ATP 30 Public Company Limited Report and interim financial statements For the three-month and nine-month periods ended 30 September 2018

Independent Auditor's Report on Review of Interim Financial Information

To the Shareholders of ATP 30 Public Company Limited

I have reviewed the accompanying statement of financial position of ATP 30 Public Company Limited as at 30 September 2018, the related statements of comprehensive income for the threemonth and nine-month periods ended 30 September 2018, the related statements of changes in shareholders' equity and cash flows for the nine-month period then ended, as well as the condensed notes to the financial statements. Management is responsible for the preparation and presentation of this interim financial information in accordance with Thai Accounting Standard 34 *Interim Financial Reporting.* My responsibility is to express a conclusion on this interim financial information based on my review.

Scope of Review

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

Conclusion

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

Krongkaew Limkittikul Certified Public Accountant (Thailand) No. 5874

EY Office Limited Bangkok: 6 November 2018

Statement of financial position

As at 30 September 2018

		(Unit: Thousand Baht)
	<u>Note</u>	30 September 2018	31 December 2017
		(Unaudited	(Audited)
		but reviewed)	
Assets			
Current assets			
Cash and cash equivalents		26,970	35,485
Trade and other receivables	3	58,944	44,003
Inventories		939	698
Refundable withholding tax		3,395	2,896
Other current assets		13,536	13,597
Total current assets		103,784	96,679
Non-current assets			
Restricted bank deposit		829	8,949
Transportation vehicles	4	579,835	552,807
Leasehold improvement and equipment	5	9,076	9,348
Other non-current assets		1,180	1,080
Total non-current assets		590,920	572,184
Total assets		694,704	668,863

Statement of financial position (continued)

As at 30 September 2018

		(Unit: Thousand Baht)
	<u>Note</u>	30 September 2018	31 December 2017
		(Unaudited	(Audited)
		but reviewed)	
Liabilities and shareholders' equity			
Current liabilities			
Bank overdrafts	6	12,942	-
Trade and other payables	7	42,366	35,770
Current portion of liabilities under			
finance lease agreements	8	107,272	95,449
Other current liabilities		657	669
Total current liabilities		163,237	131,888
Non-current liabilities			
Liabilities under finance lease agreements,			
net of current portion	8	198,989	227,265
Deferred tax liabilities		21,732	16,840
Provision for long-term employee benefits		6,025	5,139
Other non-current liabilities		1,858	1,421
Total non-current liabilities		228,604	250,665
Total liabilities		391,841	382,553

Statement of financial position (continued)

As at 30 September 2018

.....

.....

Note	30 September 2018	31 December 2017
	(Unaudited	(Audited)
	but reviewed)	
Shareholders' equity		
Share capital		
Registered		
618,750,000 ordinary shares of Baht 0.25 each	154,688	154,688
Issued and fully paid-up 9		
523,463,781 ordinary shares		
(31 December 2017: 494,999,804 ordinary shares) of Baht 0.25 each	130,866	123,750
Share subscription received in advance9	-	22,493
Share premium 9	124,268	107,190
Retained earnings		
Appropriated - statutory reserve	6,400	6,400
Unappropriated	41,329	26,477
Total shareholders' equity	302,863	286,310
Total liabilities and shareholders' equity	694,704	668,863

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

.....

Directors

-

-

Statement of comprehensive income

For the three-month period ended 30 September 2018

Note	<u>2018</u>	<u>2017</u>
Profit or loss:		
Revenues		
Service income	109,880	89,509
Other income	329	327
Total revenues	110,209	89,836
Expenses		
Cost of services	81,981	67,134
Administrative expenses	11,680	9,921
Total expenses	93,661	77,055
Profit before finance cost and income tax expenses	16,548	12,781
Finance cost	(4,110)	(3,240)
Profit before income tax expenses	12,438	9,541
Tax expenses 11	(1,744)	(1,187)
Profit for the period	10,694	8,354
Other comprehensive income:		
Other comprehensive income for the period	-	-
Total comprehensive income for the period	10,694	8,354
Earnings per share12		
Basic earnings per share	0.020	0.017
Diluted earning per share	0.019	0.015

Statement of comprehensive income

For the nine-month period ended 30 September 2018

	(Unit: Thousand Baht, except	earnings per share exp	pressed in Baht)
	Note	<u>2018</u>	<u>2017</u>
Profit or loss:			
Revenues			
Service income		312,035	252,058
Other income		1,222	1,011
Total revenues		313,257	253,069
Expenses			
Cost of services		231,056	195,473
Administrative expenses		34,637	30,760
Total expenses		265,693	226,233
Profit before finance cost and income tax expense	ses	47,564	26,836
Finance cost		(12,176)	(10,075)
Profit before income tax expenses		35,388	16,761
Tax expenses	11	(4,892)	(1,067)
Profit for the period		30,496	15,694
Other comprehensive income:			
Other comprehensive income for the period		-	-
Total comprehensive income for the period	-	30,496	15,694
Earnings per share	12		
Basic earnings per share		0.058	0.032
Diluted earning per share		0.053	0.030

Cash flow statement

For the nine-month period ended 30 September 2018

	(Unit :	Thousand Baht)
	<u>2018</u>	<u>2017</u>
Cash flows from operating activities		
Profit before tax	35,388	16,761
Adjustments to reconcile profit before tax to		
net cash provided by (paid from) operating activities:		
Depreciation and amortisation	40,375	33,936
Loss (gain) on disposals and written-off transportation vehicles	(234)	66
Amortised gains from sales and leases back		
of transportation vechicles	-	(112)
Provision for long-term employee benefits	1,000	906
Interest income	(79)	(78)
Interest expenses	12,176	10,075
Profit from operating activities before		
changes in operating assets and liabilities	88,626	61,554
Operating assets (increase) decrease		
Trade and other receivables	(14,941)	(7,959)
Inventories	(240)	(385)
Other current assets	(368)	(1,358)
Other non-current assets	(261)	(479)
Operating liabilities increase (decrease)		
Trade and other payables	6,923	5,394
Other current liabilities	(12)	(204)
Other non-current liabilities	438	62
Cash flows from operating activities	80,165	56,625
Cash received from refundable withholding tax	2,895	2,628
Interest income	79	78
Cash paid for long-term employee benefits	(114)	(158)
Cash paid for interest expenses	(12,176)	(10,075)
Cash paid for corporate income tax	(2,966)	(2,442)
Net cash flows from operating activities	67,883	46,656

Cash flow statement (continued)

For the nine-month period ended 30 September 2018

	(Unit:	Thousand Baht)
	<u>2018</u>	<u>2017</u>
Cash flows from investing activities		
(Increase) decrease in restricted bank deposits	8,120	(6,038)
Cash paid for accounts payable - purchase of fixed assets	(835)	(304)
Acquisition of transportation vehicles and equipment	(6,193)	(13,337)
Proceeds from sales of transportation vehicles	1,460	650
Net cash flows from (used in) investing activities	2,552	(19,029)
Cash flows from financing activities		
Increase in bank overdrafts	12,942	-
Cash received from share subscription	1,701	-
Payment of liabilities under finance lease agreements	(77,949)	(55,054)
Dividend paid	(15,644)	(5,928)
Net cash flows used in financing activities	(78,950)	(60,982)
Net decrease in cash and cash equivalents	(8,515)	(33,355)
Cash and cash equivalents at beginning of period	35,485	44,995
Cash and cash equivalents at end of period	26,970	11,640
	-	
Supplemental cash flows information		
Non-cash items		
Increase of transportation vehicles from finance lease agreements	61,496	78,288
Purchase of fixed assets on credit	507	1,013

(Unaudited but reviewed)

ATP 30 Public Company Limited

Statement of changes in shareholders' equity

For the nine-month period ended 30 September 2018

(Unit: Thousand Baht)

	Issued and			Retained e	earnings	
	fully paid-up	Share subscription		Appropriated -		
	share capital	received in advance	Share premium	statutory reserve	Unappropriated	Total
Balance as at 1 January 2017	110,000	-	107,190	5,000	21,310	243,500
Stock dividend (Note 10)	13,750	-	-	-	(13,750)	-
Dividend paid (Note 10)	-	-	-	-	(5,931)	(5,931)
Profit for the period	-	-	-	-	15,694	15,694
Other comprehensive income for the period	-	-	-	-	-	-
Total comprehensive income for the period	-	-	-	-	15,694	15,694
Balance as at 30 September 2017	123,750	-	107,190	5,000	17,323	253,263
Balance as at 1 January 2018	123,750	22,493	107,190	6,400	26,477	286,310
Increase share capital (Note 9)	7,116	(22,493)	17,078	-	-	1,701
Dividend paid (Note 10)	-	-	-	-	(15,644)	(15,644)
Profit for the period	-	-	-	-	30,496	30,496
Other comprehensive income for the period	-	-	-	-	-	-
Total comprehensive income for the period	-	-	-	-	30,496	30,496
Balance as at 30 September 2018	130,866	-	124,268	6,400	41,329	302,863

Notes to interim financial statements

For the three-month and nine-month periods ended 30 September 2018

1. General information

1.1 Basis for the preparation of interim financial statements

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

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

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

1.2 New financial reporting standards

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

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

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

During the period, the Federation of Accounting Professions issued the financial reporting standard TFRS 15 Revenue from Contracts with Customers, which is effective for fiscal years beginning on or after 1 January 2019 and a set of 5 standards related to financial instruments, which are effective for fiscal years beginning on or after 1 January 2020. Key principles of these standards are summarised below.

TFRS 15 Revenue from Contracts with Customers

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

The management of the Company is currently evaluating the impact of this standard to the financial statements in the year when it is adopted.

Thai Financial Reporting Standards related to financial instruments

The set of TFRSs related to financial instruments consists of five accounting standards and interpretations, as follows:

Financial reporting standards:

TFRS 9	Financial Instruments
TFRS 7	Financial Instruments: Disclosures

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.

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

(Unit: Million Baht)

1.3 Significant accounting policies

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

2. Related party transactions

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

					(enter million Band)
	For the three-m	onth periods	For the nine-m	onth periods	
	ended 30 September		ended 30 September		Pricing policy
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	
Transactions with related parties					
Subcontract service	.1.2	1.2	3.6	3.3	As agreed price
Insurance expenses	1.6	1.3	4.8	3.6	As agreed price
Rental and service expenses	0.5	0.3	1.2	0.9	Contract price
Consultancy fee	0.2	0.2	0.5	0.5	As agreed price
Commissions	-	0.3	-	0.3	As agreed price

As at 30 September 2018 and 31 December 2017, the balances of the accounts between the Company and those related parties were as follows:

	(Unit: Thousand Baht		
	30 September 31 Decemb		
	2018	2017	
		(Audited)	
Prepaid insurance expenses - related party			
Thaisri Insurance Public Company Limited (Common Director)	4,066	3,863	
Trade accounts payable - related parties (Note 7)			
NPR Trans Tour Company Limited (Common management)	932	865	
Mr.Vinai Pumpit (Manager of the Company)	153	148	
Mr.Ampon Techakul (Managing director's brother)	149	129	
	1,234	1,142	

(Unaudited but reviewed)

	(Unit: Thousand Bah		
	30 September	31 December	
	2018	2017	
		(Audited)	
Other payables - related parties (Note 7)			
Accrued insurance expenses - Thaisri Insurance Public			
Company Limited (Common Director)	3,163	3,397	
Accrued consultancy fee - Mr.Viwat Kromadit (Director of			
the Company)	-	50	
Accrued rental and service expenses - Kromdit Park Company			
Limited (Common Director)	229	149	
Accrued commissions - Manager of the Company		230	
	3,392	3,826	

Directors and management's benefits

During the three-month and nine-month periods ended 30 September 2018 and 2017, the Company had employee benefit expenses payable to their directors and management as below.

			(Unit: 1	Thousand Baht)
	For the three-r	nonth periods	For the nine-r	month periods
	ended 30 September ended 30 Septe		September	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Short-term employee benefits	2,787	2,758	10,248	9,760
Post-employment benefits	96	85	289	256
Total	2,883	2,843	10,537	10,016

3. Trade and other receivables

The balances of trade and other receivables as at 30 September 2018 and 31 December 2017 aged on the basis of due dates, are summarised below.

	(Unit: Thousand Baht)		
	30 September 31 December		
	2018	2017	
		(Audited)	
Trade accounts receivable			
Aged on the basis of due dates			
Not yet due	53,609	41,989	
Past due			
Up to 3 months	2,125	169	
3 - 6 months	304	20	
Total trade accounts receivable	56,038	42,178	
Accrued services income	2,703	1,727	
Advance payment	51	86	
Other receivables	152	12	
Total trade and other receivables	58,944	44,003	

4. Transportation vehicles

Movements of the transportation vehicles account during nine-month period ended 30 September 2018 are summarised below.

	(Unit: Thousand Baht)
Net book value as at 1 January 2018	552,807
Acquisitions during the period - at cost	67,171
Disposals and written off during the period - net book value	
at disposal date	(1,226)
Depreciation for the period	(38,917)
Net book value as at 30 September 2018	579,835

As at 30 September 2018, the Company had transportation vehicles under finance lease agreements with net book values amounting to Baht 446 million (31 December 2017: Baht 439 million).

5. Leasehold improvement and equipment

Movements of the leasehold improvement and equipment account during nine-month period ended 30 September 2018 are summarised below.

	(Unit: Thousand Baht)
Net book value as at 1 January 2018	9,348
Acquisitions during the period - at cost	1,025
Depreciation for the period	(1,297)
Net book value as at 30 September 2018	9,076

6. Bank overdrafts

		(Uni	t: Thousand Baht)
	Interest rate	30 September	31 December
	(percent per annum)	2018	2017
			(Audited)
Bank overdrafts	MOR	12,942	-
Total		12,942	

As at 30 September 2018, the bank overdraft credit facilities of the Company which have not yet been drawn down amounted to Baht 11.1 million (31 December 2017: Nil).

7. Trade and other payables

	(Unit: Thousand Bał		
	30 September	31 December	
	2018	2017	
		(Audited)	
Trade accounts payable	29,121	24,833	
Trade accounts payable - related parties (Note 2)	1,234	1,142	
Other payables	788	562	
Accounts payables - purchase of fixed assets	507	835	
Accrued expenses	6,993	4,235	
Accrued expenses - related parties (Note 2)	3,392	3,826	
Advance receipt	331	337	
Total	42,366	35,770	

8. Liabilities under finance lease agreements

9.

	(Unit: Thousand Baht)		
	30 September 31 Decemb		
	2018	2017	
		(Audited)	
Liabilities under finance lease agreements	328,476	351,035	
Less: Deferred interest expenses	(22,215)	(28,321)	
Total	306,261	322,714	
Less: Portion due within one year	(107,272)	(95,449)	
Liabilities under finance lease agreements - net			
of current portion	198,989	227,265	

The Company has entered into the finance lease agreements with the leasing companies for rental of transportation vehicles for use in its operation, whereby it is committed to pay rental on a monthly basis. The terms of the agreements are generally 4 - 5 years.

Movements of the liabilities under finance lease agreements account during the nine-month period ended 30 September 2018 are summarised below.

	(Unit: Thousand Baht)
Balance as at 1 January 2018	322,714
Add: additional liability during the period	61,496
Less: payments during the period	(77,949)
Balance as at 30 September 2018	306,261
Warrants	

Outstanding as at 1 January 2018(Units)Outstanding as at 1 January 201897,286,933Exercised during the period(2,001,406)Outstanding as at 30 September 201895,285,527

In December 2017, the warrant holders exercised the warrant totaling 26.46 million units and the Company issued 26.46 million ordinary shares at Baht 0.25 per share, the exercise price is Baht 0.85 per share, totaling Baht 22.49 million. The Company registered the subscription of the newly issued and fully paid up shares with the Ministry of Commerce on 8 January 2018.

In June 2018, the warrant holders exercised the warrant totaling 2 million units and the Company issued 2 million ordinary shares at Baht 0.25 per share, the exercise price is Baht 0.85 per share, totaling Baht 1.7 million. The Company registered the subscription of the newly issued and fully paid up shares with the Ministry of Commerce on 4 July 2018.

10. Dividend

		Total	Dividend per
	Approved by	dividends	share
		(Million Baht)	(Baht)
Dividends for 2016	Annual General Meeting of		
	the shareholders on 3 April 2017		
- Cash		5.9	0.014
- Stock dividend		13.8	0.031
Total dividends for the nine-month			
period ended 30 September 2017		19.7	0.045
Dividends for 2017	Annual General Meeting of		
	the shareholders on 2 April 2018	15.6	0.030
Total dividends for the nine-month			
period ended 30 September 2018		15.6	0.030

11. Income tax

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

Income tax expenses for the three-month and nine-month periods ended 30 September 2018 and 2017 are made up as follows:

			(Unit: The	ousand Baht)
	For the three-n	nonth periods	For the nine-m	onth periods
	ended 30 September ended 30 Septer		eptember	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Current income tax:				
Interim corporate income tax charge	-	-	-	-
Deferred tax:				
Relating to origination and reversal of temporary				
differences	1,744	1,187	4,892	1,067
Tax expenses reported in the statement of				
comprehensive income	1,744	1,187	4,892	1,067

12. Earnings per share

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

Diluted earnings per share is calculated by dividing profit for the period (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the period plus the weighted average number of ordinary shares which would need to be issued to convert all dilutive potential ordinary shares into ordinary shares. The calculation assumes that the conversion took place either at the beginning of the period.

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

			weighteu avei	age number of		
	periods ended	30 September	ordinary	/ shares	Earnings p	er share
	2018	2017	2018	2017	2018	2017
	(Thousand	(Thousand	(Thousand	(Thousand	(Baht)	(Baht)
	Baht)	Baht)	Shares)	Shares)		
Basic earnings per share						
Profit for the period	10,694	8,354	523,464	495,000	0.020	0.017
Effect of dilutive potential ordinary shares						
Warrant offered to existing shareholders						
(ATP30-W1)			48,316	62,275		
Diluted earnings per share						
Profit attributable to equity holders of the						
Company assuming the conversion of						
warrants to ordinary shares	10,694	8,354	571,780	557,275	0.019	0.015
	Profit for the	nine-month	Weighted aver	age number of		
	periods ended	30 September	ordinary	v shares	Earnings p	er share
	2018	2017	2018	2017	2018	2017
	(Thousand	(Thousand	(Thousand	(Thousand	(Baht)	(Baht)
	Baht)	Baht)	Shares)	Shares)		
Basic earnings per share						
Profit for the period	30,496	15,694	522,152	495,000	0.058	0.032
Effect of dilutive potential ordinary shares						
Warrant offered to existing shareholders						
(ATP30-W1)			51,512	33,302		
Diluted earnings per share						
Profit attributable to equity holders of the						
Company assuming the conversion of						

Profit for the three-month Weighted average number of

13. Segment information

The Company's principal operating segment is transport services. Its operation is carried on only in Thailand. Segment performance is measured based on operating profit or loss, on a basis consistent with that used to measure operating profit or loss in the financial statements. Therefore, all of the revenues, operating profits and assets as reflected in these financial statements pertain exclusively to the aforementioned reportable operating segment and geographical area.

14. Commitments and contingent liabilities

14.1 Operating lease commitments

The Company has entered into several lease agreements in respect of the lease of land, building space and equipment. The terms of the agreements are generally between 3 to 5 years.

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

		(Unit: Million Baht)
	30 September 2018	31 December 2017
		(Audited)
Payable:		
In up to 1 year	3.2	2.4
In over 1 and up to 5 years	1.9	2.9

14.2 Long-term service commitment

The Company has entered into a service contract with a company ("the counterparty"), whereby the counterparty will provide services regarding financial advisory. The Company commits to pay a service fee of Baht 1 million which will due on 23 May 2019.

14.3 Bank guarantee

As at 30 September 2018, there were outstanding bank guarantees of Baht 6.7 million (31 December 2017: Baht 9.6 million) issued by banks on behalf of the Company as required in the normal course of business.

15. Approval of interim financial statements

These interim financial statements were authorised for issue by the Company's Board of Directors on 6 November 2018.