes a 5-screens cinema by SF Cinema, a large scale 24 hours supermarket by AEON Maxvalu, a 24 hours fitness center by Jetts and many wellknown restaurants and shops. I am pleased to report that the Cosmo Bazaar is well attended by the local residents, office workers, visitors from the vicinity and the attendees of exhibition, convention and concerts. The success of Cosmo





Bazaar has in turn increase the value of the land surrounding the area and the demand of the residential properties and office space nearby.

The Company will continue to explore opportunities in expanding its business especially in the Muang Thong Thani area. I believe that the unique development synergy we have created in Muang Thong Thani over the years has been proven to be on the right path. We will strive to further develop Muang Thong Thani to fruition.

### **FINANCE**

The Group's financial position has grown stronger.

Adjusted net asset value decreased 2.5 percent to Baht 50,068 million (2018 - Baht 51,327 million).

Adjusted net asset value per share decreased 2.5 percent to Baht 2.69 per share (2018 - Baht 2.76 per share).

Net profit to owners of the company increased 47.5 percent to Baht 1,816 million (2018 - Baht 1,231 million).

Earning per share increased 48.5 percent to Baht 0.098 (2018 - Baht 0.066).

Consolidated total asset decreased 2.2 percent to Baht 64,237 million (2018 - Baht 65,675 million).

Shareholders' equity decreased 3.3 percent to Baht 46,822 million (2018 - Baht 48,440 million).

### **OUTLOOK**

Under the current uncertain economic and political environment, I expect a difficult year ahead for the Thai economy. However, with our debt free and cash rich position, in additional to the strength of our ongoing businesses, Bangkok Land will withstand pressures and challenges that may be posed by the political turmoil and slowing economic activities.

In the year ahead, we will continue to further strengthen our existing positions and operations. We will also continue to complete our existing projects and monitor closely new developments on politics and market conditions so as to identify the best opportunities to launch our new projects.

### **APPRECIATION**

Finally, I would like to thank most sincerely for all the support and confidence extended to the Company during the year ended 31 March 2019. I look forward to reporting further developments and improvements in the coming year.

Anant Kanjanapas

Chairman

15 June 2019

### **BUSINESS PROFILE**

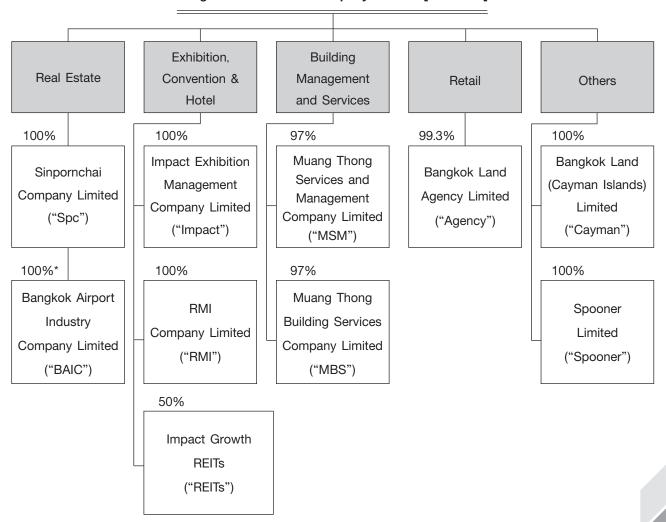
### VISION AND GOALS OF THE COMPANY'S OPERATIONS

Recognised as the innovator and developer of a large satellite city, Muang Thong Thani, with an initial 28,933 condominiums, as well as Thailand's leading, all in one, Exhibitions, Meeting, Conference and Entertainment Centre - IMPACT, our vision is to continue to be regarded as both an innovator and leader in the property / real estate sectors as well as other areas where we become involved.

Long-term goals, Bangkok Land is committed to offering the highest quality available in all its projects by embracing the latest technological advances and designs by implementing best practices to ensure maximum benefits to its shareholders' customer and employees. We provide value added residential, commercial and retail space providing real estate solutions passing expectations of all, so becoming the partner of choice.

### CORPORATE STRUCTURE

### Bangkok Land Public Company Limited ["BLAND"]



<sup>\* 60%</sup> owned by BLAND, 40% owned by Spc

### REVENUE STRUCTURE

		20	19	20	18	20	17
Business	Operated by	Baht mn.	%	Baht mn.	%	Baht mn.	%
Real Estate	BLAND, BAIC, Spc	2,810	35.2	4,721	50.8	3,360	44.9
Exhibition,	Impact, REITs	4,610	57.8	4,153	44.7	3,657	48.9
Convention & Hotel							
Retail	Agency	310	3.9	267	2.9	303	4.1
Building Management	MSM, MBS, RMI	244	3.1	158	1.7	158	2.1
Others	Cayman, Spooner						
Total Revenue		7,974	100.0	9,299	100.0	7,478	100.0

### NATURE OF BUSINESS

Bangkok Land is one of Thailand's long established property development companies. The Company has been focusing mainly on the development of large scale self-contained community projects such as Muang Thong Thani Chaengwattana and Muang Thong Banga. Its community projects usually consist of residential accommodation with supporting commercial developments and full range of quality infrastructure facilities.

The Company has also diversified its interest into exhibition and convention business. Through its subsidiary, Impact Exhibition and Management Company Limited, Bangkok Land owns and manages more than 140,000 square meters of world class exhibition and convention space together with a convention hotel (Impact Novotel Hotel/IBIS Bangkok Impact Hotel) and other related supporting facilities. The Impact Exhibition Center is now the largest and most comprehensive exhibition and convention facility in South East Asia.

### **BUSINESS SEGMENT**

The Group's business can be classified into five major segments.

### 1. Real Estate

Real estate business mainly involves the development of residential housings and commercial properties for sale and rental. Products include single houses, townhouses, condominiums, shophouses, high rise office buildings, shopping complex, community and retail malls. These projects vary from small sizes to very large self-contained communities. The Group's real estate business is primarily handled by Bangkok Land Public Company Limited, Bangkok Airport Industry Company and Sinpornchai Company Limited.

### 2. Exhibition, Convention & Hotel

The exhibition and convention business offers customers an international standard venue with full range of facilities and services where government, private corporations and individuals can hold exhibitions, conventions and different kinds of activities such as concerts, entertainment shows, parties, receptions and examinations.

The venue also operates Impact Novotel Hotel, IBIS Bangkok Impact Hotel and a wide variety of restaurants as well as catering facilities to support various kinds of activities and functions required by its customers. The Group's Exhibition, Convention & Hotel business is primarily handled by Impact Exhibition Management Company Limited, RMI Company Limited and Impact Growth Real Estate Investment Trust.

### 3. Retail

Retail business is operated only at Muang Thong Thani Chaengwattanna. The Company runs small retail shops, food courts, fresh food market and car parks as to provide full community services to the residents of its property projects. These activities are operated by Bangkok Land Agency Company Limited.

### 4. Infrastructure and Building Management

Bangkok Land considers that after sales service is one of the key factors to ensure success of its real estate business. Two companies, Muang Thong Services and Management Company Limited and Muang Thong Building Services Company Limited, were established to take charge of infrastructure and building management, landscaping and waste treatment of the Group's large scale community projects.

#### 5. Others

Bangkok Land (Cayman Islands) Limited is a Company incorporated in Cayman Islands. It was used to raise funds for the Company by issuing foreign currency bonds to investors.

Spooner Limited is a Hong Kong incorporated company. It remained inactive in the year ended 31 March 2019.

## MANAGEMENT DISCUSSION AND ANALYSIS -**REVIEW OF OPERATION**

### PROFIT AND LOSS SUMMARY

	Reve	nue	%	Pro	fit	%
Baht millions	2019	2018	Change	2019	2018	Change
Business Segments						
- Real Estate	2,810	4,721	-40.5	205	345	-40.6
- Exhibition, Convention	4,610	4,153	11.0	1,200	1,065	12.7
& Hotel						
- Retail	310	267	16.1	89	85	4.7
- Others	244	158	54.4	167	97	72.2
- Inter-segment Elimination	(1,145)	(825)	38.8	(6)	(178)	-96.6
Total from Operation	6,829	8,474	-19.4	1,655	1,414	17.0
Corporate Expenses				(299)	(298)	0.3
Recurring Profit				1,356	1,116	21.5
Non-recurring Items						
- Net Borrowing Costs				(134)	(140)	-4.3
- Gain on Exchange rate, net				1	-	100.0
- Gain on Reversal of long outstand	ling account	payable		-	215	-100.0
- Gain on Revaluation of Investment	t Properties			1,954	1,278	52.9
Profit before Tax				3,177	2,469	28.7
Income Tax				(702)	(636)	10.4
Profit for the Year				2,475	1,833	35.0
Minority Interest				(659)	(602)	9.5
Profit attributable to Shareholders				1,816	1,231	47.5

### **OVERVIEW**

For the year ended 31 March 2019, the Group recorded total recurring revenue in an amount of 6,829 million baht (2018 - 8,474 million baht), decreasing of 1,645 million baht or 19.4%.

The group recorded recurring business operating profit before tax in an amount of 1,356 million baht (2018 - 1,116 million baht), increasing of 240 million baht or 21.5%.

The group recorded a profit on the owners of the Company in the amount of 1,816 million baht (2018 -1,231 million baht), increasing of 585 million baht or 47.5%.

### **REAL ESTATE**

Baht millions	2019	2018	% change
Revenue	2,810	4,721	-40.5
Cost of Sales	(2,213)	(3,997)	-44.6
Gross Profit	597	724	-17.5
Other Revenue	31	31	0.0
	628	755	-16.8
Selling & Admin. Expenses	(423)	(410)	3.2
Contribution to Recurring Profit	205	345	-40.6
Gross Profit Margin	21.2%	15.3%	5.9

The Company recorded sales income in an amount of 2,810 million baht (2018 - 4,721 million baht), decreasing of 1,911 million baht or 40.5% from the decreasing of right transferred land for 2,119 million baht, increasing of right transfer condominium for 44 million baht, decreasing of right transfer townhouse for 16 million baht and increasing in rental and service income in the amount of 180 million baht.

The Company recorded sale income gross profit margin of 21.2% (2018 - 15.3%), increasing of 5.9% from lower right transfer of lower gross profit margin of the Company's undeveloped land plot at Srinakarin road. As a foresaid plus condominium that has higher right transfer, the land plot at Pattanakarn and town house that has lower right transfer and increasing in rental and service income thus decreasing sale income gross profit in an amount of 127 million baht.

The Company recorded the selling and administrative expense in the amount of 423 million baht (2018 - 410 million baht), increasing of 13 million baht or 3.2%, the decreasing of business tax expenses from the decreasing of right transferred land for 70 million baht, increasing of right transfer condominium for 1 million baht and decreasing of right transfer townhouse for 1 million baht.

The Company recorded a contribution to recurring profit in the amount of 205 million baht (2018 - 345 million baht), decreasing of 140 million baht or 40.6%.

### EXHIBITION, CONVENTION & HOTEL

Baht millions	2019	2018	% change
Revenue	4,610	4,153	11.0
Cost of Sales	(2,142)	(1,921)	11.5
Gross Profit	2,468	2,232	10.6
Other Revenue	427	388	10.1
	2,895	2,620	10.5
Selling & Admin. Expenses	(1,695)	(1,555)	9.0
Contribution to Recurring Profit	1,200	1,065	12.7
Gross Profit Margin	53.5%	53.7%	-0.2
Occupancy Rate (Exhibition & Convention)	51.0%	49.7%	1.3
Occupancy Rate (Hotel)	59.2%	62.0%	-2.8

### COMPETITORS AND MARKET SHARE

	Venue		Market
Top MICE Business	(sq.m.)	Characteristic	Share (%)
IMPACT	120,000	Largest indoor venue area with abundant	67%
(Chaeng Wattana Rd.)		parking space	
BITEC (Bangna-Trad Rd.)	32,000	Large hall area with an expansion plan	20%
QSNCC	18,000	Comprise of 4 zones, each zone	11%
(Ratchadapisek Rd.)		has 1-3 floor	
Royal Paragonl	12,000	Comprise of Royal Paragon Hall 1,2,3	2%
(Rama 1 Rd.)		and 5 meeting rooms	

Source: RMI Co.,Ltd. (1 Jan - 31 Dec 2016)

IMPACT's revenue came from its three principal business areas - exhibition space & hall rental, 69.1% (2018 - 68.6%); food & beverages, 20.8% (2018 - 21.6%) and hotel business, 10.1% (2018 - 9.9%).

Exhibition space utilization increased by 1.3% to 51.0%. (2018 - 49.7%) In effect,

The IMPACT recorded exhibition space & hall rental income in an amount of 3,185 million baht (2018 -2,847 million baht), increasing of 338 million baht or 11.9%.

IMPACT recorded food & beverages income in an amount of 958 million baht (2018 - 895 million baht), increasing of 63 million baht or 7.0%.

IMPACT recorded hotel business income in an amount of 467 million baht (2018 - 411 million baht), increasing of 56 million baht or 13.6%.

Overall, IMPACT recorded rental and service income in an amount of 4,610 million baht (2018 - 4,153 million baht), increasing of 457 million baht or 11.0%.

IMPACT recorded rental & service income gross profit margin of 53.5% (2018 - 53.7%), decreasing of 0.2% from the increasing in rental and service income thus increasing rental san service income gross profit in an amount of 236 million baht.

IMPACT recorded the selling and administrative expense in the amount of 1,695 million baht (2018 - 1,555 million baht), increasing of 140 million baht or 9.0%.

IMPACT recorded a contribution to recurring profit in the amount of 1,200 million baht (2018 - 1,065 million baht), increasing of 135 million baht or 12.7%.

### RETAIL AND BUILDING MANAGEMENT

				Infras	structure, Bu	ilding
		Retail		Mana	gement & O	thers
			%			%
Baht millions	2019	2018	change	2019	2018	change
Revenue	310	267	16.1	244	158	54.4
Cost of Sales	(189)	(153)	23.5	(55)	(51)	7.8
Gross Profit	121	114	6.1	189	107	76.6
Other Revenue	10	28	-64.3	15	24	-37.5
	131	142	-7.7	204	131	55.7
Selling & Admin. Expenses	(42)	(57)	-26.3	(37)	(34)	8.8
Contribution to Recurring Profit	89	85	4.7	167	97	72.2
Gross Profit Margin	39.0%	42.7%	-3.7	77.5%	67.7%	9.7

Retail building management and trust management are non-core businesses, established as supplementary services for the real estate projects of the Group at Muang Thong Thani. Performance during the year remained broadly unchanged with insignificant variances compared to the year before.

Overall, the Group reported contributing profit in the amount of 89 million baht from its retail business and a profit in the amount of 167 million baht from its infrastructure, building management and others business for the year ended 31 March 2019.

### NON-RECURRING ITEMS

The Group recorded Baht 1 million gain on exchange rate, net (2018- Baht - million), Baht - million gain on reversal of long outstanding account payable (2018- Baht 215 million), Baht 1,954 million gain on revalued its investment properties (2018 - Baht 1,278 million). Net borrowing cost for the year was Baht 134 million (2018 - Baht 140 million).

### **INCOME TAX**

The Group recorded the income tax expense in the amount of 702 million baht while the same period last year, the Group recorded the income tax expense in the amount of 636 million baht, increasing of 66 million baht from revaluation of Investment Property and recurring business.

# MANAGEMENT DISCUSSION AND ANALYSIS - FINANCIAL REVIEW

### NET ASSET VALUE PER SHARE

One common benchmark to determine the underlying value of a company is by calculating its total net asset value. Using this approach, Bangkok Land's adjusted consolidated net assets value per share on 31 March 2019 stood at Baht 2.69 (2018 - Baht 2.76), representing a discount of 2.5% (2018 - premium of 11.3%) to its adjusted net asset value.

### Adjusted net asset value per share

Baht millions	2019	2018
Total shareholders' equity	54,916	56,497
Minority interest	(8,094)	(8,057)
Deferred tax on revaluation surplus of property, plant & equipments	950	951
Deferred tax on revaluation surplus of investment properties	2,296	1,936
Adjusted shareholders equity	50,068	51,327
Number of shares in issue (millions)	18,597	18,596
Value per share (Baht)	2.69	2.76
Value per share premium/(discount)	(2.5%)	11.3%
Closing market price per share (Baht) - last trading day of March	1.57	1.86
Share price premium/(discount)	(15.6%)	2.2%

### **ASSFTS**

Total assets of the Group decreased 2.2% to Baht 64,237 million (2018 - Baht 65,675 million).

Key components of assets comprised "property, plant and equipment" (24.0%), "Inventory" (6.4%), "investment properties" (56.4%) as well as cash and cash equivalents, Short-term investments plus Account receivable and other receivable, net (10.0%), details of which are summarized next.

### Inventory

Inventory remained broadly unchanged compared to last year. The increase of 40.6% to Baht 2,910 million (2018 - Baht 2,910 million) from the purchase undeveloped land plot at Srinakarin road and the construction of infrastructure in Muang Thong Thani.

### Property, plant and equipments

Cash out flow to purchase, building construction and equipment for the total year was Baht 771 million, most comes from the construction of IMPACT Hall interior systems and structure, buildings improvements including equipment and furniture.

After deducting the total amount of depreciation charges of Baht 528 million and adjusted for revaluation in amount of Baht 540 million, reported net book value of property, plant and equipments as at 31 March 2019 increased 3.6% to Baht 15,405 million (2018 - Baht 14,869 million).

### Investment property

Cash out flow to purchase, building construction for the total year was Baht 868 million, most comes from the construction of the Cosmo Bazaar Phase 2. A revaluation was done in the last quarter or the year resulting in a surplus of Baht 1,954 million and disposal of transfer to property, plant and equipment of Baht 77 million.

All property valuation was performed by an independent third party professional appraiser approved by the Stock Exchange of Thailand.

Taken together, total investment property increased by 8.2% to Baht 36,225 million (2018 - Baht 33,480 million) with a total revaluation surplus of Baht 1,954 million (2018 - Baht 1,278 million) recognized as other revenue in the consolidated financial statement of the Company.

### LIQUIDITY

Cash flow from operating activities plus of Baht 5,776 million primarily resulting from profit before income tax expense of Baht 3,177 million plus net adjustments to reconcile profit before income expense Baht 2,459 million and the effect of decreasing in the change in net working capital of Baht 140 million.

Cash flow from investing activities down of Baht 453 million primarily resulting from decreasing of short-term investment of Baht 1,164 million, capital expenditure of Baht 1,640 million and Baht 23 million from the others.

Cash flow from financing activities down of Baht 4,673 million primarily resulting from cash paid for treasury stock of Baht 2,328 million, dividend payment of Baht 1,564 million, dividend payment to non-controlling interests of Baht 623 million, interest payment of Baht 154 million and Baht 4 million from repayment of long-term loan.

In effect, Bangkok Land's consolidated statements of cash flows for the year ended 31 March 2019 recorded a net increase of Baht 651 million in cash and cash equivalent to Baht 4,390 million (2018 - Baht 3,739 million).

### LIABILITIES

Consolidated total liabilities as at 31 March 2019 increased 1.6% to Baht 9,322 million compared to Baht 9,178 million in 2018. This increased in the Group's total liabilities to equity ratio to 0.20 times from 0.19 times a year ago.

Consolidated net total liabilities (net of cash, cash equivalent and short term investments) as at 31 March 2019 was Baht 3,695 million compared to Baht 3,038 million in 2018. This increased the Group's net total liabilities to equity ratio to 0.08 times from 0.06 times a year ago.

The following table presents a summary of the Group's total liabilities as at 31 March 2019.

		Interest	Non-interest
Baht millions	Total	Bearing	Bearing
Long Term Loans	3,886	3,886	-
Deferred Tax	3,341	-	3,341
Other Liabilities & Accruals	2,095	_	2,095
Total Liabilities	9,322	3,886	5,436

### SHAREHOLDERS' EQUITY

Shareholders' equity decreased 3.3 percent to Baht 46,822 million (2018 - Baht 48,440 million) chiefly reflecting the consolidated net profit after tax of Baht 1,816 million and dividend payment for the year ended 31 March 2019.

### COMMITMENT AND CONTINGENT LIABILITIES

As at 31 March 2019, the Group had major pending lawsuits of Baht 118 million by property buyers claiming refund of deposits paid on uncompleted projects. Adequate provisions of all these pending cases were made and accounted for in the Group's financial statements.

There were no other major commitment and contingent liabilities as at 31 March 2019 which might materially affect the financial position of the Group.

### CORPORATE GOVERNANCE

### SUMMARY

Bangkok Land recognizes the importance of good corporate governance practices and procedures. The Board of Directors believes that by maintaining a high standard of business ethics and by following good corporate governance practices will provide a strong background for the long term success of the Group.

### CORPORATE GOVERNANCE PRACTICES

The Group is committed to a policy of good and adequate corporate governance. During the financial year ended 31 March 2019, Bangkok Land applied all guidelines set forth by the Stock Exchange of Thailand and the Securities and Exchange Commission with the following exception:-

There is no separation of roles of the Chairman and Chief Executive - Mr. Anant Kanjanapas is the Company's Chairman and Chief Executive.

The Company is of the view that it is in the best interest of Bangkok Land that Mr. Anant Kanjanapas, with his profound local and international expertise, shall continue in his dual capacity as the Chairman and Chief Executive of the Company. Although the Company's Chairman and Chief Executive is the same individual, authority is not concentrated, as responsibilities are also shared with other directors. In addition, all major decisions are made after consultation with other Directors and approved by meetings of the board. The Company considers that it functions effectively and efficiently with the current board structure.

### RIGHTS OF SHAREHOLDERS

The Board of Directors recognizes that it is its duty to protect the rights of all shareholders. The Company has a policy to make sure that all shareholders are entitled to the following rights:-

- (1) buy, sell, or transfer shares,
- (2) share in the profit of the Company,
- (3) obtain relevant and adequate information on the Company in a timely and regular basis, and
- (4) participate and vote in the shareholder meetings, as required under Thai listed company law and regulations, such as, to elect or remove members of the board, appoint external auditors, dividend payment, and change of company's article of association.

All processes and procedures for shareholders meetings are in accordance with the SET recommended best practice. To allow shareholders sufficient time and to facilitate equitable treatment of all shareholders, the Company provides shareholders, with at least 7 days in advance of the meeting, a notice on the meeting date, time and venue as well as an agenda with relevant supporting information and reports. Shareholders who were unable to attend a meeting in person can appoint any other person or independent director of the Company as their proxy. Voting procedures and method were explained to the shareholders during the meeting, and ballet cards are used to ensure transparency and provide evidence for any necessary future reference.

The Company's last Annual General Meeting of shareholders was held on 26 July 2018, at 11.00 a.m., at the Royal Jubilee Ballroom, Impact Challenger, Muang Thong Thani, Bannmai, Pakkred, Nonthaburi. Eight Directors, including the Chief Executive and four Independent Non-executive Directors, attended the meeting. Notice of the meeting with supplementary information was sent to the shareholders by mail more than 7 days prior to the date of the meeting. The same notice was also published on a daily newspaper for 3 consecutive days before the meeting. All documents were prepared in both Thai and English.

At the meeting, total shareholders attending in person or by proxy was 1,340, representing 8,962,256,698 shares or 50.6397% of the total issued shares of the Company, net 17,698,086,723 shares (deducted treasury stock). The Company's external auditor, Karin Audit Company Limited and the Company's legal advisor, Siam Premier, were invited to the meeting in order to render assistance to the Board in answering questions from the shareholders.

During the course of the meeting, all shareholders were given equal chance to express their opinion and to pose questions to the board of directors on the operations of the Company. All issues raised by the shareholders were properly clarified by the Directors, and questions and answers having material effects to the Company were recorded in the minute of the meeting.

### EQUITABLE TREATMENT OF SHAREHOLDERS

The Board of Directors acknowledges that it is its duty to maintain an equitable treatment to all groups of shareholders of the Company, individual or institutional. Basic rights of shareholders are outlined under the previous section - "Right of Shareholders".

To protect the equitable rights of all shareholders, the Group prohibits directors, and staff to use inside information acquired at work for personal benefits. Directors and all employees are not allowed to conduct a connected transaction that may have conflict of interest with the Company and its subsidiaries. If it is necessary, for the benefit of the Group, to conduct a connected transaction, it must comply with all the SET rules, procedures and disclosure of connected transaction by a listed company.

### **ROLE OF STAKEHOLDERS**

The board of Directors understands the importance of fair treatment to all stakeholders such as customers, employees, suppliers, shareholders, investors, creditors, community, the government, competitors and external auditors. Bangkok Land respects the rights of all stakeholders and provides channels for stakeholders to communicate with the Group for unfair treatment and misconduct complaints. Procedures and practice on treatment of major groups of stakeholders are summarized next.

### Shareholders

The Company strictly adheres to the practice of treating all shareholders equally. Details of shareholders equal rights are disclosed in previous sections on "Rights of Shareholders" and "Equitable Treatment of Shareholders". All businesses of the Group are operated with honesty, prudent financial management and good business ethics as to ensure continuing growth and maximizing wealth of the shareholders.

### Customers

Bangkok Land appreciates the correlation between the success of its business and customers' satisfaction. The Group provides its customers high standard products as well as services at fair and competitive prices and uses its best efforts to meet all contractual commitments.

### **Employees**

Bangkok Land recognizes the contribution of employees for the success of the Company. It is the Group's policy to treat all staff members fairly in relation to remuneration, welfare, training and discipline. Bangkok Land adopts a decentralized policy on matter concerning staff welfare and development. Individual companies within the group are given flexibilities to set their own detailed schemes according to the need and specific working conditions of each entity.

The Group encourages employees to attend various work related outside courses. Selected employees are eligible to attend workshops and seminars presented by experts and academics to strengthen effectiveness and teamwork. Bangkok Land also provides in-house work related training programs, talks and activities at regular intervals on selected functional areas with the aim to assist professional development of individual employees and to strengthen the general work performance of the staff.

The Group pays proper attention on the general well-being of its employees. Individual companies within the group organize their own recreational events and activities with the aim to help balancing work and leisure of the workforce. Bangkok Land also employs appropriate safety measures in all its work places to prevent accidents, injuries and other related health issues.

### Creditors

Bangkok Land's policy is to equally and fairly treat its creditors and lenders, all creditors will be treated fairly and equally in accordance with agreed terms and conditions

### Suppliers

The Group adheres to the policy of equitable treatment to all suppliers and honors all commitments as stipulated in agreements with suppliers. Bangkok Land also uses its best efforts to avoid choosing suppliers with conflict of interest to connected persons of the Company and its subsidiaries.

### Competitors

Bangkok Land respects fair and ethical competition practices in treating its competitors. The Group does not use any unethical and fraudulent means in acquiring trade and related secrets as well as businesses from its competitors.

### DISCLOSURE AND TRANSPARENCY

It is the policy of Bangkok Land to make disclosure of all important information relevant to the Company, both financial and non-financial, correctly, accurately, on a timely basis and transparently through easy-to-access channels that are trustworthy.

Corporation information is disseminated on a timely basis through different channels including annual and quarterly reports, press releases and published announcements. The Group maintains 2 web sites, www.bangkokland.co.th and www.impact.co.th offering investors and customer timely access to the Group's financial and business information. These web sites will be updated and improved on a continuing basis in this year and going forward.

Bangkok Land also maintains regular dialogue with investors and analysts to keep them informed on the Group's developments. Any party who is interested in the Company's information can contact investor relation at Tel. 66-2-5044949 (ext.1022) or Fax. 66-2-5044986.

### RESPONSIBILITIES OF THE BOARD

### **Board Structure**

#### Summary

As at 31 March 2019, there were 8 directors including three Executive Directors, one Non-executive Directors and four Independent Non-executive Directors. The Board believes that the balance between Executive and Non-executive Directors is appropriate in providing adequate checks and balances to safeguard the interest of all groups of shareholders.

Non-executive Directors, come from a variety of different backgrounds, have a diverse range of business and professional experience. Their views and participation in board meetings provide independent opinions and judgments on strategic, business and management issues of the Company.

The Company has four Independent Non-executive Directors. Among these independent directors, at least one of whom has appropriate accounting and financial management expertise. Qualifications of all Independent Non-executive Directors comply with the guidelines for assessment of independence as stipulated by the SET and SEC.

#### Director Appointment, Re-election and Removal

The Company's Article of Association provides that at each Annual General Meeting, one-third of the directors who have held office for the longest term shall retire. If the number is not a multiple of three, then the number nearest to one-third shall retire from office. Retiring directors shall be eligible for re-election at the Annual General Meeting of the Company.

The Board is empowered under the Article of Association to appoint qualified person as a Director to fill a casual vacancy.

In selection of new directors, the Company adopts a transparent approach with the following procedures:-

- 1) Major shareholders may propose suitable candidates to the Board of Directors of the Company.
- 2) Candidates for appointment as directors may be sourced by referrals from the Company's existing Directors, Executives or by using the services of executive search firms.
- 3) Candidates for appointment as executive and non-executive directors may be sourced internally from the management team of the Company.
- 4) Before a prospective person is formally nominated, it is required to obtain the opinion and majority consensus of all existing Directors before the Board seeks approval of the appointment in shareholders meetings.

### Company Secretary

The Board of Director appointed Mr.Prawate Earmsmuth, a legal manager with appropriate knowledge, qualifications and experience, as a company secretary, he holds a law bachelor's degree from Ramkhamhaeng University.

The Company Secretary of the Company is responsible to take and keep minutes of all Board meetings and ensure that all applicable meeting rules and regulations are followed. He also maintains a register of original minutes of meeting, which are open for inspection by all directors.

### Committees

As at 31 March 2019, the Company has two committees: the Audit Committee and the Executive Board.

#### **Audit Committee**

The Audit Committee was established in 2001, and it consists of three Independent Directors. Mr. Prasan Hokchoon was the Chairman and the other members are Mr. Supavat Saicheua and Mr. Siriwat Likitnuruk.

The Audit Committee meets at least four times a year to consider the Company's financial reporting, effectiveness of the internal control system, compliance with SET as well as SEC and other relevant regulations. It is also responsible for the review and recommendation of appointment, reappointment, removal and remuneration of the external auditors.

All members of the Audit Committee have significant knowledge and experience in the area of finance as well as possess sufficient knowledge in understanding accounting and financial regulation and reporting.

The Audit Committee held 4 meetings during the year ended 31 March 2019. The attendance record of each member is set out below:-

Directors	Meetings attended/Total
Mr. Prasan Hokchoon	4/4
Mr. Supavat Saicheua	4/4
Mr. Siriwat Likitnuruk	4/4

### **Executive Board**

The Executive Board was established in 2010. Including the Chief Executive Officer, it consists of 3 directors. The Executive Board handles and manages the daily operation of the Group.

The Executive Board held 19 meetings during the year ended 31 March 2019. The attendance record of each member is set out below:-

Directors	Meetings attended/Total
Mr. Anant Kanjanapas	2/19
Mr. Sui Hung Kanjanapas	19/19
Mr. Shui Pang Kanjanapas	19/19

### Remuneration and Nomination Committee

Bangkok Land has not established any Remuneration Committee and Nomination Committee. At present, matters related to remuneration and director nomination are managed by the Executive Directors with assistance from other members of the board. In the light of Bangkok Land's current operation and simple management structure, the Company considers it appropriate to maintain its existing arrangement.

### Remuneration of Auditor

The remuneration of auditors of the Group, for the year ended 31 March 2019 comprised the accounts 4.39 million baht, reviewed financial third quarter was 1.09 million baht, totaling 7.65 million baht which

related parties to the auditor and audit company, Karin Audit Company Limited is an individual or entity associated with the Company.

#### Non-audit fee

- None

Role and Responsibilities of the Board

### Overall Responsibilities

The Board has the responsibility for management of the Group, which includes formulating business strategies, reviewing and approving the Group's ongoing vision and mission, setting financial targets, ensuring proper risk management, and directing as well as supervising the Group's affairs and operations.

The Board makes broad policy decision and delegates the day-to-day management and operation to the management of the Group. The Executive Directors, lead by the Chief Executive, are closely involved in the daily operation of the Company and its subsidiaries. The Executive Directors regularly review and ensure that an effective system of internal control exists to safeguard all interest of the Group.

### Role on Corporate Governance

The Board is committed to good corporate governance and set out as a policy to follow and implement principles and recommendations as detailed in "The Principles of Good Governance for Listed Companies" published by the SET on 2017.

### **Business Conduct**

The Board requires all employees of the Group to conduct business in a professional, ethical and fair manner. Bangkok Land requires all group companies comply with all laws, and specific industry rules, regulations and practices. Employees must perform their duties with care and honesty, giving or receiving illicit payments is not allowed. General guidelines to employees on company rules, regulations, work conducts and disciplinary actions are set out in the staff handbooks of each individual company in the Group.

### Conflict of Interest

The Board of Directors understands that it is its duty to consider the issue of conflict of interest in all transactions of the Group. There is a clear guideline on the approval of transactions involving conflict of interest with connected persons.

In case of a potential conflict of interest involving a shareholder or a Director, Bangkok Land has a policy to arrange meetings in which Independent Non-Executive Directors with no conflict of interest will attend and discuss the matter. A Director who and/or person connected to him has potential conflict of interest in any transaction shall not vote or be counted in the quorum of the meeting. The Board also monitors proper compliance of all requirements regarding criteria, procedures and disclosure under the rules of the SET.

During the year ended 31 March 2019 there was no contract, arrangement or transaction that demands the Board's consideration on the issue of conflict of interest.

### Internal Control

The Board has responsibility for maintaining an effective and adequate internal control system to safeguard the Group's assets and shareholders' interest. The system includes a well-defined organizational structure, proper segregation of duties and effective check and balance procedures wherever appropriate.

Bangkok Land has an internal audit department; it reports directly to the Audit Committee and performs independent regular financial as well as operational reviews to monitor the effectiveness of the internal control system of the Group. Audit reports are prepared with analysis of weaknesses and recommendations for improvement, and these reports are reviewed by the Audit Committee. Recommended actions will be considered and implemented as and when considered appropriate.

### Risk Management Policy

The Board understands the importance of risk management and is constantly in alert of possible threats that may affect the business of the Company. Measures are in place to access and manage risk factors, internal and external, through the work of the Audit Committee and the internal audit department. The Executive Directors also involve closely in the day-to-day management of the Group and review regularly all risk factors affecting its performance and development.

### **Board Meetings**

The board meets from time to time and has a policy for holding at least 4 meetings per year.

There were 5 board meetings during the year under review. At the meetings the Directors discussed and formulated company strategies; the Directors also reviewed and approved quarter and annual results as well as other significant issues and general operation of the Group.

Other than regular meetings, the Chairman also meets with non-executive directors and independent non-executive directors to discuss particular corporate and business matters. Non-executive Directors are free to arrange meetings among themselves without involvement of the management team.

All Directors have unrestricted access to the Company Secretary who is in charge for ensuring that meeting procedures and regulations are properly followed. They also have access to relevant information in respect of the meetings. They can also ask for further information or request the Board to approve in retaining independent professional advisors, if necessary.

7 day advance notice of all board meetings are given to all directors, and all directors are free to include matters in the meeting agenda.

The attendance record of the Board meetings held in the year ended 31 March 2019 is set out below:-

### Meetings attended/Total

Executive Directors		
Mr. Anant Kanjanapas	1/5	
Mr. Sui Hung Kanjanapas	5/5	
Mr. Shui Pang Kanjanapas	4/5	

Non-Executive Directors

Mr. Burin Wongsanguan 5/5

	go arronada, rotar
Independent Non-Executive Directors	
Mr. Prasan Hokchoon	5/5
Mr. Supavat Saicheua	5/5
Mr. Siriwat Likitnuruk	5/5
Mr. Panya Boonyapiwat	5/5

### **Board Self Assessment**

The Board of Directors has a policy to hold at least one meeting per year to review, discuss and assess the performance of its members. The last assessment meeting was held on 30 May 2019.

### Remuneration

The Board of Directors is responsible for the policy on remuneration of Directors and senior management. The Group's policy is to provide fair and competitive remunerations based on business needs and industry practice. For determining the amount of fees pay to Directors, market rates and factors such as contribution are also taken into consideration. No Director is allowed to involve in decisions relating to his own remuneration. Management remuneration is assessed by the Executive Directors and is based on individual employee's job responsible and performance.

### Board and Management Training

Bangkok Land has a policy to support skill and knowledge development of the Directors and senior management by encourage them to attend seminars and courses on topics which would improve quality and efficiency of their work.

Professional Training by Thai Institute of Directors (Thai-IOD) and Federation of Accounting Professions

Name	Program	Class	
Mr. ShuiPang Kanjanapas	Directors Certification Program	DCP 230/2016	
Mr. Prasan Hokchoon	AC Hot Update for Modern CG	2017	
Mr. Supavat Saicheua	Advance Audit Committee Program	Advance ACP 4/2010	
	Monitoring the Quality of Financial Reporting	MFR 11/2010	
	Monitoring Fraud Risk Management	MFM 3/2010	
	Monitoring the Internal Audit Function	MIA 8/2010	
	Audit Committee Program	ACP 31/2009	
	Directors Certification Program	DCP 126/2009	
Mr. Siriwat Likitnuruk	Director Accrediation Program	DAP 40/2005	
Mr. Panya Boonyapiwat	Role of The Chairman	RCP 39/2016	
	Directors Certification Program	DCP 94/2007	

### CORPORATE SOCIAL RESPONSIBILITY

Since the recent promotion of corporate social responsibility concepts by the Stock Exchange of Thailand, the Company has identified the following areas for attention and compliance:-

- 1) Good corporate governance
- 2) Fair competition
- 3) Human right observation
- 4) Fair treatment of employees
- 5) Fair treatments to suppliers and customers
- 6) Caring for the environment and society

As committed to be a good corporate citizen, the Group cares about the society and the environment. Bangkok Land promotes the conservation of energy within its operation, and all its project layout, construction and landscaping designs meets high standards of environmental protection. The Group installs effective waste management, sewerage systems and flooding controls in all its housing and investment property projects. The Muang Thong Thani housing estate and Impact exhibition facilities are good examples to display the high standard of practices adopted by Bangkok Land on its commitment to good environmental care and protection.

During the year, Bangkok Land and its subsidiaries also made a few donations to non-profit making and charitable organizations that help the less fortunate in the society.

Although the Group has been following this social responsibility polices (details included under Corporation Governance Practice section of this report), no written procedure manual has been prepared at the time of preparing this report. In view of the Group's organization structure and nature of its current business, the board of directors believes that the current arrangement is appropriate and adequate.

### SHAREHOLDERS AND MANAGEMENT

### **EQUITY**

### **Ordinary shares**

On 2 March 2018, Board of Directors' meeting No. 2/2018, passed a resolution approving the reduction of the paid-up capital from Baht 20,662,464,711 to be Baht 18,596,218,240, by deduction of the share capital, the repurchase and non-distribution, totaling 2,066,246,471 shares. The Company registered the reduction of paid-up capital to the Ministry of Commerce on 8 March 2018.

As at 8 March 2018, the Company had authorized capital of Baht 27,517,826,754 divided into 27,517,816,754 shares with a par value of Baht 1 per shares. Paid-up capital was Baht 18,596,218,240 representing 18,596,218,240 ordinary shares fully paid up at a par value of 1 Baht each.

On 31 March 2018, warrant holders of Bland-W4 exercised their rights and purchased 165,783 ordinary shares of the Company at a price of Baht 2.00 per share. Registration of these new shares with the Ministry of Commerce on was completed on 5 April 2018.

On 30 June 2018, warrant holders of Bland-W4 exercised their rights and purchased 134,859 ordinary shares of the Company at a price of Baht 2.00 per share. Registration of these new shares with the Ministry of Commerce on was completed on 11 July 2018.

On 2 July 2018, the final exercise date of Bland-W4, warrant holders exercised their rights and purchased 50,872 ordinary shares of the Company at a price of Baht 2.00 per share. Registration of these new shares with the Ministry of Commerce on was completed on 11 July 2018.

As at 31 March 2019, the Company had authorized capital of Baht 27,517,826,754 divided into 27,517,826,754 shares with a par value of Baht 1 per shares. Paid-up capital was Baht 18,596,569,754 representing 18,596,569,754 ordinary shares fully paid up at a par value of 1 Baht each, treasury stock was 1,222,168,700 shares and voting stock minus treasury stock was 17,374,401,054 shares.

As at 31 March 2019, the outstanding of unexercised warrants (Bland-W4) was 6,929,916,359 units. Warrants expired from Listed Securities on 3 July 2018.

### Warrants

The Company has the following warrant listed on the Stock Exchange of Thailand as at the date of this report.

#### **BLAND-W4**

Security symbol	BLAND-W4	
Total units	6,949,753,569	
Exercise ratio (warrant : share)	1:1	
Exercise price (per share)	Baht 2.0	
Exercise date	every 3 months	
Expiry date	2 July 2018	
Total units exercised	19,837,210	
Total units remaining	6,929,916,359	

On 20 June, 2019 the Company closed its share register and its list of shareholders revealed the following major information.

- (a) Number of shareholders 23,512
- (b) Investors holding Non-voting depository receipts ("NDVR") 915,516,925 shares

Total NDVR represents 4.92% of all paid-up shares of the Company and is not entitled to vote (except in the case of delisting) in shareholders' meetings. NDVR shares information can be found at the web site of the Stock Exchange of Thailand, www.set.or.th.

### MAJOR SHAREHOLDERS

Details of the 10 largest shareholders of the Company, according to the most up to date shareholder list as at 20 June 2019 are listed below.

	Number	% to paid-up
Name	of shares	capital
Mr. Anant Kanjanapas	4,605,756,460	24.77
Bangkok Land Public Company Limited	1,222,168,700	6.57
Thai NVDR Co. Ltd.	915,516,925	4.92
Mr. Jean-Marie Verbugghe	547,080,000	2.94
Mr. Chanya Mahadamrongkul	431,345,680	2.32
Mr. Veraphan Teepsuwan	403,987,400	2.17
South East Asia UK (Type C) Nominees Limited	400,631,206	2.15
Mr. Jirawud Kuvanant	388,896,700	2.09
Bangkok Land (Cayman Islands) Limited	212,096,990	1.14
Mr. Smith Kanjanapas	179,501,065	0.97
Total Major Shareholders	9,306,981,126	50.05
Total Monority Shareholders	9,289,588,628	49.95
Total Shareholders	18,596,569,754	100.00
	Mr. Anant Kanjanapas Bangkok Land Public Company Limited Thai NVDR Co. Ltd. Mr. Jean-Marie Verbugghe Mr. Chanya Mahadamrongkul Mr. Veraphan Teepsuwan South East Asia UK (Type C) Nominees Limited Mr. Jirawud Kuvanant Bangkok Land (Cayman Islands) Limited Mr. Smith Kanjanapas Total Major Shareholders	Mr. Anant Kanjanapas Angkok Land Public Company Limited Thai NVDR Co. Ltd.  Mr. Jean-Marie Verbugghe Mr. Chanya Mahadamrongkul Mr. Veraphan Teepsuwan South East Asia UK (Type C) Nominees Limited Mr. Smith Kanjanapas  Total Major Shareholders  Mr. Anant Kanjanapas  4,605,756,460 1,222,168,700 915,516,925 547,080,000 431,345,680 431,345,680 403,987,400 403,987,400 400,631,206 4

Source: Thailand Securities Depository Company Limited

### CHANGING THE HOLDING COMPANY'S DIRECTORS & SENIOR EXECUTIVES

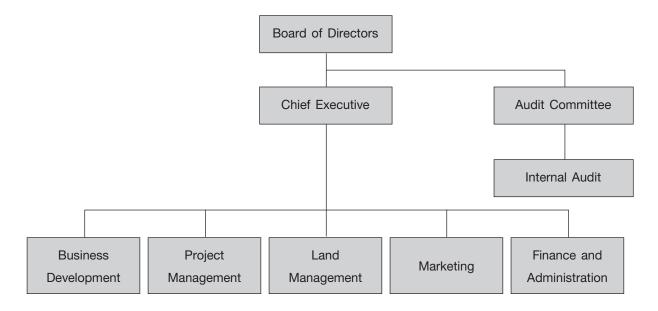
		2018	Change	2019
		Number of	Number of	Number of
Name	Position	Shares	Shares	Shares
Mr. Anant Kanjanapas	Chairman	4,565.44	40.32	4,605.76
Mr. Sui Hung Kanjanapas	Executive Director	15.10	-	15.10
Mr. Shui Pang Kanjanapas	Executive Director	11.90	(10.85)	1.05
Ms. Kunwadee Jintavorn	Director (Project Mgt.)	0.01	-	0.01
Ms. Ausakoon Srisanyanon	Manager (Finance)	0.51	(0.10)	0.41

### **DIVIDEND POLICY**

The Company has a policy to pay an annual dividend of not more than 50% of its net profit after tax and legal reserves. In recommending dividend payments, the board of directors will take into consideration the Company and the Group's consolidated operating results, financial position, liquidity, future business plans and other management related factors.

Subsidiaries of the Company do not set dividend payment policies based on a percentage of net profit after tax. Dividend will be decided by each of the subsidiary's board of directors on a case by case basis, and in fixing the amount of payment, operating results, financial position, liquidity, future business plans and other management related factors will be taken into consideration.

### ORGANISATION STRUCTURE



### MANAGEMENT STRUCTURE

As at date of this report the Board of Directors of Bangkok Land consists of the following members:

### **Executive Directors**

Mr. Anant Kanjanapas \*

Mr. Sui Hung Kanjanapas \*\*

Mr. Shui Pang Kanjanapas \*\*\*

Non-executive Directors

Mr. Burin Wongsanguan

- \* Chairman of the Board and Chief Executive Officer
- \*\* The First Vice Chairman
- \*\*\* The Second Vice Chairman

### **Independent Directors**

Mr. Prasan Hokchoon (Chairman)

Mr. Supavat Saicheua

Mr. Siriwat Likitnuruk

Mr. Panya Boonyapiwat

### **AUTHORIZED SIGNATURE**

Signing authority of the Directors is governed by clause 25 of the Company's Article of Association. To bind the Company, it requires the following signatures.

"Mr. Anant Kanjanapas, Mr. Sui Hung Kanjanapas, Mr. Shui Pang Kanjanapas, Mr. Burin Wongsanguan, two of these four directors jointly sign and the company's seal be affixed."

### SCOPE OF DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Duties and responsibilities of the directors are summarized next.

- Perform duties in compliance with the law, the Company's objectives and article of association, and the resolutions of shareholders' meetings.
- 2) Determine and approve business policies, goals, operational plans and annual budgets of the Company.
- 3) Appoint directors, in accordance with the rules under the Public Company Act and the Securities and Exchange Act, to fill vacant positions occurred other than retirement by rotation.
- 4) Appoint independent directors and/or auditing directors under the requirement of law and guidelines of governing securities and exchange regulatory body.
- 5) Appoint another person as operator of the Company's business under the control of the Board of Directors or empower the person, within a period of time as the board thinks suitable, with the authority that the board may revoke, revise or modify.
- 6) Consider and approve transactions involving acquisitions or disposals of assets unless such transactions require approval from a meeting of shareholders. Such consideration for approval shall conform to the relevant rules, regulations and/or notifications of the securities exchange.
- 7) Consider and approve related transactions unless such transactions require approval from a meeting of shareholders. Such consideration for approval shall conform to the relevant rules, regulations and/or notifications of the securities exchange.

- 8) Consider and approve interim dividend payments to shareholders when the Company makes profits and gains liquidity that enables it to do so and report on such dividend payments to the next meeting of shareholders.
- Conduct businesses that have been approved and/or assigned to the Board of Directors by a 9) meeting of shareholders.
- 10) Implementation of an effective internal control and internal audit systems in the Company.
- Schedule an annual general shareholders meeting to be organized at least once every year and a 11) board meeting at least once every three months, and arrange to send out notices of meeting in advance according to the periods of time as required by law.
- 12) Consider and amend authorize signatures of the Company.

### SCOPE OF DUTIES AND RESPONSIBILITIES OF THE AUDIT COMMITTEE

The Audit Committee reports to the Board of Directors, its duties and responsibilities are summarized next.

- 1) Review the accuracy and adequacy of the Company's financial reports.
- 2) Review the Company's internal control system and internal audit system to ensure that they are suitable and efficient. Determine the internal audit unit's independence as well as approve the appointment, transfer, and dismissal of the chief of an internal audit unit or any unit being responsible for the Company's internal audit.
- 3) Review compliance with the Securities and Exchange Acts, regulation of the SET and any other relevant law.
- 4) Consider, select and nominate an independent person as the Company's auditor and to propose such person's remuneration as well as attend a non-management meeting with the auditor at least once a year.
- 5) Review connected transactions, or transactions that may lead to conflicts of interests as to ensure that the Company complies with all related rules.
- 6) Prepare and disclose in the Company's annual report an audit committee's report which must be signed by the Audit Committee's Chairman and consists of at least the following information:
  - an opinion on the accuracy, completeness and creditability of the Company's financial report;
  - an opinion on the adequacy of the Company's internal control system;
  - an opinion on the compliance with SEC's and SET's laws and regulation and other laws relevant to the Company's business;
  - an opinion on the suitability of an auditor;
  - an opinion on transactions that may lead to conflicts of interest;
  - the number of audit committee meetings and the attendance of such meetings by each committee member:
  - an opinion or overview comment on issues that have arisen as the audit committee performed its duties as defined in the committee's charter; and
  - any other matters which should be made available to shareholders and general investors within the scope of duties and responsibilities assigned by the Company's Board of Directors.
- 7) Perform other duties as assigned by the Board of Directors of the Company with the consent of the Audit Committee.

### **DIRECTORS' REMUNERATION**

### 1) CASH REMUNERATION

### DIRECTORS' REMUNERATION

The Company compensated its directors in the form of an annual fee based on meeting attendance. Payment of fees is normally made in the following financial year after the annual general meeting ("AGM"). For director, the remuneration is approved at a shareholders' meeting each year. The remuneration comes in the form of annual remuneration. The details for 2018 and 2017 are as follows.

	2018		20	17
Annual remuneration	Meeting	Amount	Meeting	Amount
	attendance	(Baht million)	attendance	(Baht million)
1. Anant Kanjanapas	100%	0.91	100%	0.91
2. Sui Hung Kanjanapas	100%	0.91	100%	0.91
3. Shui Pang Kanjanapas	100%	0.91	100%	0.91
4. Burin Wongsanguan	83%	0.78	80%	0.76
5. Prasan Hokchoon	100%	1.09	100%	1.09
6. Supavat Saicheua	100%	1.00	100%	1.00
7. Siriwat Likitnuruk	100%	1.00	100%	1.00
8. Panya Boonyapiwat	100%	0.91	100%	0.91
Total		7.49		7.47

### SENIOR MANAGEMENT'S REMUNERATION

	2019		2018	
	Number of Amount		Number of	Amount
	Persons	(Baht million)	Persons	(Baht million)
Salary and Allowance				
- Executive Directors	3	16.04	3	15.61
- Senior Management	10	14.98	10	17.47
Total	13	31.02	13	33.08

### 2) NON-CASH REMUNERATION

-None

### DIRECTORS' PROFILE

### Anant Kanjanapas Ph.D.

#### Chairman

### **Chief Executive Officer**

Age 78, Mr. Anant Kanjanpas has been the Chief Executive Officer of the Company since 1990. He was appointed Chairman of the Group in 2003. Mr. Kanjanpas was educated in Thailand and Switzerland. He has had wide international experience in real estate, manufacturing, banking and retail sectors. Mr. Kanjanapas previously owned and operated several public and private companies in Asia, Europe and North America over a career span of more than 50 years.

#### % of Shareholding as 20-Jun-2019

24.77

### Working Experience Listed Company

None

### Non-Listed company

Present Chairman Sinpornchai Company Limited

Present Chairman Bangkok Airport Industry Company Limited

Present Chairman Bangkok Land Agency

Present Chairman Impact Exhibition Management Company Limited

Present Chairman Muang Thong Services and Management Company Limited

Present Chairman Muang Thong Building Services Company Limited

### Sui Hung Kanjanapas B.Sc.

### The First Vice Chairman and Executive Director

Age 46, Mr. Sui Hung Kanjanapas is a son of the Chairman. He has been the director of the Company since 2001. He was appointed the First Vice Chairman of the Company in 21 March 2019. Mr. Kanjanapas was educated in Hong Kong and the United Kingdom. He is also a Director of Impact Exhibition Management Company Limited.

### % of Shareholding as 20-Jun-2019

0.08

### **Working Experience**

### **Listed Company**

None

### Non-Listed company

Present Director Sinpornchai Company Limited

Present Director Bangkok Airport Industry Company Limited

Present Director Bangkok Land Agency

Present Director Impact Exhibition Management Company Limited

Present Director Muang Thong Services and Management Company Limited

Present Director Muang Thong Building Services Company Limited

### Shui Pang Kanjanapas B.A.

### The Second Vice Chairman and Executive Director

Age 44, Mr. Sui Pang Kanjanapas is a son of the Chairman. He has been the director of the Company since 2003. He was appointed the Second Vice Chairman of the Company in 21 March 2019. Mr. Kanjanapas was educated in Hong Kong and the United Kingdom. He is also the managing director of Impact Exhibition Management Company Limited.

### % of Shareholding as 20-Jun-2019

0.01

### **Working Experience**

### **Listed Company**

None

### Non-Listed company

Present Director Sinpornchai Company Limited

Present Director Bangkok Airport Industry Company Limited

Present Director Bangkok Land Agency

Present Director Impact Exhibition Management Company Limited

Present Director Muang Thong Services and Management Company Limited

Present Director Muang Thong Building Services Company Limited

### Burin Wongsanguan B.Arch.

### **Non-Executive Director**

Age 83, Mr. Burin Wongsanguan was appointed director of the Company in 1993. He was educated in Thailand and the United States of America. Mr. Wongsanguan has had significant experience in real estate business. He is also a director of his privately owned investment, Muang Thong Seiko Company Limited and Thossapol Land Company Limited.

### % of Shareholding as 20-Jun-2019

None

### **Working Experience**

### **Listed Company**

None

### Non-Listed company

Present Director Bangkok Airport Industry Company Limited

Present Chairman Thai Burin Company Limited

Present Director Muang Thong Company Limited

Present Director Muang Thong Seiko Company Limited

Present Director Thossapol Land Company Limited

Present Director Muang Thong Holding Company Limited

### Prasan Hokchoon B.A.

### **Independent Non-executive Director**

### **Chairman of Audit Committee**

Age 63, Mr. Prasan Hokchoon was appointed director of the Company on 27 January 2016. He was educated in Thailand, certified public accountant and has had significant experience in management and corporate finance. Mr. Prasan is an independent director and the chairman of the audit committee.

### % of Shareholding as 20-Jun-2019

None

**Working Experience** 

**Listed Company** 

None

### Non-Listed company

Present Director L.P. Land and Housing Development Company Limited

### Supavat Saicheua M.A.

### **Independent Non-executive Director**

Age 60, Mr. Supavat Saicheua was appointed director of the Company on 9 August 2010. He was educated in Thailand and the United States of America. Mr. Saicheua has had significant experience in capital markets, securities trading and company research. He is an independent director and a member of the audit committee.

### % of Shareholding as 20-Jun-2019

None

**Working Experience** 

**Listed Company** 

None

Non-Listed company

None

### Siriwat Likitnuruk M.A.

### **Independent Non-executive Director**

Age 66, Mr. Likitnuruk was appointed director of the Company on 19 October 2010. He was educated in Thailand and the United Kingdom. Mr. Likitnuruk has had significant experience in finance, management and banking. He is an independent director and a member of the audit committee.

### % of Shareholding as 20-Jun-2019

None

### **Working Experience**

### **Listed Company**

None

### Non-Listed company

Present Director E. Ester Company Limited

2004-2006 Managing Director Fareast Assets Corporation Company Limited

### Panya Boonyapiwat PhD

### **Independent Non-executive Director**

Age 56, Mr. Boonyapiwat was appointed director of the Company on 19 October 2010. He was educated in Thailand and the United States of America. Mr. Boonyapiwat has had significant experience in information technology and management. He is an independent director.

### % of Shareholding as 20-Jun-2019

None

### **Working Experience**

### **Listed Company**

Present Chairman Dimet (Thailand) Public Company Limited

### Non-Listed company

None

# **RISK FACTORS**

#### Demand risk

Market demand is particular important for Bangkok Land's real estate business. A benefit shortfall may result from lower than projected actual demands, which will in turn cause financial and other distress for the Company. Since the root cause of demand shortfalls is from planning overestimation, the Group adopts a prudent approach in its project development planning which includes detailed consideration of benefit shortfall analysis and close follow-ups on cost overruns.

# Operational risk

Operational risk is the risk of loss resulting from failed internal processes, which includes frauds, workplace safety, product defects, assets damages, system failure, data entry, accounting error and mandatory reporting. The Company's management adopts a proactive approach and closely involved in the day-to-day operation of the business. Internal controls are also in place to detect and safeguard operational risk wherever appropriate.

# Interest rate risk

The Group is exposed to interest rate risk due to the impact of rate changes on interest bearing debts with floating interest rates. The following analysis illustrates the effect on profit per year of a one per cent interest rate change.

Baht millions	Fixed interest rate borrowings	Floating interest rate borrowings	Profit effect of 1% change in interest rate
Long-term Loans	-	3,886	38.86

# Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in raising fund to meet its commitments and operating requirements. Liquidity risk may arise from situations in which the Group cannot find customers or buyers of its products or assets on a timely basis at times of poor market liquidity. The Group takes a conscientious approach when deciding its sources and applications of funds to ensure sufficient liquidity to meet its obligations.

# CONNECTED PARTIES TRANSACTIONS

In the normal course of business, the Group may occasionally need to conduct transactions with related parties.

For the year ended 31 March 2019, the Group disclosed details of transactions with related parties under note 5 of the Notes to Financial Statements. These transactions comprised those between the Company and its fully owned subsidiaries and those between fellow subsidiaries within Bangkok Land Group.

The Audit Committee have reviewed all connected party transactions and confirmed that these transactions were entered into by the Company and its subsidiaries in the normal course of business of the Group, under normal commercial terms, and in the interest of the Group and its shareholders.

The external auditor of the Company has also reviewed all connected party transactions and has the opinion that these transactions were properly and fairly disclosed in the financial statements of the Company for the year ended 31 March 2019.

During the year, the Company did not conduct any connected party transactions which were subject to the procedural and disclosure requirements under the rules of SET.

# INFORMATION OF SUBSIDIARY COMPANIES

	Equity		Principal	Issued
Subsidiaries	Interest	Address	Activities	Capital
Impact Exhibition Management Company Limited	100%	99 Popular Road, Bannmai Pakkred, Nonthaburi 11120 Tel. (02) 980 5500 Fax. (02) 504 4445	Exhibition, convention & hotel	12,952,714,100
Bangkok Airport Industry Company Limited [Note (2)]	100%	47/569-576 Moo 3, 10/F New Geneva Building Popular Road 3, Bannmai Pakkred, Nonthaburi 11120 Tel. (02) 504 4949 Fax. (02) 504 4982	Property development	5,320,000,000
Sinpornchai Company Limited	100%	47/569-576 Moo 3, 10/F New Geneva Building Popular Road 3, Bannmai Pakkred, Nonthaburi 11120 Tel. (02) 504 4949 Fax. (02) 504 4982	Property development	1,180,000,000
Bangkok Land Agency Company Limited	99.3%	47/563-574 Moo 3, 9/F New Geneva Building Popular Road 3, Bannmai Pakkred, Nonthaburi 11120 Tel. (02) 503 5040 Fax. (02) 503 5064	Retail	400,000,000
Muang Thong Services and Management Company Limited	97%	47/567-568, Moo 3, 9/F New Geneva Building Popular Road 3, Bannmai Pakkred, Nonthaburi 11120 Tel. (02) 980 5500 Fax. (02) 503 4784	Infrastructure management	25,000,000
Muang Thong Building Services Company Limited	97%	47/567-568, Moo 3, 9/F New Geneva Building Popular Road 3, Bannmai Pakkred, Nonthaburi 11120 Tel. (02) 980 5500 Fax. (02) 503 4784	Building management	12,500,000
Bangkok Land (Cayman Islands) Limited [incorporated in Cayman Islands]	100%	G/F, Caledonian House Mary Street, P.O. Box 1043 Cayman Islands Tel. (345) 949 0050	Issuer of USD & CHF Bonds	US\$ 10,000
Spooner Limited [incorporated in Hong Kong]	100%	27/F Stelux House 698 Prince Edward Road East San Po King, Hong Kong	Dormant	HK\$ 2
RMI Company Limited	100%	47/569-576 Moo 3, 10/F New Geneva Building Popular Road 3, Bannmai Pakkred, Nonthaburi 11120 Tel. (02) 833 5576	REIT management	10,000,000
Impact Growth Real Estate Investment Trust	50%	47/569-576 Moo 3, 10/F New Geneva Building Popular Road 3, Bannmai Pakkred, Nonthaburi 11120 Tel. (02) 833 4455	Real Estate Investment Trust	15,714,500,000

Notes: (1) Unless otherwise stated, issued capital of all subsidiaries are in Thai Baht.

<sup>(2) 60%</sup> owned by Bangkok Land Public Co. Ltd. & 40% owned by Sinpornchai Ltd.

# REPORT OF DIRECTORS' DUTIES ON FINANCIAL STATEMENTS

The Board of Directors is responsible for the maintenance of proper accounting records and the preparation and fair presentation of the financial statements of Bangkok Land Public Company Limited and its subsidiaries.

The Directors also have responsibility for selecting suitable accounting policies and applying them consistently, and for taking such step as are reasonable open to them to safeguard assets of the Company and prevent and detect fraud and irregularities. In carrying out this duty, the Board entrusts the Audit Committee to undertake responsibility in ensuring credible financial reporting and proper internal control systems are in place.

The financial statements and other financial information, presented in this report, have been prepared in accordance with generally accepted accounting standards applied on a consistence basis and supported by prudent and reasonable judgments and estimates made by management.

The going concern basis is adopted to prepare the financial statements. The Directors have no reason to believe that the group will not be a going concern in the foreseeable future based on forecasts and available assets and cash resources in the Company.

The financial statements have been audited by Karin Audit Company Limited, an independent audit firm, which was given unrestricted access to all financial records and related information, including minutes of meetings of shareholders and the board of directors. A report by the independent auditor is presented as part of this Annual Report for the year ended 31 March 2019.

Anant Kanjanapas

Chairman and Chief Executive

# REPORT OF AUDIT COMMITTEE

Dear Shareholders.

The Audit Committee of Bangkok Land Public Company Limited has three members. On 30 May 2019 as this report is being prepared, the Chairman is Mr. Prasan Hokchoon, and other members are Mr. Supavat Saicheua and Mr. Siriwat Likitnuruk.

The Audit Committee has duties assigned by the Board of Directors. These duties are set by the Directors in accordance with the guidelines recommended by the Stock Exchange of Thailand.

During the year ended 31 March 2019, the Audit Committee has met totally of 4 times. The attendance record of each member is set out below:-

Committee member	Meetings attended/Total
Mr. Prasan Hokchoon	4/4
Mr. Supavat Saicheua	4/4
Mr. Siriwat Likitnuruk	4/4

Major works performed by the Audit Committee are summarized next.

- Review and the accuracy and adequacy of the Company's financial reports. 1)
- 2) Review the Company's internal control system and internal audit system to ensure that they are suitable and efficient. Determine the internal audit unit's independence as well as approve the appointment, transfer, and dismissal of the chief of an internal audit unit or any unit being responsible for the Company's internal audit.
- Review compliance with the Securities and Exchange Acts, regulation of the SET and any other 3) relevant law.
- 4) Consider, select and nominate an independent person as the Company's auditor and to propose such person's remuneration as well as attend a non-management meeting with the auditor at least 1 time per annum. Such meeting in the previous year were totally 4 times.
- Review connected transactions, or transactions that may lead to conflicts of interests as to ensure 5) that the Company complies with all related rules.
- 6) Prepare and disclose in the Company's annual report an audit committee's report which must be signed by the Audit Committee's Chairman and consists of at least the following information:
  - an opinion on the accuracy, completeness and creditability of the Company's financial report; a.
  - an opinion on the adequacy of the Company's internal control system; b.
  - an opinion on the compliance with SEC's and SET's laws and regulation and other laws C. relevant to the Company's business;
  - d. an opinion on the suitability of an auditor;
  - an opinion on transactions that may lead to conflicts of interest; e.

- f. the number of audit committee meetings and the attendance of such meetings by each committee member;
- g. an opinion or overview comment on issues that have arisen as the audit committee performed its duties as defined in the committee's charter; and
- any other matters which should be made available to shareholders and general investors within the scope of duties and responsibilities assigned by the Company's Board of Directors.
- 7) Together with other Board of Directors, members to set up the anti-corruption policy of the Company and its subsidiaries.
- 8) Perform other duties as assigned by the Board of Directors of the Company with the consent of the Audit Committee.

The Audit Committee also has selected, for re-appointment, Karin Audit Company Limited as the Company's external auditor for the year ending 31st March 2020. The proposed audit fee is not exceeding Baht 7,745,000 which is not exceeding Baht 100,000 higher than the previous year. Because of the transaction volume of the Company and some subsidiaries has increase from previous year. Nomination shall be submitted to the Board before seeking the approval of shareholders at the 2019 Annual General Meeting.

The Audit Committee is of the opinion that the Company operates its business with good corporate governance. Based on the review of the Company's operation, the Audit Committee is confident that the Company has employed appropriate internal control as well as risk management procedures and there were no material problems on internal control, financial reporting and regulatory compliance in the year under review.

Prasan Hokchoon

Chairman of Audit Committee

30 May 2019

# BANGKOK PUBLIC COMPANY LIMITED FINANCIAL STATEMENTS March 31, 2019 AND AUDITOR'S REPORT

### **Independent Auditor's Report**

To The Shareholders of Bangkok Land Public Company Limited

#### **Opinion**

I have audited the financial statements of Bangkok Land Public Company Limited and its subsidiaries, which comprise the consolidated and separate statements of financial position as at March 31, 2019, and the related consolidated and separate statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In my opinion, the consolidated and separate financial statements referred to above present fairly, in all material respects, the financial position of Bangkok Land Public Company Limited and its subsidiaries and Bangkok Land Public Company Limited as at March 31, 2019, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

#### **Basis for Opinion**

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements section of my report. I am independent of the Group in accordance with the Code of Ethics for Professional Accountants as issued by the Federation of Accounting Professions as relevant to my audit of the consolidated financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

# **Key Audit Matters**

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

# Valuation of Investments Properties

As discussed in Notes 10 to the financial statements, the Group had investments properties presented in the consolidated and separate statements financial position as at March 31, 2019, at their fair value of Baht 36,225 million and Baht 10,393 million, the fair value of these investments properties based on the value appraised by an independent appraiser the measurement of fair value was based on the assumptions and judgement of both the management and an independent appraiser. I identified the measurement of investment properties to be an area significantly impacting the financial statements.

# **Risk Responses of Auditor**

I gain an understanding of the calculation of fair value of investments properties by making enquiry of responsible executives and gaining an understanding of the operation of controls designed by the Group. I considered the extent and objectives of the assessment of fair value by the independent appraiser and assessed the techniques and models used by the independent appraiser to measure the fair value, as specified in the appraisal report prepared by the appraiser, by comparing them to my knowledge and past experience regarding the valuation of the same or similar assets. I also considered the consistency of the application of such techniques and models, and assessed the competence and in dependence of the independent appraiser by checking publicly available data. In addition, I reviewed the data and key assumptions used in the measurement of fair value by comparing the estimated operating results with the Group's actual operating results to evaluate the judgement of the Group in terms of estimating operating results, and testing the calculation of fair value which was based on the above models and assumptions.

#### **Pending Lawsuits**

As discussed in Notes 29 (d) to the financial statements, the Group had pending lawsuits in the Commercial Court in London, England, in order to the Group to pay the debts and other related debts amounting to USD 34.28 million.

# **Risk Responses of Auditor**

I request the confirmation replies from the Group's lawyers and the Group's lawyers have sent their opinions to me. In addition, I assessed the competence of the Group's lawyers. I also reviewed the disclosure of information in the notes to the financial statements.

#### Other matters

The consolidated financial statements of Bangkok Land Public Company Limited and its subsidiaries and the separate financial statement of Bangkok Land Public Company Limited and at March 31, 2018. The consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended the separate financial statements of the Company, were audited by another auditor who, under his report dated May 30, 2018, expressed an unqualified opinion on those financial statements.

#### Other Information

Management is responsible for the other information. The other information comprise the information included in annual report of the Group, but does not include the financial statements and my auditor's report thereon. The annual report of the Group is expected to be made available to me after the date of this auditor's report.

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon. In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated.

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

# Responsibilities of Management and Those Charged with Governance for the Consolidated and Separate Financial Statements

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

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

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

#### Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

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

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Mr. Jirote Sirirorote.

Mr. Jirote Sirirorote)

Certified Public Accountant (Thailand)

Registration No. 5113

Karin Audit Company Limited

Bangkok, Thailand

May 30, 2019

# STATEMENTS OF FINANCIAL POSITION

AS AT MARCH 31, 2019

					(Unit: Baht)
		Consolida	nted	Separat	te
		financial stat	ements	financial stat	ements
	Notes	2019	2018	2019	2018
ASSETS					
Current assets					
Cash and cash equivalents		4,389,566,261	3,739,384,563	2,273,649,955	2,391,613,978
Current investments	6	1,236,910,442	2,400,870,146	72,410,620	570,624,416
Trade and other current receivables, net	7	842,880,160	3,845,224,908	3,983,688,956	6,836,313,755
Inventories	8	4,091,995,220	2,910,008,733	4,039,144,243	2,880,155,588
Short-term loans to related parties, net	5.4	-	-	3,529,369,290	2,937,462,916
Current tax assets		2,720,149	22,614,859	-	-
Other current assets		95,665,184	84,127,532	25,116,578	25,169,377
Total current assets		10,659,737,416	13,002,230,741	13,923,379,642	15,641,340,030
Non-current assets					
Investments in subsidiaries	9	-	-	11,255,486,908	11,255,486,908
Investment property	10	36,224,591,987	33,479,632,967	10,392,963,940	9,841,119,070
Property, plant and equipment, net	11	15,405,098,102	14,869,213,616	109,853,710	46,195,350
Deferred tax assets	16	353,454,318	354,004,786	-	-
Other non-current assets	12	1,594,228,290	3,969,885,400	1,444,411,033	3,790,001,647
Total non-current assets		53,577,372,697	52,672,736,769	23,202,715,591	24,932,802,975
TOTAL ASSETS		64,237,110,113	65,674,967,510	37,126,095,233	40,574,143,005

# STATEMENTS OF FINANCIAL POSITION (CONT.)

AS AT MARCH 31, 2019

					(Unit: Baht)
		Consolida	nted	Separa	te
		financial stat	ements	financial stat	ements
	Notes	2019	2018	2019	2018
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current liabilities					
Trade and other current payables	13	1,483,863,616	1,674,694,376	880,967,115	929,814,003
Current portion of long-term liabilities	5.6,15	2,004,750,000	4,750,000	10,850,000,000	12,250,000,000
Current income tax payable		196,165,660	253,964,033	174,092,845	239,683,703
Other current liabilities	14	353,304,137	324,924,734	123,090,512	124,118,648
Total current liabilities		4,038,083,413	2,258,333,143	12,028,150,472	13,543,616,354
Non-current liabilities					
Long-term loans	15	1,881,208,333	3,885,958,333	-	-
Deferred tax liabilities	16	3,341,279,212	2,983,164,691	471,984,766	323,762,629
Non-current provisions for employee benefit	17	60,944,856	50,686,266	-	-
Total non-current liabilities		5,283,432,401	6,919,809,290	471,984,766	323,762,629
Total liabilities		9,321,515,814	9,178,142,433	12,500,135,238	13,867,378,983
Shareholders' equity					
Share capital					
Authorized share capital					
27,517,826,754 common shares of Baht 1 par value		27,517,826,754		27,517,826,754	-
29,584,073,225 common shares of Baht 1 par value			29,584,073,225	-	29,584,073,225
Issued and fully paid - up share		_		=	
18,596,569,754 common shares of Baht 1 par value		18,596,569,754	-	18,596,569,754	-
18,596,218,240 common shares of Baht 1 par value		-	18,596,218,240	-	18,596,218,240
Treasury stock	19	(2,328,244,609)	-	(2,328,244,609)	-
Share subscription	18	-	331,566	-	331,566
Premium on share capital		1,995,515,325	1,995,163,811	1,995,515,325	1,995,163,811
Retained earnings					
- Appropriated for legal reserve		805,527,239	714,993,327	805,527,239	714,993,327
- Appropriated for treasury stock reserve		2,328,244,609	-	2,328,244,609	-
- Unappropriated		10,946,490,663	13,113,057,319	3,228,347,677	5,400,057,078
Other components of shareholders' equity		14,477,947,401	14,019,781,372		-
Total shareholders' equity of the Company		46,822,050,382	48,439,545,635	24,625,959,995	26,706,764,022
Non-controlling interests		8,093,543,917	8,057,279,442		-
Total shareholders' equity		54,915,594,299	56,496,825,077	24,625,959,995	26,706,764,022
TOTAL LIABILITIES AND					
SHAREHOLDERS' EQUITY		64,237,110,113	65,674,967,510	37,126,095,233	40,574,143,005

The accompanying notes are an integral part of these financial statements.

# STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED MARCH 31, 2019

Revenues from sales         3.343,278,657         5.354,091,527         2.335,018,181           Revenues from rental and service         5.1         3.485,238,682         3.119,555,164         100,585,332           Total revenues         6.828,607,339         8.473,646,691         2.435,671,435           Costs of sales         (2,098,633,09)         4.461,746,600         (2,025,743,264)           Costs of rental and services         (914,433,188)         (975,559,997)         (143,719,608)           Total costs         (3,823,086,227)         (5,589,306,087)         (2,109,463,323)           Gross profit         3,005,521,112         2,884,340,604         266,173,913           Gain on exchange rate, net         1,036,213         1,278,447,489         613,079,719           Obividend income         5.1         1,953,799,113         1,278,447,489         613,079,719           Other revenues         22         183,659,159         387,512,562         1,452,042,595           Folit before expenses         5.1         (1,68,059,925)         (1,793,437,664)         (637,418,589)           Management benefit         25         (106,171,176)         (1,793,437,664)         (637,418,589)           Finance costs         (1,506,693,771)         (2,081,204,30)         (637,418,589)	2018  4,426,085,003 93,843,157 4,519,928,160 (3,932,918,449) (64,251,481) (3,997,169,930) 522,758,230 - 610,040,000 357,861,430 1,539,602,930 3,030,262,590 (608,855) (615,489,356) (33,080,088)
Revenues from sales         3.343,278,657         5.354,091,527         2.335,051,813           Revenues from ental and service         5.1         3.485,236,822         3,119,555,164         100,885,332           Total revenues         6,828,607,339         8,473,646,601         2,435,637,145           Costs of sales         (2,908,653,039)         (4,613,746,090)         (22,673,264)           Costs of rental and services         (914,433,188)         (975,599)         (143,719,968)           Total costs         (3,823,086,227)         (5,589,306,087)         (21,69,463,232)           Gois of rental and services         (3,823,086,227)         (5,589,306,087)         (21,69,463,232)           Gross profit         3,005,521,112         2,884,340,604         266,173,913           Gain on exchange rate, net         1,036,213         2,824,340,604         266,173,913           Ober revenues         5.1         -         -         500,000,000           Gain on revaluation of investment property         1,953,799,113         1,278,447,489         6133,107,971           Ober revenues         2,144,015,597         4,550,300,655         2,831,404,258           Selling expenses         5.1         (1,686,059,252)         (1,793,437,064)         (637,418,589)           Management benefit	2018  4,426,085,003 93,843,157  4,519,928,160 (3,932,918,449) (64,251,481) (3,997,169,930) 522,758,230 - 610,040,000 357,861,430 1,539,602,930 3,030,262,590 (608,855) (615,489,356)
Revenues from sales         3,343,278,657         5,354,091,527         2,335,051,813           Revenues from rental and service         5.1         3,485,328,682         3,119,555,164         100,585,332           Total revenues         6,528,607,339         8,473,646,691         2,435,637,145           Costs of sales         (2,908,653,039)         (4,613,746,090)         (2,025,743,264)           Costs of rental and services         (914,433,188)         (975,559,997)         (143,719,688)           Total costs         (3,823,086,227)         (5,589,306,087)         (2,169,433,232)           Goin on exchange rate, net         1,036,211         2,884,340,604         266,173,913           Gain on exchange rate, net         1,036,213         -         169,779           Other revenues         22         183,699,159         387,512,562         1452,042,595           Profit before expenses         5,144,015,597         4,500,306,655         2,831,494,288           Selling expenses         (20,493,414)         (19,769,660)         (22,775,792)           Administrative expenses         1,168,699,925         (1,793,437,064)         (637,418,589)           Management benefit         25         (10,615,1296)         (114,089,379)         (31,022,925)           Finance costs         (1,	4,426,085,003 93,843,157 4,519,928,160 (3,932,918,449) (64,251,481) (3,997,169,930) 522,758,230 - 610,040,000 357,861,430 1,539,602,930 3,030,262,590 (608,855) (615,489,356)
Revenues from rental and service	93,843,157 4,519,928,160 (3,932,918,449) (64,251,481) (3,997,169,930) 522,758,230 610,040,000 357,861,430 1,539,602,930 3,030,262,590 (608,855) (615,489,356)
Second serior rental and service   5.1   3.485,328,682   3.119,555,164   100,585,332     Total revenues   6.826,607,339   8.473,646,691   2.435,637,145     Costs of sales   (2.908,653,039)   (4.61,746,000)   (2.025,743,264)     Costs of rental and services   (914,433,188)   (975,559,997)   (143,719,968)     Total costs   (3.823,086,227)   (5.589,306,087)   (2.169,463,232)     Cross profit   (3.05,521,112   2.884,340,604   266,173,913     Gain on exchange rate, net   1.036,213   - 500,000,000     Gain on exchange rate net   1.953,799,113   1.278,447,489   613,107,971     Dividend income   5.1   1.953,799,113   1.278,447,489   613,107,971     Other revenues   22   183,669,159   387,512,562   1.452,042,595     Profit before expenses   5.14,015,597   4.550,300,655   2.831,494,258     Selling expenses   (2.0493,414)   (19,769,660)   (2.275,792)     Administrative expenses   5.1   (1.686,059,925)   (1.793,437,064)   (637,418,589)     Management benefit   25   (106,151,296)   (114,089,379)   (31,022,925)     Finance costs   (1.94,271,136)   (153,924,327)   (1.995,890)     Total expenses   (1.966,975,771)   (2.081,220,430)   (672,713,196)     Profit before income tax expense   24   (702,405,327)   (636,411,094)   (348,102,815)     Profit for the year   (2.474,634,499)   1.832,669,131   1.810,678,247     Components of other comprehensive income that will not be reclassified to profit or loss subsequentily     Currency translation differences   202,030   (206,113)   (367,2713,196)     Components of other comprehensive income that will not be reclassified to profit or loss subsequentily     Currency translation differences   202,030   (206,113)   (367,2713,196)     Components of other comprehensive income that will not be reclassified to profit or loss subsequentily	93,843,157 4,519,928,160 (3,932,918,449) (64,251,481) (3,997,169,930) 522,758,230 610,040,000 357,861,430 1,539,602,930 3,030,262,590 (608,855) (615,489,356)
Total revenues         6.828,607,339         8.473,646,691         2.435,637,145           Costs of sales         (2,908,653,039)         (4,613,746,090)         (2,025,743,264)           Costs of rental and services         (914,433,188)         (975,559,997)         (143,719,088)           Total costs         (3,823,086,227)         (5,589,306,087)         (2,169,463,232)           Gross profit         3,005,521,112         2,884,340,604         266,173,913           Gain on exchange rate, net         1,036,213         -         500,000,000           Gain on revaluation of investment property         1,953,799,113         1,278,447,489         613,0797           Other revenues         22         183,659,159         387,512,562         1,452,042,505           Profit before expenses         5,144,015,597         4,550,300,655         2,831,494,258           Selling expenses         6,04,93,414         (19,769,660)         (2,275,792)           Administrative expenses         5,1         (1,686,059,252)         (17,93,437,064)         (637,418,589)           Management benefit         25         (106,151,296)         (114,089,379)         (31,022,925)           Friance costs         (1,966,975,771)         (2,081,220,430)         (672,713,196)           Profit before income tax expenses<	4,519,928,160 (3,932,918,449) (64,251,481) (3,997,169,930) 522,758,230 610,040,000 357,861,430 1,539,602,930 3,030,262,590 (608,855) (615,489,356)
Costs of sales         C,908,653,039         (4,613,746,090)         (2,025,743,264)           Costs of rental and services         (914,433,188)         (975,559,997)         (143,719,968)           Total costs         (3,823,086,227)         (5,589,306,087)         (2,169,463,232)           Gross profit         3,005,521,112         2,884,340,604         266,173,913           Gain on exchange rate, net         1,036,213         -         169,779           Dividend income         5.1         -         -         500,000,000           Gain on revaluation of investment property         1,953,799,113         1,278,447,489         613,107,971           Other revenues         22         183,659,159         387,512,562         1,452,042,595           Profit before expenses         5,144,015,597         4,550,300,655         2,831,494,258           Selling expenses         5,144,015,597         4,550,300,655         2,831,494,258           Selling expenses         5,1         1,686,059,225         1,179,3437,064         (637,418,589)           Management benefit         25         (106,151,296)         (114,089,379)         (3,022,925)           Finance costs         1,154,271,316         (153,924,254)         (37,739,826)         2,469,080,225         2,158,781,062	(3,932,918,449) (64,251,481) (3,997,169,930) 522,758,230 - 610,040,000 357,861,430 1,539,602,930 (608,855) (615,489,356)
Costs of rental and services         (914,433,188)         (975,559,997)         (143,719,08)           Total costs         (3,823,086,227)         (5,589,306,087)         (2,169,463,232)           Gross profit         3,005,521,112         2,884,340,604         266,173,913           Gain on exchange rate, net         1,036,213         -         160,779           Dividend income         5.1         -         -         500,000,000           Gain on revaluation of investment property         1,953,799,113         1,278,447,489         613,107,971           Other revenues         22         183,659,159         387,512,562         1,452,042,595           Profit before expenses         5,144,015,597         4,550,300,655         2,831,494,258           Selling expenses         5,144,015,597         4,550,300,655         2,831,494,258           Selling expenses         5,144,015,597         4,550,300,655         2,831,494,258           Selling expenses         5,1         (1,686,059,252)         (117,93,437,064)         (637,418,589)           Management benefit         25         (106,151,296)         (114,089,379)         (31,022,925)           Finance costs         (15,924,242)         (15,924,327)         (1,995,800)           Profit before income tax expenses         24	(64,251,481) (3,997,169,930) 522,758,230 - 610,040,000 357,861,430 1,539,602,930 3,030,262,590 (608,855) (615,489,356)
Total costs         (3,823,086,227)         (5,589,306,087)         (2,169,463,232)           Gross profit         3,005,521,112         2,884,340,604         266,173,913           Gain on exchange rate, net         1,036,213         -         169,779           Dividend income         5.1         -         -         500,000,000           Gain on revaluation of investment property         1,953,799,113         1,278,447,489         613,107,971           Other revenues         22         183,659,159         387,512,562         1,452,042,595           Profit before expenses         5,144,015,597         4,550,300,655         2,831,494,258           Selling expenses         5,14 (1,686,059,925)         (1,793,437,064)         (637,418,589)           Management benefit         25         (106,151,296)         (114,089,379)         (31,022,925)           Finance costs         (154,271,136)         (153,924,327)         (1,995,890)           Total expenses         (154,271,136)         (153,924,327)         (1,995,890)           Profit before income tax expense         3,177,039,826         2,469,080,225         2,158,781,062           Income tax expenses         24         (702,405,327)         (636,411,094)         (348,102,815)           Profit for the year         2,374,6	(3,997,169,930) 522,758,230 
Gross profit         3,005,521,112         2,884,340,604         266,173,91           Gain on exchange rate, net         1,036,213         -         169,779           Dividend income         5.1         -         -         500,000,000           Gain on revaluation of investment property         1,953,799,113         1,278,447,489         613,107,971           Other revenues         22         183,659,159         387,512,562         1,452,042,595           Profit before expenses         5,144,015,597         4,550,300,655         2,831,494,258           Selling expenses         (20,493,414)         (1976,9600)         (2,275,792)           Administrative expenses         5.1         (1,686,059,925)         (1,793,437,064)         (637,418,589)           Management benefit         25         (106,151,296)         (114,089,379)         (31,022,925)           Finance costs         (154,271,316)         (153,924,327)         (1,995,890)           Total expenses         (1,966,975,771)         (2,081,220,430)         (672,713,196)           Profit before income tax expenses         24         (702,405,327)         (636,411,094)         (348,102,815)           Profit for the year         2,474,634,499         1,832,669,131         1,810,678,247           Component	522,758,230 - 610,040,000 357,861,430 1,539,602,930 3,030,262,590 (608,855) (615,489,356)
Gain on exchange rate, net         1,036,213         -         169,779           Dividend income         5.1         -         -         500,000,000           Gain on revaluation of investment property         1,953,799,113         1,278,447,489         613,107,971           Other revenues         22         183,659,159         387,512,562         1,452,042,595           Profit before expenses         5,144,015,597         4,550,300,655         2,831,494,258           Selling expenses         5.1         (1,686,059,925)         (1,793,437,064)         (637,418,589)           Administrative expenses         5.1         (1,686,059,925)         (114,089,379)         31,022,925           Finance costs         (154,271,136)         (153,224,327)         (1,995,890)           Total expenses         (1,966,975,771)         (2,081,220,430)         (672,713,196)           Profit before income tax expenses         24         (702,405,327)         (636,411,094)         (348,102,815)           Profit for the year         2,474,634,499         1,832,669,131         1,810,678,247           Components of other comprehensive income           that will be reclassified to profit or loss subsequently           Currency translation differences         202,030         (206,113)         -	610,040,000 357,861,430 1,539,602,930 3,030,262,590 (608,855) (615,489,356)
Dividend income   S.1   Components of their comprehensive income (expense)   S.1   Components of other comprehensive income (expense)   S.1   Components of other comprehensive income (expense)   S.1   S	357,861,430 1,539,602,930 3,030,262,590 (608,855) (615,489,356)
Gain on revaluation of investment property         1,953,799,113         1,278,447,489         613,107,971           Other revenues         22         183,659,159         387,512,562         1,452,042,595           Profit before expenses         5,144,015,597         4,550,300,655         2,831,494,258           Selling expenses         (20,493,414)         (19,769,6660)         (2,275,792)           Administrative expenses         5.1         (1,686,059,925)         (1,793,437,064)         (637,418,589)           Management benefit         25         (106,151,296)         (114,089,379)         (31,022,925)           Finance costs         (154,271,136)         (153,924,327)         (1,995,890)           Total expenses         (1,966,975,771)         (2,081,220,430)         (672,713,196)           Profit before income tax expense         3,177,039,826         2,469,080,225         2,158,781,062           Income tax expenses         24         (702,405,327)         (636,411,094)         (348,102,815)           Profit for the year         2,474,634,499         1,832,669,131         1,810,678,247           Components of other comprehensive income           that will not be reclassified to profit or loss subsequently           Components of other comprehensive income         202,030         (20	357,861,430 1,539,602,930 3,030,262,590 (608,855) (615,489,356)
Other revenues         22         183,659,159         387,512,562         1,452,042,595           Profit before expenses         5,144,015,597         4,550,300,655         2,831,494,258           Selling expenses         (20,493,414)         (19,769,660)         (2,275,792)           Administrative expenses         5.1         (1,686,059,925)         (1,793,437,064)         (637,418,589)           Management benefit         25         (106,151,296)         (114,089,379)         (31,022,925)           Finance costs         (154,271,136)         (153,924,327)         (1,995,890)           Total expenses         (1,966,975,771)         (2,081,220,430)         (672,713,196)           Profit before income tax expenses         24         (702,405,327)         (636,411,094)         (348,102,815)           Profit for the year         2,474,634,499         1,832,669,131         1,810,678,247           Components of other comprehensive income           that will be reclassified to profit or loss subsequently           Currency translation differences         202,030         (206,113)         -           Components of other comprehensive income         4         1,6,093,575         -         -           Components of other comprehensive income         2         2,0,000         1,0,	1,539,602,930 3,030,262,590 (608,855) (615,489,356)
Profit before expenses         5,144,015,597         4,550,300,655         2,831,494,258           Selling expenses         (20,493,414)         (19,769,660)         (2,275,792)           Administrative expenses         5.1         (1,686,059,925)         (1,793,437,064)         (637,418,589)           Management benefit         25         (106,151,296)         (114,089,379)         (31,022,925)           Finance costs         (154,271,136)         (153,924,327)         (1,995,890)           Total expenses         (1,966,975,771)         (2,081,220,430)         (672,713,196)           Profit before income tax expense         3,177,039,826         2,469,080,225         2,158,781,062           Income tax expenses         24         (702,405,327)         (636,411,094)         (348,102,815)           Profit for the year         2,474,634,499         1,832,669,131         1,810,678,247           Other comprehensive income (expense)           Components of other comprehensive income           that will not be reclassified to profit or loss subsequently           Gains on remeasusurement of diffined benefit plans         -         16,093,575         -	3,030,262,590 (608,855) (615,489,356)
Administrative expenses  5.1 (1,686,059,925) (1,793,437,064) (637,418,589)  Management benefit 25 (106,151,296) (114,089,379) (31,022,925)  Finance costs (154,271,136) (153,924,327) (1,995,890)  Total expenses (1,966,975,771) (2,081,220,430) (672,713,196)  Profit before income tax expense (1,966,975,771) (2,081,220,430) (672,713,196)  Income tax expenses 24 (702,405,327) (636,411,094) (348,102,815)  Profit for the year 2,474,634,499 1,832,669,131 1,810,678,247  Other comprehensive income (expense)  Components of other comprehensive income that will be reclassified to profit or loss subsequently  Currency translation differences 202,030 (206,113) -  Components of other comprehensive income that will not be reclassified to profit or loss subsequently  Gains on remeasurement of difined benefit plans - 16,093,575 -	(615,489,356)
Management benefit         25         (106,151,296)         (114,089,379)         (31,022,925)           Finance costs         (154,271,136)         (153,924,327)         (1,995,890)           Total expenses         (1,966,975,771)         (2,081,220,430)         (672,713,196)           Profit before income tax expense         3,177,039,826         2,469,080,225         2,158,781,062           Income tax expenses         24         (702,405,327)         (636,411,094)         (348,102,815)           Profit for the year         2,474,634,499         1,832,669,131         1,810,678,247           Other comprehensive income (expense)           Components of other comprehensive income           that will be reclassified to profit or loss subsequently           Components of other comprehensive income         202,030         (206,113)         -           Components of other comprehensive income           that will not be reclassified to profit or loss subsequently           Gains on remeasurement of difined benefit plans         -         16,093,575         -	
Management benefit         25         (106,151,296)         (114,089,379)         (31,022,925)           Finance costs         (154,271,136)         (153,924,327)         (1,995,890)           Total expenses         (1,966,975,771)         (2,081,220,430)         (672,713,196)           Profit before income tax expense         3,177,039,826         2,469,080,225         2,158,781,062           Income tax expenses         24         (702,405,327)         (636,411,094)         (348,102,815)           Profit for the year         2,474,634,499         1,832,669,131         1,810,678,247           Other comprehensive income (expense)           Currency translation differences         202,030         (206,113)         -           Components of other comprehensive income           that will not be reclassified to profit or loss subsequently           Gains on remeausurement of difined benefit plans         -         16,093,575         -	
Total expenses	
Profit before income tax expense         3,177,039,826         2,469,080,225         2,158,781,062           Income tax expenses         24         (702,405,327)         (636,411,094)         (348,102,815)           Profit for the year         2,474,634,499         1,832,669,131         1,810,678,247           Other comprehensive income (expense)           Components of other comprehensive income that will be reclassified to profit or loss subsequentily           Currency translation differences         202,030         (206,113)         -           Components of other comprehensive income that will not be reclassified to profit or loss subsequently         -         16,093,575         -	
Income tax expenses   24   (702,405,327)   (636,411,094)   (348,102,815)	(649,178,299)
Profit for the year 2,474,634,499 1,832,669,131 1,810,678,247  Other comprehensive income (expense)  Components of other comprehensive income that will be reclassified to profit or loss subsequentily  Currency translation differences 202,030 (206,113) -  Components of other comprehensive income that will not be reclassified to profit or loss subsequently  Gains on remeausurement of difined benefit plans - 16,093,575 -	2,381,084,291
Other comprehensive income (expense)  Components of other comprehensive income  that will be reclassified to profit or loss subsequentily  Currency translation differences 202,030 (206,113) -  Components of other comprehensive income  that will not be reclassified to profit or loss subsequently  Gains on remeasurement of difined benefit plans - 16,093,575 -	(348,620,488)
Other comprehensive income (expense)  Components of other comprehensive income  that will be reclassified to profit or loss subsequentily  Currency translation differences 202,030 (206,113) -  Components of other comprehensive income  that will not be reclassified to profit or loss subsequently  Gains on remeasurement of difined benefit plans - 16,093,575 -	2,032,463,803
	-
B 1 2 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4	-
Depreciation on surplus on revaluation of assets (81,544,973) (79,239,759)	-
Gains on revaluation of asset 539,508,972 284,701,542 -	
Other comprehensive expense for the periods - net of tax         458,166,029         221,349,245         -	
Total comprehensive income for the year         2,932,800,528         2,054,018,376         1,810,678,247	2,032,463,803
Profit attributable to:	
Owners of the parent 1,815,820,992 1,230,912,715 1,810,678,247	2,032,463,803
Non-controlling interests 658,813,507 601,756,416 -	2,032,403,803
2,474,634,499 1,832,669,131 1,810,678,247	2,032,463,803
2,777,027,777 1,022,007,131 1,010,010,247	2,032,403,003
Total comprehensive income for the periods	
attributable to:	
Owners of the parent 2,273,987,021 1,452,261,960 1,810,678,247	2,032,463,803
Non-controlling interests 658,813,507 601,756,416 -	
2,932,800,528 2,054,018,376 1,810,678,247	2,032,463,803
Earnings per share	<u></u>
Basic earnings per share (Baht)         27         0.098         0.066         0.097	0.109
(2019 : 18,597 million shares)	0.109

The accompanying notes are an integral part of these financial statements.

(2018: 18,596 million shares)

BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY FOR THE YEAR ENDED MARCH 31, 2019

																	(Unit: Baht)
									Consoli	Consolidated financial statements	ıts						
							Retained earnings				Other components c	Other components of shareholders' equity					
												Net book value of		Total other	Total equity		
		Issued and				Appropriated	Appropriated Appropriated for		Currency	Gains (losses) on	Surplus on	subsidiaries exceed	Change in	components of	attributable to		
		paid-up		Share	Premium on	for legal	treasury share		translation	remeasurements of	revaluation of	investment as of	shareholding in	shareholders'	owner's of the	Non-controlling	
	Notes	share capital	Treasury stock	subscription	share capital	reserve	reserve	Unappropriated	differences	defined benefit plans	assets	purchasing date	subsidiaries	equity	parent	interests	Total
Balance as at April 1, 2017		20,662,464,711	20,662,464,711 (3,837,567,087)		1,995,163,811	613,370,137		15,146,418,842	1,116,011	,	10,970,662,856	28,184,195	2,814,562,640	13,814,525,702	48,394,376,116	8,011,363,834	56,405,739,950
Share subscription		•		331,566		•	•	•	•	•		•		•	331,566	•	331,566
Currency translation differences			•	•			•	•	(206,113)	1	•	•		(206,113)	(206,113)	•	(206,113)
Reduction of paid-up share capital by writing off treasury shares	19	(2,066,246,471)	3,837,567,087	•	•	•		(1,771,320,616)		•	•	•		•			
Dividends payment	20			•				(1,486,663,766)	•	•		•			(1,486,663,766)	(555,840,808)	(2,042,504,574)
Depreciation on surplus on revaluation of assets				•				79,239,759	•	•	(79,239,759)	•		(79,239,759)			
Gains on revaluation of asset	Ξ										284,701,542			284,701,542	284,701,542		284,701,542
Transferred to retained earnings								16,093,575		(16,093,575)		•		(16,093,575)			
Appropriated for legal reserve	21					101,623,190		(101,623,190)		•		•					
Comprehensive income for the year					•	•		1,230,912,715		16,093,575		'		16,093,575	1,247,006,290	601,756,416	1,848,762,706
Balance as at March 31, 2018		18,596,218,240		331,566	1,995,163,811	714,993,327		13,113,057,319	868'606	1	11,176,124,639	28,184,195	28,184,195 2,814,562,640	14,019,781,372	48,439,545,635	8,057,279,442	56,496,825,077
Share capital increase		351,514		(331,566)	351,514	•	•		•	1	•	•	•		371,462		371,462
Currency translation differences		'	•	•	•	,	•	•	202,030	•	•	•	•	202,030	202,030	•	202,030
Dividends payment	20	'	•	•	•	,	•	(1,563,609,127)	•	•	•	•	•	•	(1,563,609,127)	(622,549,032)	(2,186,158,159)
Depreciation on surplus on revaluation of assets		'	•	•	•	,	•	•	•	•	(81,544,973)	•	•	(81,544,973)	(81,544,973)	•	(81,544,973)
Gains on revaluation of asset	11	'	•	•	•	,	•	•	•	•	539,508,972	•	•	539,508,972	539,508,972	•	539,508,972
Treasury stock	19		(2,328,244,609)	•	•	•	•		•	•	•	•	•		(2,328,244,609)	•	(2,328,244,609)
Reversal of appropriated retained earnings for treasury shares		'		•	•	•	2,328,244,609	(2,328,244,609)		•		•	•	•		•	•
Appropriated for legal reserve	21			•	•	90,533,912	•	(90,533,912)	•	•	•	•	•			•	
Comprehensive income for the year		'	'	'				1,815,820,992		'	'		•		1,815,820,992	658,813,507	2,474,634,499
Balance as at March 31, 2019		18,596,569,754	(2,328,244,609)		1,995,515,325	805,527,239	2,328,244,609	10,946,490,663	1,111,928	1	11,634,088,638	28,184,195	2,814,562,640	14,477,947,401	46,822,050,382	8,093,543,917	54,915,594,299

The accompanying notes are an integral part of these financial statements.

BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED MARCH 31, 2019

					Separate financial statements	ıl statements			
							Retained earnings		
							Appropriated for		
		Issued and paid-up		Share	Premium on share	Appropriated for	treasury share		
	Notes	share capital	Treasury stock	subscription	capital	legal reserve	reserve	Unappropriated	Total
Balance as at April 1, 2017		20,662,464,711	(3,837,567,087)	1	1,995,163,811	613,370,137	1	6,725,792,447	26,159,224,019
Share subscription		•	1	331,566	•	•		•	331,566
Reduction of paid-up share capital by writing off treasury shares	19	(2,066,246,471)	3,837,567,087	•	•	•		(1,771,320,616)	•
Dividends payment	20	•	1	•	•	•		(1,485,255,366)	(1,485,255,366)
Appropriated for legal reserve	21	•	1	•	•	101,623,190		(101,623,190)	•
Comprehensive income for the year		•	1	•	•	•	1	2,032,463,803	2,032,463,803
Balance as at March 31, 2018		18,596,218,240	1	331,566	1,995,163,811	714,993,327		5,400,057,078	26,706,764,022
Share capital increase		351,514	1	(331,566)	351,514				371,462
Treasury stock	19	1	(2,328,244,609)						(2,328,244,609)
Dividends payment	20	1	1	•	•	•	•	(1,563,609,127)	(1,563,609,127)
Reversal of appropriated retained earnings for treasury shares		•	1	•	•	•	2,328,244,609	(2,328,244,609)	
Appropriated for legal reserve	21	1	1	•	•	90,533,912	•	(90,533,912)	,
Comprehensive income for the year		1	1					1,810,678,247	1,810,678,247
Balance as at March 31, 2019		18,596,569,754	(2,328,244,609)		1,995,515,325	805,527,239	2.328.244.609	3,228,347,677	24,625,959,995

The accompanying notes are an integral part of these financial statements.

# STATEMENTS OF CASH FLOWS

# FOR THE YEAR ENDED MARCH 31, 2019

CASH FLOWS FROM OPERATING ACTIVITIES	78,256,827) 94,219,479) 624,869,846 19,858,000) 783,454,541
CASH FLOWS FROM OPERATING ACTIVITIES           Profit before income tax expense         3,177,039,826         2,469,080,225         2,158,781,062         2           Net adjustments to reconcile profit (loss) before income tax expense         2019         2018         2019         2018	- 78,256,827) 94,219,479) 624,869,846 19,858,000) 783,454,541
CASH FLOWS FROM OPERATING ACTIVITIES  Profit before income tax expense 3,177,039,826 2,469,080,225 2,158,781,062 2  Net adjustments to reconcile profit (loss) before income tax expense	78,256,827) 94,219,479) 624,869,846 19,858,000) 783,454,541
Profit before income tax expense 3,177,039,826 2,469,080,225 2,158,781,062 2  Net adjustments to reconcile profit (loss) before income tax expense	- 78,256,827) 94,219,479) 624,869,846 (19,858,000) 783,454,541
Profit before income tax expense 3,177,039,826 2,469,080,225 2,158,781,062 2  Net adjustments to reconcile profit (loss) before income tax expense	- 78,256,827) 94,219,479) 624,869,846 (19,858,000) 783,454,541
Net adjustments to reconcile profit (loss) before income tax expense	- 78,256,827) 94,219,479) 624,869,846 (19,858,000) 783,454,541
	94,219,479) 624,869,846 (19,858,000) 783,454,541
to cash provided by (used iii) operating activities.	94,219,479) 624,869,846 (19,858,000) 783,454,541
Interest expense 154,271,136 153,924,327 -	94,219,479) 624,869,846 (19,858,000) 783,454,541
•	94,219,479) 624,869,846 (19,858,000) 783,454,541
	624,869,846 (19,858,000) (783,454,541
	(19,858,000) 783,454,541
	783,454,541
• •	37,401,305)
	18,950,214)
	134,940,916
Provisions for employee benefit 14,627,571 11,899,756 -	-
Loss on write off of fixed assets 3,931,217 35,322,164 -	-
	57,861,430)
Reverse allowance for doubtful account (12,425,939) (16,040,463) -	-
	40,000,000)
Total adjusments to reconcile profit before income tax	
	677,802,339
Net cash provided by (used in) operating activities	
	10,040,000)
•	(87,946,571)
Cash paid for employee benefits (4,368,981) (3,580,890) -	
Net cash provided by operating activities         5,775,770,618         3,588,993,803         3,435,570,398         1	979,815,768
CASH FLOWS FROM INVESTING ACTIVITIES	
Interest income received 20,122,694 14,529,417 9,196,098	5,853,652
(Increase) decrease in current investments 1,163,959,704 105,661,248 498,213,796 (-	07,583,555)
Proceeds from dividend income 500,000,000	610,040,000
Increase in short-term loans and receivable to related parties (651,906,374)	(89,835,983)
Proceeds from sale of assets 2,833,961	-
Cash paid to purchase investment in subsidiary	(78,600,000)
	42,677,359)
	475,731,250
	(46,169,223)
	73,241,218)
(452,550,470) (640,101,131) 351,541,653 (	73,241,210)
CASH FLOWS FROM FINANCING ACTIVITIES	
Interest expense (154,271,136) (158,674,327) -	-
Proceeds from short-term loans related parties	888,393
Cash paid for treasury stock (2,328,244,609) - (2,328,244,609)	_
Proceeds from capital increase 371,462 331,566 371,462	331,566
Repayment of long-term loan (4,750,000)	_
Dividend payment of subsidiaries (622,549,032) (555,840,808) -	-
	85,255,366)
	84,035,407)
Net decrease in cash and cash equivalents 650,181,698 541,978,737 (117,964,023)	222,539,143
	169,074,835
	391,613,978

The accompanying notes are an integral part of these financial statements.

# STATEMENTS OF CASH FLOWS (CONT.)

# FOR THE YEAR ENDED MARCH 31, 2019

				(Unit: Baht)
	Consolida	ited	Separa	ite
	financial state	ements	financial sta	tements
	2019	2018	2019	2018
Supplemental Disclosures of Cash Flows Information:				
1. Cash and cash equivalents comprised of:				
Cash on hand	25,634,994	28,580,079	1,829,057	2,963,996
Undeposited cheques	11,994,639	590,423	3,088,756	-
Saving accounts	4,196,326,030	3,630,851,879	2,209,079,061	2,332,242,151
Current account	153,192,187	76,962,208	58,157,580	54,924,116
Fixed deposits	2,418,411	2,399,974	1,495,501	1,483,715
Total	4,389,566,261	3,739,384,563	2,273,649,955	2,391,613,978
2. Non-cash transactions				
2.1 Transfer property, plants and equipment to investment property	-	7,768,033	-	-
2.2 Transfer real estate development cost to investment property	-	172,763,013	-	-
2.3 Transfer real estate development cost to property, plant and equipmen	77,254,000	-	77,254,000	-

#### NOTES TO FINACIAL STATEMENTS

MARCH 31, 2019

#### 1. General information

Bangkok Land Public Company Limited ("the Company") is incorporated and domiciled in Thailand. The Company is listed on the Stock Exchange of Thailand.

The address of its registered office is 47/569 - 576 Moo 3, 10th Floor New Geneva Industry Condominium, Popular 3 Road, Tambol Bannmai, Amphur Pakkred, Nonthaburi.

The principal business of the Company and its subsidiaries ("the Company group") comprise of real estate development, exhibition and convention, food and beverage and investment in hotel.

# 2. Basis for preparation of the consolidated financial statements

Subsidiary are companies in which significantly controlled by Bangkok Land Public Company Limited. The consolidated financial statements incorporate the financial statements of Bangkok Land Public Company Limited and its subsidiaries, by eliminating intercompany balances and unrealized gain and loss.

The Company's subsidiaries included in consolidated financial statements as at March 31, 2019 and 2018 comprise the following:

Dargantaga of halding by

		Percentage o	f holding by
	Principal business	2019	2018
Direct investment :			
Sinpornchai Company Limited	Property development	100.00	100.00
Bangkok Land (Cayman Islands)			
Company Limited	Financing	100.00	100.00
Muang Thong Services and	Project management		
Management Company Limited	service	97.00	97.00
Muang Thong Building Services	Building maintenance		
Company Limited	service	97.00	97.00
Impact Exhibition Management	Exhibition convention &		
Company Limited	hotel	100.00	100.00
Spooner Limited	Dormant	100.00	100.00
Direct and indirect investment:			
Bangkok Land Agency Company Limited	Property renting	99.30	99.30
Bangkok Airport Industry Company Limited	Property development	100.00	100.00
RMI Company Limited	REIT manager	100.00	100.00
Impact Growth Real Estate Investment Trust	Real estate investment trust	50.00	50.00

Except for the Bangkok Land (Cayman Islands) Company Limited, which is incorporated in Cayman Islands, and Spooner Limited, which is incorporated in Hong Kong, all subsidiaries are incorporated in Thailand.

#### NOTES TO FINACIAL STATEMENTS

MARCH 31, 2019

#### 3. Basis for preparation of the financial statements and significant accounting policies

#### 3.1 Basis of preparation

The financial statements have been prepared in accordance with Thai generally accepted accounting principles under the Accounting Act B.E. 2543, being those Thai Financial Reporting Standards issued under the Accounting Profession Act B.E. 2547, and the financial reporting requirements of the Securities and Exchange Commission under the Securities and Exchange Act.

The financial statements have been prepared under the historical cost convention except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with Thai generally accepted accounting principles requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4.

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

# 3.2 Revised accounting standards and financial reporting standards

# 3.2.1 Financial reporting standards that became effective in the current year

During the year, the Company and its subsidiaries have adopted the revised financial reporting standards and interpretations (revised 2017) and new accounting treatment guidance 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.

# 3.2.2 Financial reporting standard that will become effective for fiscal years beginning on or after January 1, 2019

During the current year, the Federation of Accounting Professions issued a number of revised and new financial reporting standards and interpretations (revised 2018) including new accounting treatment guidance, which are effective for fiscal years beginning on or after 1 January 2019. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The management of the Company and its subsidiaries believe that most of the revised financial reporting standards will not have any significant impact on the financial statements when they are initially applied. However, the new standard involves changes to key principles, as summarised below.

#### NOTES TO FINACIAL STATEMENTS

**MARCH 31, 2019** 

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

TFRS 15 supersedes the following accounting standards together with related Interpretations.

TAS 11 (revised 2017) Construction contracts

TAS 18 (revised 2017) Revenue

TSIC 31 (revised 2017) Revenue - Barter Transactions Involving Advertising Services

TFRIC 13 (revised 2017) Customer Loyalty Programmes

TFRIC 15 (revised 2017) Agreements for the Construction of Real Estate

TFRIC 18 (revised 2017) Transfers of Assets from Customers

#### 3.2.3 Financial reporting standards that will become effective for fiscal years beginning on or after January 1, 2020.

The Federation of Accounting Professions issued a number of new financial reporting standards and interpretations, which are effective for fiscal years beginning on or after 1 January 2020. These new standards involve changes to key principles, which are summarized below:

Financial reporting standards related to financial instruments:

Financial reporting standards:

TFRS 7 Financial Instruments: Disclosures

TFRS 9 Financial Instruments

Accounting standard:

TAS 32 Financial Instruments: Presentation

Financial Reporting Standard Interpretations:

TFRIC 16 Hedges of a Net Investment in a Foreign Operation

TFRIC 19 Extinguishing Financial Liabilities with Equity Instruments

These TFRSs related to financial instruments make stipulations relating to the classification of financial instruments and their measurement at fair value or amortised cost (taking into account the type of instrument, the characteristics of the contractual cash flows and the Company's business model), calculation of impairment using the expected credit loss method, and hedge accounting. These include stipulations regarding the presentation and disclosure of financial instruments. When the TFRSs related to financial instruments are effective, some accounting standards, interpretations and guidance which are currently effective will be cancelled.

#### NOTES TO FINACIAL STATEMENTS

MARCH 31, 2019

#### **TFRS 16 Leases**

TFRS 16 supersedes TAS 17 Leases together with related Interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases, and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is low value.

Accounting by lessors under TFRS 16 is substantially unchanged from TAS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles to those used under TAS 17.

The management of the Company and its subsidiaries is currently evaluating the impact of these standards to the financial statements in the year when they are adopted.

#### 3.3 Significant accounting policies

# 3.3.1 Use of accounting estimates

The preparation of financial statements in conformity with Thai generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the amounts of revenues and expenses in the reported periods. Although these estimates are based on management's best knowledge of current events and actions, actual results may differ from those estimates.

Accounting estimation and assumptions have been regularly reviewed. The effect from such review will be recorded into the period effect occurred. If the estimates effect only that period and will be recorded in the period of the estimates or in the future. If the estimates effects current and future periods.

# 3.3.2 Foreign currency transactions

Transactions in foreign currencies throughout the periods are recorded in Baht at rates prevailing at the dates of transactions. Outstanding assets and liabilities denominated in foreign currencies at the statements of financial position statements of financial position date are translated into Baht at the prevailing bank rates as of that date. Gains or losses arising from the translations are credited or charged to current operations.

# 3.3.3 Revenue recognition

Property development business

Revenues from sales of land and houses/condominium units/land are recognised upon transfer of ownership to buyer.

#### NOTES TO FINACIAL STATEMENTS

# **MARCH 31, 2019**

#### Retail business

Sales of goods are principally on cash terms and are recognised as revenues upon delivery of products and customer acceptance.

### Property rental business

Rental income is recognised as revenue over the period of the lease term.

Services are recognized as revenue when the service is completely rendered to customer.

Barter income arises from the exchange of different goods or service for other goods or service, which is recognized at fair value of those goods or service in exchange.

Interest income is recognised on the accrual basis unless collectibility is in doubt.

# 3.3.4 Real estate development cost

Real estate development cost is stated at the lower of cost or net realizable value. Costs include cost of land, land development, construction costs, infrastructure, project management fee and related borrowing cost.

Infrastructure for public use is depreciated on a straight line method over 20 years, and such depreciation is charged to cost of sales.

### 3.3.5 Cash and cash equivalents

Cash and cash equivalents are carried in the statement of financial position at cost. For the purpose of the statement of cash flows, cash and cash equivalents comprise cash on hand and at banks and deposits at financial institutions with original maturity of three months or less.

Cash restricted in use is shown as other non-current assets.

# 3.3.6 Trade receivables

Trade receivables are carried at anticipated realisable value after allowance for doubtful receivables. An allowance is estimated on the basis of management's assessment of long overdue debts which may not be collectible. Bad debts are written off during the year in which they are identified.

# 3.3.7 Investments in subsidiaries

Investments in subsidiaries are recorded at the cost net of allowance for impairment loss.

#### NOTES TO FINACIAL STATEMENTS

MARCH 31, 2019

#### 3.3.8 Capitalisation of borrowing costs

Borrowing costs are capitalised to the extent that the Company has incurred borrowing costs on assets that require a period of time to get them ready for sale or for intended use. Capitalisation ceases when the assets are ready for sale or for intended use.

#### 3.3.9 Investment property

Investment property comprises land held for capital appreciation rather than for sale in the ordinary course of business. Investment property is stated at fair value, representing open market value determined by independent valuation and the Group's directors. Changes in the fair value of investment property, net of deferred income tax, is included in the statement of comprehensive income for the period in which it arises.

Fair value is determined using open market value determined by independent valuers who are approved by the Stock Exchange of Thailand.

# 3.3.10 Property, plants and equipment

Land are stated at revalue amount (market approach) less provision for impairment of assets (if any). Buildings are stated at the revalued amount (replacement cost approach) less accumulated depreciation and provision for impairment of assets (if any). Equipment is stated at cost less relevant accumulated depreciation and provision for impairment of assets (if any).

Revaluations are performed by independent professional appraisers, which the Company has the policy for the independent professional appraisers will be requested to perform the appraisal for the said assets at sufficient regularity to ensure that the book value of these assets does not differ materially from their fair values at the balance sheet date. Increase from appraisal value will be recorded in the shareholders' equity under "Surplus on revaluation of assets", and decrease from cost recorded as loss from decrease in revaluation of assets in the statements of comprehensive income. Increase in revaluation of building and machines will be amortized in accordance to the remaining useful life of those assets.

Depreciation is calculated on the straight line method to write off the cost of each asset, except for land which is considered to have an indefinite life, to its residual value over the estimated useful lives as follows:

Exhibition Hall and Convention Centers - structure 50 years
Exhibition Hall and Convention Centers - building improvement 20 years
Buildings and other constructions 20 years
Other fixed assets 3-5 years

The depreciation as calculated above are recorded as follows:

#### NOTES TO FINACIAL STATEMENTS

#### MARCH 31, 2019

- The depreciation for those calculated from the cost value is included in the calculation of the operating result.
- The depreciation for the revaluation surplus is written off to the surplus on revaluation of assets in the shareholders' equity.

When an asset is retired, the asset and the related accumulated depreciation are written off from the accounts, and any gain or loss from retirement of the asset is recognised in the statement of comprehensive income.

#### 3.3.11 Income tax

Income tax expense for the year comprises current and deferred tax. Current and deferred tax are recognized in profit or loss except to the extent that they relate to a business combination, or items recognized directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of goodwill; the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries and jointly-controlled entities to the extent that it is probable that they will not reverse in the foreseeable future.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

In determining the amount of current and deferred tax, the Company takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Company believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgments about future events. New information may become available that causes the Company to change its judgment regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

#### NOTES TO FINACIAL STATEMENTS

MARCH 31, 2019

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously. A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realized.

#### 3.3.12 Foreign currency translation

Foreign currency transactions are accounted for at the exchange rates prevailing at the transaction dates. Monetary assets and liabilities denominated in foreign currencies at the statement of financial position date including assets and liabilities of a foreign subsidiary which is identified as a part of the Company's operation are translated into Baht at the exchange rates ruling at that date. Gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies, are recognised in the statement of comprehensive income.

The financial statements of a foreign subsidiary are translated into Baht by the average exchange rates of the year for the statement of comprehensive income and by the exchange rate at the statement of financial position date for statement of financial position items. The resulting translation adjustment is accumulated as a component of shareholders' equity as "currency translation differences".

#### 3.3.13 Financial instruments

A financial instrument is any contract that gives rise to both a financial asset of one enterprise and financial liability or an equity instrument of another enterprise.

Financial assets carried on the statement of financial position include cash on hand and at banks, short-term investments, trade receivables, unbilled completed works, loans to and amounts due from related parties and certain balance of other assets. Financial liabilities include trade creditors, borrowings and advances receipts from customers and certain balances of other liabilities. The accounting policy in respect of those items, where applicable, are stated in the related notes to financial statements.

#### 3 3 14 Provisions

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

#### NOTES TO FINACIAL STATEMENTS

MARCH 31, 2019

#### 3.3.15 Employee benefits

Short-term employee benefits

Salaries, wages, bonuses and contributions to the social security fund are recognized as expenses when incurred.

Post-employment benefits

### Defined contribution plans

The Company, its subsidiaries and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Company and its subsidiaries. The fund's assets are held in a separate trust fund and the Company and its subsidiaries' contributions are recognized as expenses when incurred.

# • Defined benefit plans

The Company and its subsidiaries have obligations in respect of the severance payments it must make to employees upon retirement under labor law. The treat these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from post-employment benefits are recognized immediately in other comprehensive income.

### 3.3.16 Impairment of assets

The Company has determined the impairment of asset if there is indicator that the carrying amount of asset exceeds its recoverable amount. An impairment loss on the assets carrying at cost is recorded as expense in statements of comprehensive income, while an impairment loss on revalued asset is recognized against any revaluation surplus for the asset to the extent that the impairment loss does not exceed the amount held in the revaluation surplus for the same asset.

#### 3.3.17 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Company and its subsidiaries apply a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Company and its subsidiaries measure fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

#### NOTES TO FINACIAL STATEMENTS

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All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

Level 1: Use of quoted market prices in an observable active market for such assets or liabilities

Level 2: Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3: Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Company and its subsidiaries determine whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

#### 4. Significant accounting judgments and estimates

The preparation of financial statements in conformity with generally accepted accounting principles at times requires management to make subjective judgments and estimates regarding matters that are inherently uncertain. These judgments and estimates affect reported amounts and disclosures and actual results could differ. The significant accounting judgments and estimates are as follows:

# Allowance for doubtful accounts

Allowances for doubtful accounts are intended to adjust the value of receivables for probable credit losses. The management uses judgment to establish reserves for estimated losses for each outstanding debtor. The allowances for doubtful accounts are determined through a combination of specific reviews, collection experience, and analysis of debtor aging, taking into account changes in the current economic conditions. However, the use of different estimates and assumptions could affect the amounts of allowances for receivable losses and adjustments to the allowances may therefore be required in the future.

#### <u>Impairment of investments</u>

The Group treats investments as impaired when there has been a significant or prolonged decline in the fair value below their cost or where other objective evidence of impairment exists. The determination of what is "significant" or "prolonged" requires judgment.

# **Depreciation**

In calculating depreciation of plant and equipment, the management estimates useful lives and salvage values of the plant and equipment and reviews estimated useful lives and salvage values if there are any changes.

# NOTES TO FINACIAL STATEMENTS

MARCH 31, 2019

# 5. Transactions with related parties

# 5.1 Significant transactions with related parties

Portion of revenues and expenses arose from transactions with related parties for the years ended March 31, 2019 and 2018 are summarized as follows:

	_			(Unit : M	illion Baht)
		Consolie	dated	Sepa	rate
	Pricing	financial sta	atements	financial st	tatements
	Policy	2019	2018	2019	2018
Income					
Interest income:					
Bangkok Airport Industry Company Limited	(1)			74	172
Rental and service income:					
Impact Exhibition Management Company	(2)				
Limited	-	<u>-</u>		3	2
Dividend income:					
Impact Exhibition Management Company					
Limited	(4)	-	-	500	500
Bangkok Land Agency Company Limited	-				110
	-			500	610
Expense					
Interest expense:					
Impact Exhibition Management Company	(1)				
Limited	-	-		2	
Rental and service expense:					
Bangkok Airport Industry Company Limited	(3)	-	-	109	26
Sinpornchai Company Limited	-			1	
	-	-		110	26
Management fee:					
Impact Exhibition Management Company	(2)				
Limited	-			44	43

# NOTES TO FINACIAL STATEMENTS

#### MARCH 31, 2019

# Pricing policy

- (1) Fixed Deposit Interest Rates of financial institutions
- (2) Actual paid
- (3) No. of area
- (4) Right to receive dividend

# 5.2 Advances and other receivables from related parties, net

The balances of advance and other receivables from related parties as at March 31, 2019 and 2018 are as follows:

(Unit: Million Baht) Consolidated Separate financial statements financial statements 2019 2018 2019 2018 Accrued income: 26 26 Bangkok Airport Industry Company Limited 1 Impact Exhibition Management Company Limited 27 26 Advance deposit and other receivables: Spooner Limited 10 9 Bangkok Airport Industry Company Limited 225 225 235 234 **Interest receivables:** 2,496 2,422 Bangkok Airport Industry Company Limited 203 203 Sinpornchai Company Limited Muang Thong Building Services Company Limited 1 1 2,700 2,626 2,961 2,887

#### 5.3 Investment in loans

 $\begin{tabular}{l|llllll} \hline $Consolidated & Separate \\ \hline $Consolidated & Separate \\ \hline $financial statements & financial statements \\ \hline $2019$ & $2018$ & $2019$ & $2018$ \\ \hline Bangkok Airport Industry Company Limited & $-$$ & $-$$ & $475$ & $475$ \\ \hline \end{tabular}$ 

#### NOTES TO FINACIAL STATEMENTS

# MARCH 31, 2019

Investment in loans comprised of:

	(Unit : Million Baht)
Receivable per original agreement	965
Deferred income	(490)
Investment in loans	475

As at February 20, 2009, a subsidiary owed Baht 965 million (divided into principal of Baht 444 million and accrued interest of Baht 521 million) to a financial institution. On the same date, the Company acquired the rights of claim on this debt from the financial institution at a price of Baht 475 million. The Company expects to recover the total amount of Baht 965 million in full from the subsidiary.

# 5.4 Short-term loans to related parties, net

Short-term loans to related parties as at March 31, 2019 and 2018 are as follows:

	(Unit : Million I			Million Baht)
	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
Bangkok Airport Industry Company Limited	-	-	3,261	2,612
Sinpornchai Company Limited			268	325
	-	-	3,529	2,937

Loans to related parties carry interest at Fixed Deposit Interest Rates of financial institutions. The loans are unsecured and have no fixed repayment dates.

#### 5.5 Payables to related parties

The balances of payables to related parties as at March 31, 2019 and 2018 are as follows:

			(Unit : N	Million Baht)
	Consol	idated	Separ	rate
	financial statements		financial statements	
	2019	2018	2019	2018
Accrued management fee:				
Bangkok Airport Industry Company Limited	-	-	270	167
Impact Exhibition Management Company Limited				2
			270	169

#### NOTES TO FINACIAL STATEMENTS

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			(Unit : N	Million Baht)
	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
Advance and payables:				
Sinpornchai Company Limited	-	-	1	-
Impact Exhibition Management Company Limited	-	-	9	28
Bangkok Land (Cayman Islands) Company Limited	-	-	144	161
Muang Thong Services and Management				
Company Limited	-	-	4	4
Muang Thong Building Services Company Limited			4	4
			162	197
			432	366

#### 5.6 Long-term loans from related parties

Long-term loans from related parties as at March 31, 2019 and 2018 comprise of:

	(Unit : Million Baht		
	Separate financial statements		
Loans from	2019	2018	
Sinpornchai Company Limited	10,850	12,250	

The Company established a wholly-owned subsidiary, Bangkok Land (Cayman Islands) Company Limited (BL Cayman), in October 1992 with a registered capital of USD 10,000. BL Cayman issued exchangeable notes in foreign capital markets, guaranteed by the Company and the entire proceeds of the notes were lent to the Company on equivalent financial terms.

The Company entered into a loan agreement with BL Cayman on October 13, 1993, whereas in the event that the Company should have failed to meet its payment obligation which would have caused BL Cayman not able to make its payment to the note holders, the Company agreed to pay BL Cayman a penalty interest of 1% above the normal interest rate per annum on the amount due by the Company. However, no claim has been made against the Company. The Company therefore has not accounted for the penalty interest in its financial statements.

On March 28, 2016, the Company entered into agreement with BL Cayman that both parties agreed to acknowledge the debt and amend the terms and conditions. Outstanding debt as at December 31, 2015 was Baht 14,189 million (comprise of principal of Baht 4,619 million and accrued interest of Baht 9,570 million) which the BL Cayman agreed to waive accrued interest of Baht 189 million and the remaining amount of Baht 14,000 million was changed to be a principal with no interest charging since January 1, 2016 onwards. The Company

#### NOTES TO FINACIAL STATEMENTS

# MARCH 31, 2019

recognized a gain on debt forgiveness as other income in the statement of comprehensive income for the year end March 31, 2016.

On March 30, 2016, the BL Cayman entered into agreement with Sinpornchai Company Limited that BL Cayman agreed to sell debt with BLAND amounting to Baht 14,000 million to Sinpornchai Company Limited at the price of Baht 200 million.

On March 31, 2017, the Company entered into a debt restructuring agreement with Sinpornchai Company Limited. The Company agreed to pay the unpaid amount of Baht 14,000 million to Sinpornchai Company Limited by offsetting the total amount of Baht 600 million (consisting of a principal of Baht 400 million and accrued interest of Baht 200 million, the Company has ceased to charge interest on the outstanding principal of Baht 400 million since April 1, 2017). Subsequently, make a deduction from the outstanding interest. Details are as follows,

				(Unit : Million Baht)
				Debt that the subsidiary
Year	Principle	Interest	Total	Company gave up
2017	15	-	15	335
2018	60	-	60	1,340
2019	60	-	60	1,340
2020	60	-	60	1,340
2021	60	-	60	1,340
2022	60	-	60	1,340
2023	60	-	60	1,340
2024	25	35	60	1,340
2025	-	60	60	1,340
2026	-	60	60	1,340
2027		45	45	1,005
	400	200	600	13,400

The Company has recognized the gain from debt repayment of Baht 1,340 million to other income in the statement of income for the year ended March 31, 2019.

# NOTES TO FINACIAL STATEMENTS

# MARCH 31, 2019

#### 6. **Current investments**

As at March 31, 2019 and 2018 short-term investments comprise of:

			(Unit	: Million Baht)
	Consolio	lated	Sepa	rate
	financial statements		financial statements	
	2019	2018	2019	2018
Fixed deposit	325	125	-	-
Investment in short-term debt instruments	912	2,276	72	571
Total	1,237	2,401	72	571

#### 7. Trade and other current receivables, net

Trade receivable and other current receivable as at March 31, 2019 and 2018 are as follows:

			(Uni	t : Million Baht)	
	Consolidated		Sepa	Separate	
	financial s	tatements	financial s	financial statements	
	2019	2018	2019	2018	
Promissory note	446	3,273	446	3,273	
Trade receivables	179	259	4	7	
Less Allowance for doubtful accounts	(71)	(79)			
Trade receivables, net	554	3,453	450	3,280	
Advances and other current receivables from					
related parties (Note 5.2)	-	-	2,961	2,887	
Investment in loans to related parties (Note 5.3)	-	-	475	475	
Prepaid expenses	64	173	45	152	
Revenue department receivables	45	63	-	-	
Accrued income	120	94	40	30	
Other current receivables, net	60	62	13	12	
Total trade and other current receivables, net	843	3,845	3,984	6,836	
The aging of trade receivables are as follows:					
Up to 3 months	93	151	4	3	
3 - 6 months	9	13	-	1	
6 - 12 months	6	16	-	1	
Over 12 months	71	79		2	
Total	179	259	4	7	

# NOTES TO FINACIAL STATEMENTS

MARCH 31, 2019

The promissory note of Baht 446 million with maturity date on February 27, 2020. Those promissory notes that the Company received from sale of land have been guaranteed (avaled) by commercial banks (Note 8).

# 8. Inventories

Inventories as at March 31, 2019 and 2018 comprises:

			(Unit	: Million Baht)	
	Consolidated		Separate		
	financial sta	tements	financial statements		
	2019	2018	2019	2018	
Land	15,295	14,558	14,636	13,898	
Construction in progress	19,019	19,020	8,711	8,711	
Infrastructure cost - areas for sale	1,733	1,384	1,606	1,281	
- public areas	2,127	2,067	2,127	2,067	
Project management fee	994	993	483	483	
Borrowing costs	3,969	3,969	1,346	1,346	
Other related costs	1,294	1,289	872	867	
	44,431	43,280	29,781	28,653	
Less: Transfer to cost of sales to date					
- Cost of sales	(35,698)	(33,535)	(22,785)	(20,622)	
- Accumulated depreciation of public					
area infrastructure	(1,422)	(1,347)	(1,422)	(1,347)	
- Allowance for net realizable value					
discounts	(2,187)	(2,121)	(503)	(437)	
Total	5,124	6,277	5,071	6,247	
Less: Real estate development cost					
classified as current assets	(4,092)	(2,910)	(4,039)	(2,880)	
Net (Note 12)	1,032	3,367	1,032	3,367	

Part of the land and condominium units have been mortgaged with banks as collateral for letter of guarantee for the Group and have been pledged as collateral with the Courts (Note 29). The mortgaged land and condominium units, as a percentage of the total land areas/total units, is as follows:

	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
Percentage of land mortgaged	1	1	1	1
Percentage of condominium units mortgaged	2	2	2	2

#### NOTES TO FINACIAL STATEMENTS

#### MARCH 31, 2019

On August 21, 2013, the Company entered into an agreement with a non-related company to sell 321 rai of land at a total price of Baht 3,216.93 million. Land ownership shall be transferred to the buyer in 3 tranches with the 1st 100 rai on October 10, 2013, the 2nd 100 rai on or before October 10, 2015 and the balance of 121 rai on or before October 10, 2016 at the option of the buyer.

On October 30, 2015, the Company amended the agreement by changing the transfer date of the 2nd tranche from October 10, 2015 to October 10, 2016. The Company transferred the remaining land to the buyer on October 3, 2016 and also received a promissory note which guaranteed by a commercial bank for payment and the Company has received payment from a promissory.

In February and March 2016, the Company signed the contract on the undeveloped land plot with 3 unrelated companies for sale of land totaling 701 rai with contract value of Baht 8,411 million. On June 7, 2017, the Company has made additional memorandum of agreement to sell 7 rai of land at the price of Baht 70.75 million, and on December 18, 2017, the Company has entered into on additional agreement to sell 71 rai of land at a price of Baht 496.05 million and on February 25, 2019, the Company entered into an additional memorandum of agreement to sell additional land in the amount of 44 rai at the price of Baht 801.44 million.

On November 23, 2018, the Company entered into an agreement to buy and sell land with three unrelated companies for the sale of a total of 11 rai of land at a price of Baht 118 million and the land will be transferred when the Company executes the court order and also completion of land separation as detail below:

(Unit : Million Baht)

		Land for sell 1	l recorded in		
Year (Transfer)	Area (Rai)	Real estate development cost	Investment property		
2016	43	-	542		
2017	228	2,169 *	659		
2018	196	2,058 **	-		
2019	367	4,470***	-		
	834	8,697	1,201		

#### NOTES TO FINACIAL STATEMENTS

MARCH 31, 2019

#### **Investment property**

The Company transferred to buyer amounting to Baht 542 million on August 29, 2016, receives full payment. The Company transferred the remaining land to the buyer amounting to Baht 659 million on June 9, 2017 and the Company received a promissory note which guaranteed by a commercial bank for payment and the Company has received payment from a promissory.

## Real estate development cost

\* On November 25, 2016 the Company transferred certain piece of land to the buyer in accordance with the notification of change in transferee dated November 22, 2016. And the Company received a promissory note which guaranteed by a commercial bank for payment and the Company has received payment from a promissory.

The Company transferred certain piece of land to the buyer on September, 2017 and received the payment in whole amount of agreement.

The Company transferred certain partial land to the buyer on December, 2017 and received a promissory note which guaranteed by a commercial bank for payment and the Company has received payment from a promissory.

\*\* On February 27, 2018 the Company transferred certain partial land to the buyer and the Company received a promissory note which guaranteed by a commercial bank for payment (Note 7) and June 22, 2018, the Company transferred certain partial land to the buyer and the Company received a promissory note which guaranteed by a commercial bank for payment and the Company has received payment from a promissory.

The Company transferred of land to the buyer on September 7, 2018 and October 18, 2018.

\*\*\*The Company transferred certain partial of land to the buyer on March 5, 2019.

# NOTES TO FINACIAL STATEMENTS

MARCH 31, 2019

#### 9. **Investment in subsidiaries**

As at March 31, 2019 and 2018, investment in subsidiaries comprise of:

Separate	financial	statements

	Million	Baht	ht		Million Baht  At cost		Million Baht  Dividend	
	Paid-up share capital		Percentage of	of holding				
	2019	2018	2019	2018	2019	2018	2019	2018
Investment in subsidiaries								
Impact Exhibition Management								
Company Limited	12,953	12,953	100	100	9,848	9,848	500	500
Sinpornchai Company Limited	1,180	1,180	100	100	1,180	1,180	-	-
Muang Thong Building								
Services Company Limited	12	12	97	97	15	15	-	-
Muang Thong Services and								
Management Company Limited	25	25	97	97	10	10	-	-
Bangkok Land Agency								
Company Limited	400	400	99	99	199	199	-	110
Bangkok Airport Industry								
Company Limited	5,320	5,320	60	60	3	3	-	-
Bangkok Land (Cayman Islands)	USD	USD						
Company Limited	0.01	0.01	100	100	-	-	-	-
Spooner Limited	-	-	100	100				
Total				_	11,255	11,255	500	610
				-				

# NOTES TO FINACIAL STATEMENTS

# MARCH 31, 2019

Details of non-wholly owned subsidiaries which have material non-controlling interests as at March 31, 2019 and 2018 are as follows;

							(Unit	: Million Baht)
	Proportion of	equity interest		Profit/loss allocated to non-				
	hel	d by	Accumulated balance of		controlling interests during		Dividend paid to non-controlli	
Company's name	non-control	ling interests	non-controlling interests		the year		interests during the year	
	<u>2019</u>	2018	<u>2019</u>	<u>2018</u>	2019	<u>2018</u>	<u>2019</u>	2018
	(Percentage)	(Percentage)						
Impact Growth Real Estate								
Investment Trust	50.00	50.00	8,094	8,058	659	602	622	556

The summarized financial information before intragroup eliminations of each non-wholly owned subsidiary which has material non-controlling interests, are as follows;

		(Unit : Million Baht)	
	Impact Growth Real Estate Investment Trust		
	2019	2018	
Statement of financial position as at March 31,			
Total assets	20,737	20,618	
Total liabilities	(4,549)	(4,502)	
Net assets	16,188	16,116	
Carrying amount of non-controlling interest	8,094	8,058	
statement of comprehensive income For the year ended March 31,			
Revenues	2,445	2,224	
Net profit	1,318	1,204	
Gain allocated to non-controlling interest	659	602	
Statement of Cash Flows			
Dividends paid to non-controlling interests	622	556	
Cash flows provided operating activities	1,369	1,358	
Cash flows provided from financing activities	(1,412)	(1,280)	
Net increase (decrease) in cash and cash equivalents	(43)	78	

## NOTES TO FINACIAL STATEMENTS

MARCH 31, 2019

#### 10. **Investment property**

During the years ended as at March 31, 2019 and 2018 the movements of investment property are as follows:

	(Unit : Million Ba				
	Consoli	dated	Separate financial statements		
	financial sta	atements			
	2019	2018	2019	2018	
Appraised Value					
Beginning balance	33,479	31,414	9,841	9,972	
Increase	869	1,142	16	47	
Transfer from real estate development cost	-	173	-	-	
Transfer from property, plant and equipment	-	8	-	-	
Gain on revaluation	1,954	1,278	613	358	
Transfer to property, plant and equipment	(77)	-	(77)	-	
Disposal		(536)		(536)	
Ending balance	36,225	33,479	10,393	9,841	

Investment property is stated at fair value based on the latest appraised value (market approach) of independent valuers e.g. the land and buildings of the exhibition center (Hall 1-8) and IMPACT Convention Center and building for rent were valued by income approach (level 3) and the land and land held for project for rent were valued by market approach (level 2).

# NOTES TO FINACIAL STATEMENTS

# MARCH 31, 2019

#### 11. Property, plants and equipment, net

	Consolidated (In Million Baht)								
		Buildings	Impact Hall	Impact		Furniture			
		and other	interior	Hall	Buildings	and	Motor	Construction	
	Land	construction	systems	structure	improvements	fixtures	vehicles	in progress	Total
At cost									
As at March 31, 2018	1,000	169	4,475	3,190	302	1,495	111	247	10,989
Increase	-	-	32	210	3	77	2	145	469
Decrease	-	-	(1)	(6)	(1)	(13)	(1)	-	(22)
Transfer in (Transfer out)			114		77	75		(189)	77
As at March 31, 2019	1,000	169	4,620	3,394	381	1,634	112	203	11,513
Accumulated depreciation									
As at March 31, 2018	-	103	2,244	628	188	1,114	87	-	4,364
Increase	-	6	221	97	21	105	8	-	458
Decrease	-	-	(1)	(2)	-	(10)	(1)	-	(14)
Transfer in (Transfer out)	-								
As at March 31, 2019		109	2,464	723	209	1,209	94		4,808
Differences on revaluation of									
<u>assets</u>									
As at March 31, 2018	4,704	43	1,598	2,310	-	-	-	-	8,655
Increase	540	-	-	-	-	-	-	-	540
Decrease	-	-	-	-	-	-	-	-	-
Transfer in (Transfer out)									
As at March 31, 2019	5,244	43	1,598	2,310					9,195
Accumulated depreciation -									
differences on revaluation of									
<u>assets</u>									
As at March 31, 2018	-	22	182	207	-	-	-	-	411
Increase	-	4	38	42	-	-	-	-	84
Decrease	-	-	-	-	-	-	-	-	-
Transfer in (Transfer out)									
As at March 31, 2019		26	220	249					495
Net book value									
As at March 31, 2018	5,704	87	3,647	4,665	114	381	24	247	14,869
As at March 31, 2019	6,244	77	3,534	4,732	172	425	18	203	15,405

#### NOTES TO FINACIAL STATEMENTS

## MARCH 31, 2019

As at March 31, 2019 and, 2018, a portion of property with historical costs of Baht 1,344 million and Baht 1,184 million, respectively, are in use but fully depreciated (Separate: Bath 56 million and Baht 51 million, respectively).

As at March 31, 2019 and, 2018, a certain parcel of land and building with amount of Baht 17,959 million of a subsidiary have been mortgaged as collateral for long-term loan (Note 15).

	Separate (In Million Baht)					
	Building Furniture and Motor		Motor			
	Improvements	fixtures	vehicles	Total		
Cost						
As at March 31, 2018	80	21	15	116		
Increase	2	-	-	2		
Transfer from investment property	77	-	-	77		
Decrease						
As at March 31, 2019	159	21	15	195		
Accumulated depreciation						
As at March 31, 2018	41	19	10	70		
Increase	12	1	2	15		
Decrease				_		
As at March 31, 2019	53	20	12	85		
Net book value						
As at March 31, 2018	39	2	5	46		
As at March 31, 2019	106	1	3	110		

As at March 31, 2019 and 2018, a portion of property with historical costs of Baht 56 million and Bath 51 million, respectively are in use but fully depreciated.

# NOTES TO FINACIAL STATEMENTS

MARCH 31, 2019

# 12. Other non-current assets

The balances of other non-current assets as at March 31,2019 and 2018, are as follows:

			(Unit	: Million Baht)	
	Consol	idated	Separate		
	financial s	tatements	financial statements		
	2019	2018	2019	2018	
Real estate development cost (Note 8)	1,032	3,367	1,032	3,367	
Deposits pledged as collateral	68	102	46	46	
Non-current tax assets	93	79	-	-	
Others	401	422	366	377	
Total	1,594	3,970	1,444	3,790	

# 13. Trade and other current payables

The balances of trade and other current payables as at March 31, 2019 and 2018, are as follows:

_	(Unit : Million					
	Consoli	dated	Separate			
_	financial sta	atements	financial statements			
_	2019	2018	2019	2018		
Payables to related parties (Note 5.5)	-	-	432	366		
Trade payables	261	290	-	5		
Advance received	657	825	377	515		
Accrued expenses	219	312	7	13		
Other payables	347	248	65	31		
Total	1,484	1,675	881	930		

## NOTES TO FINACIAL STATEMENTS

MARCH 31, 2019

#### 14. Other current liabilities

The balances of other current liabilities as at March 31, 2019 and 2018 are as follows:

	(Unit : Million Bah				
	Consolio	dated	Separate		
	financial sta	atements	financial sta	atements	
	2019	2018	2019	2018	
Provision for loss on pending					
lawsuits (Note 29)	9	3	3	3	
Deposit	117	112	82	82	
Security deposit	66	89	27	26	
Retentions	138	90	11	13	
Others	23	31			
Total	353	325	123	124	

#### 15. Long-term loans

_	(Unit : Million Baht)  Consolidated financial statements		
	2019	2018	
1. A long-term credit facility amounting to Baht 2,000 million carry			
interest at floating rates not exceeding MLR-1.50% per annum, with			
interest payable every month-end and principal to be paid in full within			
2019	2,000	2,000	
2. A long-term credit facility amounting to Baht 1,900 million carry			
interest at floating rates not exceeding MLR-1.50% per annum, with			
interest payable every month-end and principal repayment for 72			
monthly installments on monthly basis as from April 2016	1,886	1,891	
Total	3,886	3,891	
Less: current portion of long-term loans	(2,005)	(5)	
Long-term loans - net of current portion	1,881	3,886	

All long-term loans are secured by mortgage of land and buildings, including utility systems and equipment of IMPACT Muang Thong Thani in which the subsidiary has invested, including the conditional assignment of rights under insurance policies, right under related contracts and rights over bank accounts of the subsidiary.

The loan agreements contain covenants, which, among other things, require the subsidiary to maintain certain financial ratios such as loan-to-total assets and interest coverage ratios.

#### NOTES TO FINACIAL STATEMENTS

## MARCH 31, 2019

As at March 31, 2019, the subsidiary has unutilized credit facilities which once financial institution amounting to Baht 180 million (March 31, 2018: Baht 180 million).

Maturity of long-term loans from financial institution are as follows:

(Unit : Million Baht)
-----------------------

	Consolidated financia	Consolidated financial statements			
	2019	2018			
year	2,005	5			
	1,881	3,886			
	3,886	3,891			

## 16. Deferred tax

Deferred tax as at March 31, 2019 and 2018 comprises:

			(Unit : Mi	Illion Baht)
	Consolid	ated	Separa	te
	financial sta	tements	financial stat	ements
	2019	2018	2019	2018
Deferred tax assets	354	354	-	-
Deferred tax liabilities	(3,341)	(2,983)	(472)	(324)

Movements in total deferred tax assets and liabilities during the year were as follows:

(Unit:	Million	Baht)
--------	---------	-------

	Consolidated financial statements						
		(C)	o:				
			Other				
	April 1,	Profit or	comprehensive		March 31,		
	2018	loss	income	Equity	2019		
Deferred tax assets							
Allowance for doubtful accounts	15	(3)	-	-	12		
Provision for employees benefits	10	2	-	-	12		
Provision for loss on pending lawsuits	-	1	-	-	1		
Gain on sale of assets	329				329		
Total	354				354		

# NOTES TO FINACIAL STATEMENTS

MARCH 31, 2019

				(UIIII.)	Million Baht)	
		Consolidated financial statements				
		(C	harged) / credited to	o:		
			Other			
	April 1,	Profit or	comprehensive		March 31,	
	2018	loss	income	Equity	2019	
Deferred tax liabilities						
Revaluation of property, plant and equipment	(951)	-	1	-	(950)	
Revaluation of investment property	(1,936)	(360)	-	-	(2,296)	
Unrealised gain on change in value of investment	(8)	6	-	-	(2)	
Income recognition of real estate business	11	(5)	-	-	6	
Others	(99)	-	-	-	(99)	
Total	(2,983)	(359)	1		(3,341)	
		(C)	harged) / credited to	o:		
		Conso	lidated financial sta	tements		
			Other			
	April 1,	Profit or	comprehensive		March 31,	
	2017	loss	income	Equity	2018	
Deferred tax assets					2010	
Allowance for doubtful accounts	19	(4)	-	-	15	
Allowance for doubtful accounts  Provision for employees benefits	19 11	(4) (1)	-	-		
			- - -	- - -	15	
Provision for employees benefits	11		- - - -	- - - -	15 10	
Provision for employees benefits  Gain on sale of assets	329	(1)	- - - -	- - - -	15 10 329	
Provision for employees benefits  Gain on sale of assets  Total	329	(1)	(71)	- - - -	15 10 329	
Provision for employees benefits  Gain on sale of assets  Total  Deferred tax liabilities	329 359	(1)	(71)	- - - - -	15 10 329 354	
Provision for employees benefits  Gain on sale of assets  Total  Deferred tax liabilities  Revaluation of property, plant and equipment	329 359 (880)	(1)	(71)	- - - - - - - - -	15 10 329 354	
Provision for employees benefits Gain on sale of assets Total  Deferred tax liabilities Revaluation of property, plant and equipment Revaluation of investment property	11 329 359 (880) (1,704)	(1)	(71)	- - - - - - - -	15 10 329 354 (951) (1,936)	
Provision for employees benefits Gain on sale of assets Total  Deferred tax liabilities Revaluation of property, plant and equipment Revaluation of investment property Unrealised gain on change in value of investment	11 329 359 (880) (1,704) (8)	(1) (5) (232)	(71)	- - - - - - - -	15 10 329 354 (951) (1,936) (8)	

# NOTES TO FINACIAL STATEMENTS

MARCH 31, 2019

				(Unit:	Million Baht)
		Separ	rate financial states	ments	
		(Cl	narged) / credited	to:	
			Other		
	April 1,	Profit or	comprehensi		March 31,
	2018	loss	ve income	Equity	2019
Deferred tax assets					
Income recognition of real estate business				_	
Total					
Deferred tax liabilities					
Revaluation of investment property	(335)	(143)	-	-	(478)
Income recognition of real estate business	11	(5)		_	6
Total	(324)	(148)			(472)
				(Unit:	Million Baht)
		Separ	ments		
		(Cl	narged) / credited	to:	
			Other		
	April 1,	Profit or	comprehensive		March 31,
	2017	loss	income	Equity	2018
Deferred tax assets					
Income recognition of real estate business				-	
Total					
Total					
Total  Deferred tax liabilities				_	
	(286)	(49)			(335)
Deferred tax liabilities	(286)	(49) (7)	-		(335)

## NOTES TO FINACIAL STATEMENTS

## MARCH 31, 2019

#### 17. Non-current provisions for employee benefit

An independent actuary carried out an evaluation of the Company's obligations for employees' long-term benefits using the projected unit credit method. The Company and subsidiary have provided the provision for employees' long-term benefits for the year 2019 and 2018, as follows:

		(Unit : Million Baht)
	Consolidated fina	ncial statements
	2019	2018
Provision for employee benefits - beginning	51	59
Expense recognised in profit or loss		
Current service cost	13	11
Interest cost	1	1
Loss from actuarial	-	(16)
<u>Less</u> liability decrease from actual paid	(4)	(4)
Provision for employee benefits - ending	61	51
Discount rate (%)	2.32-2.48	2.39-2.41
Future salary increase (%)	4.84-5.00	4.50-4.84
Retirement age (years old)	60	60

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at March 31, 2019 and 2018 are summarised below:

		(Unit : Million Baht)		
	March 31, 2019			
	Consolidated fina	ncial statements		
	Increase rate	Decrease rate		
Discount rate (1.00%)	(5)	6		
Future salary increase (1.00%)	7	(6)		
Turnover Rate (1.00%)	(6)	4		
	(Unit : Million Bah			
	March 31, 2018			
	Consolidated fina	ncial statements		
	Increase rate	Decrease rate		
Discount rate (1.00%)	(4)	4		
Future salary increase (1.00%)	4	(4)		
Turnover Rate (1.00%)	(4)	3		

#### NOTES TO FINACIAL STATEMENTS

MARCH 31, 2019

The sensitivity analysis presented above may not be representative of the actual change in employee benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

As at March 31, 2019 and 2018, the maturity analyses of undiscounted cash flows of benefit payments are as follows:

	([	Jnit :Thousand Baht)
	Consolidated fina	ncial statements
	2562	2561
Within 1 year	4	3
Over 1 and up to 5 years	38	30
Over 5 years	103	115

On December 13, 2018, the National Legislative Assembly passed a resolution approving the draft of a new Labor Protection Act, which is in the process being announced in the Royal Gazette. The new Labor Protection Act stipulates additional legal severance pay rates for employees who have worked for an uninterrupted period of twenty years or more. Such employees are entitled to receive compensation of not less than that of the last 400 days, based on the final wage rate. This change is considered a post-employment benefits plan amendment. The group of company will reflect the effect of the change by recognizing past service cost as an expense in the consolidated statements of profit or loss, of the year in which the law is effective of Baht 9.76 million.

## 18. Warrants

At the extraordinary meeting of the shareholders held on June 11, 2013, the shareholders resolved to issue and offer the warrants (BLAND-W4) to the shareholders as detailed below:

Type of Warrants: Named certificate and transferable

Number of Warrants: 6,949,753,569 units

Underlying Shares: 6,949,753,569 shares

Offering: Offered to existing shareholders whose name appeared on the record date on May

20, 2013. The Company will allocate and offer to the existing shareholders pro-rata

to their shareholding at the rate of 2.97 existing shares to 1 unit of warrants.

Rights of Warrants: The holder of warrant certificate has the right to purchase ordinary share of the

Company of 1 warrant for 1 new share.

#### NOTES TO FINACIAL STATEMENTS

MARCH 31, 2019

Exercise Price: Baht 2 per share save for the adjustment of the exercise price

Term of Warrants: 5 years from the issuance date of July 3, 2013. The first exercise date is September

30, 2013, and the last exercise date is July 2, 2018.

On March 31, 2018, the warrant holder of BLAND-W4 exercised 165,783 units and the Company received Baht 331,566 share proceeds from the issuance of 165,783 common shares to the warrant. The change of paid-up share capital was officially registered with Ministry of Commerce on April 5, 2018.

On June 30, 2018, the warrant holder of BLAND-W4 exercised 134,859 units and the Company received Baht 269,718 share proceeds from the issuance of 134,859 common shares to the warrant. The change of paid-up share capital was officially registered with Ministry of Commerce on July 11, 2018.

On July 2, 2018 (the last exercise date of BLAND-W4) the warrant holder exercised 50,872 units and the Company received Baht 101,744 from the issuance of 50,872 common shares to the warrant. The change of paid-up share capital was officially registered with Ministry of Commerce on July 11, 2018.

As at March 31, 2019, the outstanding of unexercised warrants (BLAND-W4) was 6,929,916,359 units. Warrants expired from Listed securities on July 3, 2018.

#### 19. Treasury stock

The Board of Directors' meeting held on August 8, 2014 has resolved to approve the share repurchase project for financial management purpose (treasury stock) in an amount not exceeding Baht 3,000 million or equal to the number of shares repurchased not exceeding 1,200,000,000 shares, at a par value of Baht 1 per share or equivalent to not exceeding 5.81% of the total paid-up shares. The period to resale of the shares shall be made after 6 months from the completion date of share repurchase but not later than 3 years (expired on February 24, 2018). The Company has 1,155,011,400 repurchased shares or equal to 5.59% of paid-up share capital which is Baht 2,336 million.

The Board of Directors' meeting held on August 15, 2016 has resolved to approve the share repurchase project for financial management purpose (treasury stock) in an amount not exceeding Baht 2,278 million or equal to the number of shares repurchased not exceeding 911,235,071 shares, at a par value of Baht 1 per share or equivalent to not exceeding 4.41% of the total paid-up shares. The period to resale of the shares shall be made after 6 months from the completion date of share repurchase but not later than 1 year (expired on February 28, 2018). The Company has 911,235,071 repurchased shares or equal to 4.41% of paid-up share capital which is Baht 1,502 million.

On March 2, 2018, Board of Directors' meeting No. 2/2018, passed a resolution approving the reduction of the paid-up capital from Baht 20,662,464,711 to be Baht 18,596,218,240, by deduction of the share capital, the repurchase and non-distribution, of the two projects, totaling 2,066,246,471 shares. The Company registered the reduction of paid-up capital to the Ministry of Commerce on March 8, 2018.

#### NOTES TO FINACIAL STATEMENTS

MARCH 31, 2019

The Board of Directors' meeting on March 14, 2018, the Board of Directors passed a resolution approving the share repurchase program for the third financial management in the amount not exceeding Baht 3,719 million, representing a repurchase not exceeding 1,859,621,824 shares with a par value of Baht 1, the share price to be repurchased is not more than 10% of the total paid-up shares and the repurchase period is 6 months from the date of share repurchase for a period not to exceed 1 year (ended September 28, 2019).

According to letter No. Gor Lor Tor. Chor Sor. (Vor) 2/2548 of the Office of the Securities and Exchange Commission, dated February 14, 2005, concerning the acquisition of treasury shares, a public limited company may purchase back treasury shares in an amount not exceeding the amount of its retained earnings and is to appropriate an equal amount of retained earnings to a reserve for treasury shares, which must be maintained until the Company either sells the treasury shares or reduces its paid-up share capital by an amount equal to the value of the treasury shares which it could not sell.

The Company appropriated the full required amount of retained earnings to a reserve for the treasury shares.

As at March 31, 2019, the Company has 1,222,168,700 repurchased shares or equal to 6.57% of paid-up share capital which is Baht 2,328 million.

#### 20. Dividend payment

The ordinary shareholders' meeting held on July 27, 2017 passed the resolution to approve the dividend payment at the rate of Baht 0.08 per share, totaling Baht 1,485 million. The Company has already paid the dividend in August 2017.

The ordinary shareholders' meeting held on July 26, 2018 passed the resolution to approve the dividend payment at the rate of Baht 0.09 per share, totaling Baht 1,621 million. The Company has already paid the dividend in August 2018 totaling Baht 1,564 million.

## 21. Legal reserve

According to the Public Companies Act, the Company has appropriated its reserve as a legal reserve in the sum of 5% of the annual net profit less the total accumulated deficit brought forward, until the legal reserve reaches of 10% of the registered authorized capital. Such the legal reserve is not available for dividend distribution.

# NOTES TO FINACIAL STATEMENTS

MARCH 31, 2019

#### 22. Other revenues

Interest income

Others

Total

Written-off payable

Other revenues for the years ended March 31, 2019 and 2018 comprise:

(Unit : Million Baht) Consolidated Separate financial statements financial statements 2018 2019 2018 2019 20 15 83 178 1,340 1,340 Gain on debt forgiveness from subsidiary (Note 5.6) 215 Unrealized gain on valuation of current investment 15 37 2 8 149 121 27 14

388

1,452

1,540

184

#### 23. Expenses classified by nature of expenses

Significant expenses by nature for the years ended March 31, 2019 and 2018 are as follows:

		(Unit : M	Unit: Million Baht)	
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Salary and wages and other employee benefits	1,102	1,097	42	41
Depreciation and amortization	545	602	101	135
Professional fee	82	71	106	87
Advertising expense	17	16	2	1
Other charges	79	84	10	10
Commission	123	71	123	71
Rental and service expense	47	67	103	26
Tax expense	105	199	80	170

# NOTES TO FINACIAL STATEMENTS

MARCH 31, 2019

#### 24. Income tax

Income tax recognized in profit or loss

For the years ended March 31, 2019 and 2018, income			(Unit : M	Iillion Baht)
-	Consolid	Consolidated Separate		
_	financial statements		financial statements	
	2019	2018	2019	2018
Corporate income tax:				
Corporate income tax	343	391	200	293
Deferred income taxes:				
Relating to origination and reversal of temporary				
differences	359	245	148	56
Income tax in statements of comprehensive income	702	636	348	349
Reconciliation of effective tax rate				
			(Unit	: Million Baht)
	Consolidated financial statements			
	Rate (%	6) 2019	Rate (%)	2018
Profit before income tax expense		3,17	7_	2,469
Income tax using the Thai corporation tax rate	20	63	5 20	494
Tax effect of income and expenses that are not taxable	income			

	Consolidated financial statements				
	Rate (%)	2019	Rate (%)	2018	
Profit before income tax expense		3,177		2,469	
Income tax using the Thai corporation tax rate	20	635	20	494	
Tax effect of income and expenses that are not taxable income					
or not deductible in determining taxable profit-net		(292)		(103)	
Total		343		391	

(Unit	:	Mill	ion	Bah	t)
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	Separate financial statements				
	Rate (%)	2019	Rate (%)	2018	
Profit before income tax expense		2,159		2,381	
Income tax using the Thai corporation tax rate	20	432	20	476	
Tax effect of income and expenses that are not taxable					
income or not deductible in determining taxable profit-net		(232)		(183)	
Total		200		293	

# NOTES TO FINACIAL STATEMENTS

MARCH 31, 2019

#### 25. Management benefit expenses

Management benefit expenses represent benefit expenses that management obtained from the Company such as compensation paid in cash and other benefits as stocks, debentures or other privileges including employee stocks option plan or any incentive, etc. For the listed company, management represents the management team as described according to the Securities and Exchange Law.

Management benefit expenses for the years ended March 31, 2019 and 2018 are as follows:

			(Unit	: Million Baht)	
	Consolio	lated	Separate		
	financial star	tements	financial statements		
	2019	2018	2019	2018	
Management benefit expenses presented in					
costs of sales	19	19	-	-	
Management benefit expenses presented in					
administrative expense	106	114	31	33	
Total	125	133	31	33	

# NOTES TO FINACIAL STATEMENTS

MARCH 31, 2019

#### 26. **Segment information**

	Consolidated financial statements (Million Baht)							
	For the year ended March 31, 2019							
	Real							
	estate	Retail	Exhibition	Other				
	Business	business	center business	service	Total	Elimination	Total	
Segment revenue	2,810	310	4,610	244	7,974	(1,145)	6,829	
Segment profit	205	89	1,200	167	1,661	(6)	1,655	
Corporate expenses					(299)	-	(299)	
Interest income					96	(76)	20	
Dividend income					1,193	(1,193)	-	
Gain on debt forgiveness								
from subsidiary					1,380	(1,380)	-	
Gain on exchange rate					1	-	1	
Gain on revaluation of								
investment property					1,186	768	1,954	
Finance costs					(230)	76	(154)	
Income tax expense					(712)	10	(702)	
Profit of non-controlling								
interests				-		(659)	(659)	
Net profit of year				-	4,276	(2,460)	1,816	

# NOTES TO FINACIAL STATEMENTS

MARCH 31, 2019

## Consolidated financial statements (Million Baht)

	For the year ended March 31, 2018						
	Real estate Business	Retail business	Exhibition center business	Other service	Total	Elimination	Total
Segment revenue	4,721	267	4,153	158	9,299	(825)	8,474
Segment profit	345	85	1,065	97	1,592	(178)	1,414
Corporate expenses					(298)	-	(298)
Interest income					186	(172)	14
Dividend income					1,614	(1,614)	-
Gain on debt forgiveness							
from subsidiary					1,380	(1,380)	-
Gain on revaluation of							
investment property					1,219	59	1,278
Written-off payable					215	-	215
Finance costs					(326)	172	(154)
Income tax expense					(621)	(15)	(636)
Profit of non-controlling							
interests				-	-	(602)	(602)
Net profit of year				_	4,961	(3,730)	1,231

#### 27. Earnings per share

# Basic earnings per share

Basic earnings per share is calculated by dividing the net profit attributable to shareholders by the weighted average number of ordinary shares held by third parties in issue during the period.

# Diluted earnings per share

Diluted earnings per share is calculated by dividing the net profit attributable to shareholders by the weighted average number of ordinary shares held by third parties in issue during the period adjusted for the effect of conversion of warrant to ordinary share.

#### NOTES TO FINACIAL STATEMENTS

#### MARCH 31, 2019

#### 28. Financial instruments

As at March 31, 2019 and 2018 the Group has the following risks relating to significant financial instruments:

## a) Interest rate risk

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates.

The Group has long-term loans from banks, and the value of such loans will fluctuate due to changes in market interest rates.

#### b) Currency risks

Currency risk is the risk that the value of the financial instrument will fluctuate due to changes in currency exchange rates.

#### c) Liquidity risk

Liquidity risk or funding risk is the risk that the Group will encounter difficulty in raising fund to meet commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial asset quickly or close to its fair value.

#### d) Fair value of financial assets and liabilities

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. The fair value is the price at which an orderly transaction to sell an asset or to transfer a liability would take place between market participants at the measurement date. Fair values have been determined for measurement and/or disclosure purposes based on the following methods (when applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability).

- The fair value of cash and cash equivalents, trade and other accounts receivable, short-term loans, other current assets, other non-current assets, bank overdrafts, short-term borrowings, trade and other accounts payable and other current liabilities is taken to approximate the carrying value.
- Fair value of investments in equity securities trading securities according to the offering price, the date.
- The fair value of long-term borrowings is taken to approximate the carrying value because most of these financial instruments bear interest at market rates.

# NOTES TO FINACIAL STATEMENTS

## MARCH 31, 2019

Fair values and the carrying values of financial assets and liabilities other than the aforementioned were as follows:

(Unit: Million Baht)

	Consolidated financial statements							
	Level 1		Level 2		Level 3		Total	
	2019	2018	2019	2018	2019	2018	2019	2018
Financial assets measured at fair value								
Held for trade investments*	-	-	912	2,276	-	-	912	2,276
Financial assets for which fair value are								
disclosed								
Investment properties	-	-	9,354	8,264	26,871	25,215	36,225	33,479

 $<sup>\</sup>ast$  Level 2 - The fair value determined by using the net asset value as published by the Asset Management

(Unit: Million Baht)

	Separate financial statements							
	Level 1		Level 2		Level 3		Total	
	2019	2018	2019	2018	2019	2018	2019	2018
Financial assets measured at fair value								
Held for trade investments*	-	-	72	571	-	-	72	571
Financial assets for which fair value are								
disclosed								
Investment properties	-	-	489	482	9,904	9,359	10,393	9,841

<sup>\*</sup> Level 2 - The fair value determined by using the net asset value as published by the Asset Management

#### NOTES TO FINACIAL STATEMENTS

MARCH 31, 2019

## 29. Pending lawsuits

As at March 31, 2019, the Company has pending lawsuits as summarized below:

- a) A number of the Group's customers have filed civil lawsuits demanding that the Company to return deposits and installments funds, in the aggregate amount of approximately Baht 118 million alleging that the Company had breached the purchase and sales agreements (March 31, 2018 : Baht 119 million). As at March 31, 2019, Baht 1.20 million (exclude accrued interest) is recorded in the financial statements (March 31, 2018: Baht 2 million).
- b) On January 16, 2015, the Company was sue that the Company had breached the reciprocal agreement. The plaintiffs claimed that the Company sold certain piece of land without the approval and consent of the plaintiffs who were the sole agent. Then, the plaintiffs sued the Company to transfer the land to the plaintiffs. If not, the Company has to pay compensation to the plaintiffs. The Company had submitted a statement to the Court on May 15, 2015 and the Court has judged to dismiss the case on August 25, 2016. The plaintiff has appialed to the Court on September 23, 2016, subsequently, The Company has filed an defense. Subsequently, on July 27, 2017, the Court of Appeal has dismissed the judgment. The plaintiff filed the petition and the Company filed the petition on December 26, 2017, and the Supreme Court has scheduled to hear the judgment on July 18, 2019.
- c) On January 31, 2017, seven holders of exchangeable notes in Swiss Francs term have jointly filed a petition for the winding up of Bangkok Land (Cayman Islands) Company Limited to the Grand Court of Cayman Islands claiming that Bangkok Land (Cayman Islands) Company Limited is insolvent and unable to pay principal and interest on the of exchangeable notes in Swiss Francs term, and on May 3, 2017, the Cayman Islands Court has issued an order to dismiss the company's winding up petition of the seven plaintiffs.
- d) On February 9, 2017, Deutsche Trustee Co., Ltd., Trustee of the 4.5% p.a. USD 150,000,000 exchangeable bonds due 2003 (the "Exchangeable Bonds"), filed a plaint in its own name and on behalf of the holders of the Exchangeable Bonds against Bangkok Land (Cayman Islands) Company Limited as the issuer of the Exchangeable Bonds and Bangkok Land Public Company Limited as the guarantor of the Exchangeable Bonds in the Commercial Court in London, England requiring the group company to repay the indebtedness under the Exchangeable Bonds and related indebtedness in the total amount of USD 34,280,463.12 and interest calculated on a daily basis of USD 2,328.22 a day.

Bangkok Land (Cayman Islands) Company Limited and Bangkok Land Public Company Limited have filed their defence and counterclaim on March 30, 2017, requesting the Court to enforce the plaintiff to return all the dividends that the Trustee has paid for the interest arrears and fees and expenses of the Trustee. The amount of debt claiming by the plaintiff was overrated. The Court was also requested to enforce the plaintiff to return a total of 212,096,990 shares pledged to Bangkok Land (Cayman Islands) Company Limited. On March 19, 2019, the Commercial Court of England sentenced Bangkok Land Public Company Limited and Bangkok Land

#### NOTES TO FINACIAL STATEMENTS

MARCH 31, 2019

(Cayman Islands) Limited to repay debt in US dollars bonds, including interest as money. number 28,201,848.12 US dollars and the cost of such litigation is 1,761,838.84 pounds sterling and the Company's lawyer commented that the judgment of the English court will not be in force in Thailand but the Deutsche Trustee must bring the case to the court in Thailand in order to the court in Thailand to have a judgment to force the Company (as the guarantor) to pay the such USD currency debt and the English court judgment can only be used as evidence in the case of Thailand. However, the Company has been sued for debt repayment in US dollars in Thailand and on October 1, 2012, the Central Intellectual Property and International Trade Court has a verdict in undecided case No. Kor. 20/2009, decided case No. Kor Kor. 202/2012, the judge dismissed the plaintiff because off precluded by prescription. Subsequently, on December 4, 2014, the Supreme Court of Intellectual Property and International Trade Litigation Division with the judgment of No. 15979/2014 by the confirmation of the judgment for the plaintiff under the Central Intellectual Property and International Trade Court which the case has final judgment.

In July 2018, Trustee has filed a petition to the Commercial Court, England requesting for issuance of the court's order for the interim anti-suit injunction to restrain Bangkok Land Public Company Limited and Bangkok Land (Cayman Islands) Company Limited from commencing and cease any proceeding in relation to the Trust Deed, the exchangeable bonds in US Dollar term or the shares pledged of Bangkok Land Public Company Limited, as well as discontinue any relevant case (if it already commenced), whether in Thailand or in any other jurisdiction. On July 27, 2018, the Commercial Court, England has issued an order as requested by the Trustee to restrain Bangkok Land Public Company Limited and Bangkok Land (Cayman Islands) Company Limited (including their directors, officers, or agents) from commencing and cease any proceeding in relation to the Trust Deed, the exchangeable bonds in US Dollar term or the shares pledged of Bangkok Land Public Company Limited, as well as discontinue any relevant case (if it already commenced), whether in Thailand or in any other jurisdiction, and to pay the Trustee the damages in the sum of GBP 40,712.16 (as at March 31, 2019, Baht 1.71 million).

The legal advisor of the Company has the opinion that although the plaintiff won the case abroad, the plaintiff must file a lawsuit against Bangkok Land Public Company Limited as a guarantor in Thailand as a new case. The foreign judgment could not be applicable and enforceable in Thailand. Therefore, the Company did not make such provision.

The lawyers of the group company have the opinion that all lawsuits in relation to the exchangeable notes in Swiss Francs term and the exchangeable bonds in US Dollar term have been cited that the status of limitations has expired. All holders were not the actual holders due to wrongful acquisition in accordance with the securities transfer under the laws of Switzerland and England (as the case may be).

#### NOTES TO FINACIAL STATEMENTS

#### MARCH 31, 2019

However, the Company filed a lawsuit against Deutsche Trustee and its partisans to prosecute in a court of Thailand, claiming damages of Baht 625.61 million. The court has scheduled an appointment to determine the proceedings on August 19, 2019.

# 30. Capital management

The primary objectives of the Company's and its subsidiaries' capital management are to maintain their abilities to continue as a going concern and to maintain an appropriate capital structure.

As at March 31, 2019, debt to equity ratio in the consolidated financial statements is 0.17: 1.00 (Separate: debt to equity ratio is 0.51: 1.00).

## 31. Commitments and contingent liabilities

- a) As at March 31, 2019, the Company's and its subsidiaries had capital commitments to the principal building contractor for the construction of real estate and rental and service agreements amounting to approximately Baht 339 million (Separate: Baht 31 million).
- b) As at March 31, 2019, the Company's and its subsidiaries had contingent liabilities in respect of bank guarantees issued by the banks on behalf of the Company and its subsidiaries in the normal course of business amounting to approximately Baht 100 million (Separate: Baht 43 million).
- c) As at March 31, 2019, and 2018, the subsidiary has a commitment in respect of payments in accordance with the service agreement as follows:

		(Unit : Million Baht)
	2019	2018
Payable:		
In up to 1 year	58	41
In over 1 and up to 5 years	45	33

d) The Company has a commitment in respect of payment in accordance with the agreement with BTS Group Holdings Public Company Limited ("BTS") to support the Pink Line Extension to Muang Thong Thani, Chaengwattana Rd. In this regards, the Company shall be responsible not over Baht 1,250 million, to cooperation on the construction cost of rail system of the Extension of the Pink Line and the 2 train stations at the Company's land near IMPACT Challenger and Muang Thong Thani's Lake, along with Baht 10 million per year for the operation and maintenance of the Extension throughout 30 years.

## NOTES TO FINACIAL STATEMENTS

MARCH 31, 2019

# 32. Events after the reporting period

At the Board of Directors Meeting No. 3/2019 of the REIT Manager held on May 27, 2019, the Board of Directors approved the appropriation of distribution of Baht 0.19 per unit, totaling amounting to Baht 281.68 million. Such interim distribution will be paid to its unitholders in June 2019.

# 33. Approval of financial statements

These financial statements have been approved by the Company's Board of Directors on May 30, 2019.