

# Jas asset

# 2020

# Annual Report

บริษัท เจเอเอส แอสเซต จำกัด (มหาชน)

**Contents**

<b>Financial Information</b> .....	1
<b>Message from the Board of Directors</b> .....	2
<b>Information about the Board of Directors and Executives</b> .....	3
<b>General information about the Company</b> .....	8
<b>Policy and business overview</b> .....	10
<b>Business Characteristics</b> .....	15
<b>Risk Factors</b> .....	22
<b>Shareholding Structure</b> .....	26
<b>Organization Structure</b> .....	27
<b>Report on Compliance with the Corporate Governance</b> .....	36
<b>Related Party Transactions</b> .....	46
<b>Financial Statements</b> .....	49
<b>Statement of the Audit Committee</b> .....	50
<b>Manangement and Discussion and Analysis</b> .....	52
<b>Corporate Social Responsibility Activities</b> .....	56
<b>Independent Auditor's Report</b> .....	58
<b>Statements of Financial Position</b> .....	66
<b>Notes to Consolidated Financial Statements</b> .....	75

**Financial information**

Unit: Million Baht

	<b>2018</b>	<b>2019</b>	<b>2020</b>
<b>Performance and Financial Status</b>			
Total income	915.7	928.5	523.6
Gross profit	156.2	169.5	326.7
Net profit	(24.1)	7.9	56.4
Total assets	2,409.5	2,310.3	3,237.6
Total liabilities	1,464.6	1,027.1	1,899.8
Shareholders' equity	944.9	1,283.1	1,337.8
<b>Key Financial Ratio</b>			
Return on equity (ROE)	-2.6%	0.6%	4.2%
Return on assets (ROA)	-1.0%	0.3%	1.7%
Debt/Equity ratio (D/E)	1.6	0.8	1.4
Earnings per share (Baht per share) (EPS)	1.55	0.03	0.07

**Message from the Board of Directors**

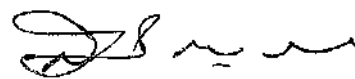
Dear Shareholders,

In 2020, the company is able to manage its business amidst the coronavirus crisis. By cost management and expenses related to the company's main business operations causing the company to have a net profit of 56.4 million baht. It is known that The Company operates a business related to the retail industry, with a business of managing rental spaces to retail sellers who sell mobile phones, accessories and develop community shopping centers (Community Mall). In the past year, it was inevitably affected by the government's lockdown situation. However, with cost management reducing the number of unprofitable branches and the management of the shopping center area causing the company to have little impact. And also the business has the highest net profit in the past 4 years.

Although the rental and service income in 2020 has declined from the past, the company has lower rental income from the shutdown of IT Junction branches that have failed to meet its goals. But the company has accelerated the increase in rental income by opening additional community malls in the year 2020. In the past, the company has opened a new shopping center with a full range which is located near the Amata Industrial Estate Chonburi Province which resulted in continued increase in income in the future. In addition, the company also has sales of condominium units in the New Era project.

However, in 2021, the situation of the coronavirus outbreak is still ongoing which such factors rather challenging with the management of the company with this factor causing the company to operate with caution. However, in 2021, the Company has a positive impact on its operations, namely the Company is in the process of developing a new shopping center project, "The Jas Green Village Khubon". There is a location on Khubon Road, Ram Inthra District. Expect to be able to complete and begin commercial operations with tenants. And recognize income in this quarter 4/2021.

On this occasion Jas Asset would like to thank our shareholders, customers, business partners, management and all employees that contribute to Jas Asset's continued growth in business. Jas Asset would like to assure you that we will operate our business professionally. And continually develop organizational capabilities along with implementing the Corporate Social Responsibility policy to be a role model for society in order for society to have a better quality of life forever.



(Mr. Sukhon Kanchanahatakij)  
Chairman of the Board



(Mr. Suphot Sirikulapas)  
Chief Executive Officer



**Information about the Board of Directors and Executives**

**Mr. Sukont Kanjanahattakit**

**Age:** 74 years old

**Position:** President/ Independent Committee

**Educational background:**

Bachelor's Degree in Accounting – Virginia Polytechnic and State University, USA  
 Master's Degree in Accounting – Virginia Polytechnic and State University, USA



**Training on Director's Roles:**

2007	Director Certification Program (DCP)	Thai Institute of Directors
2010	Audit Committee Program (ACP)	Thai Institute of Directors

**Experience:**

2015 - Present	President	JAS Asset Public Company Limited
2017 – Present	President	SRISAWAD FINANCE PUBLIC COMPANY LIMITED
2012 – Present	President	Srisawad Power 1979 Pcl
2014 – 2019	President	World Corporation Pcl
2009 – 2017	Vice President	CIMB Thai Bank Pcl Audit Committee and Independent Committee
2012 – 2014	Independent Committee	scan-inter company
2013 – 2015	Vice President/ Independent Committee	Thaisri Insurance President of Audit Committee

**Forbidden Qualifications**

1. No record of criminal offences of property corruption
2. No record of transactions which may cause conflicts of interest with the Company in the past years

**Mr. Adisak Sukumvitaya**

**Age:** 64 years old

**Position:** Director

**Educational background:**

Bachelor of Economics	Kasetsart University
Master of Economics	Kasetsart University



**Training on Director's Roles:**

2008	Director Accreditation Program (69/2008)	Thai Institute of Directors
2556	Senior Executive Management Program	Capital Market Academy (CMA) 15 <sup>th</sup>

**Experience:**

1990 – Present	Director/Chief Executive Officer	Jaymart Pcl
2016 – Present	Chairman of the Board	Jaymart Mobile Co., Ltd
2016 – Present	Chairman of the Board	Singer Thailand Pcl

2016 – Present	Chairman of the Board	SG Capital Co., Ltd
2012 – Present	President	JMT Network Services Pcl
1994 – 2012	Director	JMT Network Services Pcl
2012 – 2015	President	JAS Asset Pcl
2015 – Present	Director	JAS Asset Pcl
2013 – Present	Director	J&P (Thailand) Co., Ltd.
2013 – Present	Director	J Asset Management Co., Ltd.
2013 – Present	Director	Jaymart Insurance Broker Co., Ltd.
2013 – Present	Director	J Capital Co., Ltd.
2017 – Present	Director	J Ventures Co., Ltd.

**Forbidden Qualifications**

1. No record of criminal offences of property corruption
2. No record of transactions which may cause conflicts of interest with the Company in the past years

**Miss Yuvadee Pong-acha**

**Age:** 64 years old

**Position:** Director and Chairman of the Executive Director  
Nomination and Remuneration Committee



**Educational background:**

Bachelor’s degree Political Sciences, Thammasat University  
MBA Bridgeport University, USA

**Training on Director’s Roles:**

2008 Director Accreditation Program (69/2008) Thai Institute of Directors  
2018 Board Nomination and Compensation Program (6/2018)  
Thai Institute of Directors

**Experience:**

1990 – Present	Director	Jaymart Pcl
2004 – Present	Executive Director and Vice President	Jaymart Pcl
2016 - Present	Director	Jaymart Mobile Co., Ltd
2007 – Present	Director	JMT Network Services Pcl
2017 – Present	Director	J Ventures Co., Ltd
2007 – 2011	Managing Director	JMT Network Services Pcl
2011 – Present	President	J Fintech Co., Ltd.
2012 – Present	Director and Chairman of the Executive Director	JAS Asset Pcl
2013 – Present	Director	J&P (Thailand) Co., Ltd.
2013 – Present	Director	J Asset Management Co., Ltd
2013 – Present	Director	Jaymart Insurance Broker Co., Ltd.
2013 – Present	Director	Jaymart Holding Co., Ltd.
1981 – 1990	Deputy Director of Money Market Department	TISCO Securities Pcl
2002 – Present	Director	T.A.S. Asset Co., Ltd.

**Forbidden Qualifications**

1. No record of criminal offences of property corruption

2. No record of transactions which may cause conflicts of interest with the Company in the past years

**Mr. Suphot Sirikulapas**

**Age:** 45 years old

**Position:** Director and Executive Director  
and Chief Executive Officer



**Educational background:**

Bachelor's degree in Financial Economics	Ramkhamhaeng University
Master's degree in Management	Sripatum University

**Training on Director's Roles:**

2005	Director Certification Program	Thai Institute of Directors
------	--------------------------------	-----------------------------

**Experience:**

2015 – Present	Executive Director and Chief Executive Officer	JAS Asset Pcl
2014 – Present	Director	JAS Asset Pcl
2011 – 2015	Executive Director and Company's Secretary and Accounting and Finance Director	JMT Network Services Pcl
2013 – Present	Director	Jaymart Insurance Broker Co., Ltd.
2013 – Present	Director	J Asset Management Co., Ltd.
2006 – 2012	Financial Controller	Jaymart Pcl

**Forbidden Qualifications**

1. No record of criminal offences of property corruption
2. No record of transactions which may cause conflicts of interest with the Company in the past years

**Mr. Premon Pinskiul**

**Age :** 64 years old

**Nationality :** Thai

**Position :** Independent Committee and President of Audit Committee



**Educational background :**

Master of Business Administration	University of Detroit, USA
Master of Art (Economics)	University of Detroit, USA
Bachelor of Accounting	Thammasat University

**Training on Director's Roles :**

2009	Director Certification Program (DCP)	Thai Institute of Directors
2010	Audit Committee Program (ACP)	Thai Institute of Directors
2010	Monitoring fraud Management (MFM) 2/2010	Thai Institute of Directors
2010	Monitoring of the Quality of Financial Reporting (MFR) 10/2010	Thai Institute of Directors
2010	Monitoring the Internal Audit Function (MIA) 7/2010	Thai Institute of Directors

2010 Monitoring the System of Internal Control & Risk Management (MIR) 8/2010  
Thai Institute of Directors

**Experience:**

2013 – Present Independent Committee/President of Audit Committee JAS Asset Pcl  
2015 – Present Independent Committee/ President After You Pcl

Forbidden Qualifications

1. No record of criminal offences of property corruption
2. No record of transactions which may cause conflicts of interest with the Company in the past years

**Ms. Pannee Choedrum-phai**

**Age:** 65 years old

**Position:** Independent Committee and Audit Committee  
and Chairman of the Nomination and Remuneration committee



**Educational background:**

Bachelor's degree Faculty of Commerce and Accountancy, Marketing Department  
Chulalongkorn University  
MBA Northrop University, USA

**Training on Director's Roles:**

2007 Director Certification Program (DCP) (84/2007) Thai Institute of Directors  
2006 Director Accreditation Program (DAP) (59/2006) Thai Institute of Directors

**Experience:**

2013 – Present Independent Committee and Audit Committee JAS Asset Pcl  
and Chairman of the Nomination and Remuneration Committee  
2017 – Present Promotion Affairs Committee MAEJO University  
2010 – 2016 Assistant Managing Director Islamic Bank of Thailand  
2006 – 2010 Managing Director Thai Samut Asset Company Limited

Forbidden Qualifications

1. No record of criminal offences of property corruption
2. No record of transactions which may cause conflicts of interest with the Company in the past years

**Mr. Anucha Viriyachai**

**Age:** 65 years old

**Position :** Independent Committee and Audit Committee

**Educational background:**

Bachelor of Economics Thammasat University  
MBA Ohio University, USA



**Training on Director's Roles:**

2008 Director Accreditation Program (DAP) Thai Institute of Directors

**Experience:**

2013 – Present Director and Audit Committee JAS Asset Pcl  
2004 – 2015 Director and Chief Executive Officer Marketing Drive Worldwide  
(Thailand) Co., Ltd.  
2000 – 2015 Managing Director Prakit Holding Pcl  
2000 – 2015 Director and Chief Executive Officer Prakit Advertising Co., Ltd.

**Forbidden Qualifications**

1. No record of criminal offences of property corruption
2. No record of transactions which may cause conflicts of interest with the Company in the past years

## General Information about the Company

### JAS Asset Public Company Limited

Location of the Headquarters: 187,8<sup>th</sup> floor, Jaymart Building, Ramkhamhaeng Rd., Ratpathana, Saphansoong District, Bangkok 10240

Tel: 0-2308-9000

Fax: 0-2308-8088

Company registration number: 0107557000136

Website: [www.jasasset.co.th](http://www.jasasset.co.th)

Business type: Retail rental space and Retail Management business

Registered capital: 994,160,212 Baht consisting 994,160,212 ordinary shares  
Par Value 1 Baht (31 December 2020)

Paid-up registered capital: 793,807,290 Baht consisting of 793,807,290 ordinary shares  
Par Value 1 Baht (31 December 2020)

### Securities Registrar

Company	:	Thailand Securities Depository Co., Ltd.
Headquarters	:	4-7 Floor, 62 The Stock Exchange of Thailand Building Ratchadaphisek Road, Klongtoey Subdistrict, Klongtoey District, Bangkok 10110
Telephone	:	02-229-2800
Fax	:	02-359-1259

### Auditor

Company	:	<b>EY Office Limited</b> Ms.Nongluck Poomnoi Auditor's License No. 4172 Ms.Rungnapa Lertsuwankul Auditor's License No. 3516 Ms.Ratana Jala Auditor's License No. 3734 Ms.Pimjai Manitkajohnkit Auditor's License No. 4521 Ms.Wanvilai Petsang Auditor's License No. 5315 Ms.Rosaporn Decharkom Auditor's License No. 5659 Ms.Sumana Punpongsanon Auditor's License No. 5872
Headquarters	:	33 <sup>rd</sup> Floor,Lake Rajada Office Complex 193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110
Telephone	:	0-2264-0777, 0-2264-9190
Fax	:	0-2264-0789-90



**Legal Advisor**

Company	:	CMT Consulting Company Limited
Head Office Address	:	75 Soi Pueung-Mee11 Bangchak Sub District Phrakhanong District Bangkok 10260
Telephone	:	08-1836-7236
Fax	:	-

**Other information**

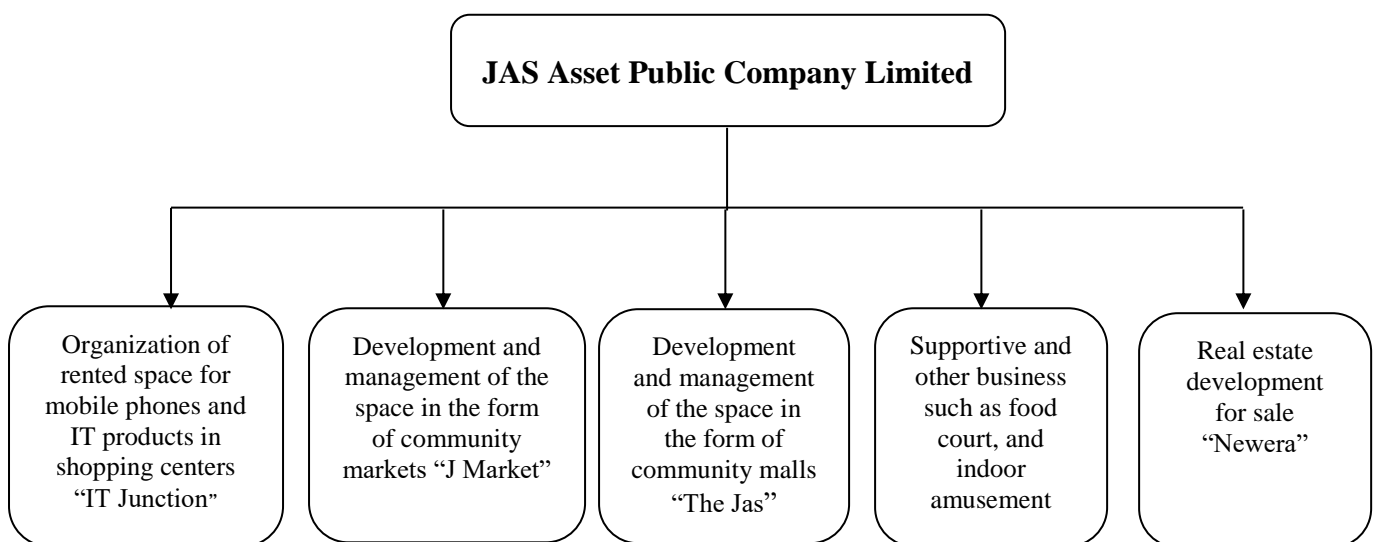
- None-

**Policy and business overview**

**1. Business Characteristics**

JAS Asset Public Company Limited (“Company”) was established on 4 January 2012 with 1,000,000 Baht paid-up registered capital. The objective of the Company is to run the business of organizing the rented space in shopping centers with an emphasis on the mobile phone and IT product zones. The Company has started its business since 2000 as one of the divisions of Jaymart Public Company Limited (“Jaymart”). At that time, Jaymart had been expanding its business of rented space organization in shopping centers. The business had been kicked off Big C Supermarket, Nakhonpathom by organizing “IT Junction” zones for mobile phones and IT products which were allocated to retail sellers. The rented space organization business has been expanded contagiously until it became a major business of the Company. In 2012 and 2015, the Company expanded its business to the development and management of the rented space in the form of community markets and community malls, respectively.

Currently, the Company’s real estate business can be divided into 5 groups, which are 1) Organization of rented space for mobile phones and IT products in shopping centers for retail sellers under the name of “IT Junction”, 2) Development and management of the space in the form of community markets under the name of “J Market” and 3) Development and management of the space in the form of community malls under the name of “The Jas” and “The Jas Urban”. 4) Supportive and other business such as food court management brand “Urban Food Ville”, Indoor amusement park brand “Totem Kingdom” 5) Property Development for Sale: Condominium Project “Newera Condominium”



**2. Company’s business**

**1. Junction” Organization of rented space for mobile phones and IT products in shopping centers for retail sellers under the name of “IT Junction”**

The Company is the organizer of rented space for mobile phones and IT products in shopping centers or in other potential space such as Big C or Central Shopping Mall for subleasing to retail sellers. First, the Company rents part of the space from the shopping centers or big department stores who own the space. Then, the rented space will be modified and decorated before subleasing to retail sellers. The Company will provide maintenance and management of

such rented space throughout the lease term. The objective of the business is to arrange the rented space to be the center of mobile phones and IT products under the name “IT Junction”.

On 31 December 2020, the Company has 32 branches of IT Junction rented space projects. The total rented space is 5,505 square meters which covers the areas in Bangkok metropolitan, the nearby cities and other big provinces in Thailand.

## **2. Development and management of the space in the form of community markets under the name of “J Market”**

In 2012, the Company planned to expand its business to real estate development and management of the space around the community markets including local markets and food markets. The Company manages to rent the land and/or the building from the original owners. Then, the rented facilities are decorated and allotted before subleasing to retail sellers under the name “J Market”. Amornpan Market is the first community market developed under this project. It is situated at the other side of Kasetsart University. The market is managed under the name “J Market @ Amornpan Kaset”. In 2014, there were 2 additional projects in Keha Thani 4 Village, Prat Pattana Road and on Baan Saima Road. In 2015, J Market Lad Plakhao (J. Night Market) was established on Lad Plakhao Road.

In summary, as of 31 December 2020, the Company has managed 3 community markets under the name J Market, which include (1) J Market @ Amornpan Kaset, (2) J Market Saima, and (3) J. Night Market. The company returned the area of the J Market Rat Pattana at the end of Year 2020.

## **3. Development and management of the space in the form of community malls under the name of “The Jas”**

In 2014, the Company started the development and management of the space in the form of community mall. The first project is “The Jas Wanghin” located on Ladprao-Wanghin Road, Ladprao District, Bangkok, which covers the area of 5 rai, 2 ngarn, 20 square wah (8,880 square meters). The total rented space is 5,750 square meters, which has been available since November 2014. After that, the Company has developed another 2 projects, which are The Jas Ramintra, located on Lad Plakhao Road, Baangkhen District, Bangkok, having the total area of 9 rai (14,400 square meters) with the rented space of 12,000 square meters available since September 2015.

In 2016, the Company developed the new community mall project, namely The JAS Urban Srinakarin, which located on Srinakarin Road. The project has total area 11 rai with rented space of 19,850 square meters and available since November 2016

In 2020, the company has developed The Jas Village Amata Project, the first community shopping center located outside of Bangkok, with a project area of approximately 18 rai, 1 wa, 12 ngan, with a total leasable area of approximately 8,700 square meters.

The company is currently in the process of constructing a new community shopping center project. With a location on Khubon Road, Khlong Sam Wa District, Bangkok under the project called The Jas Village Khubon, which has a development area of approximately 21 rai, which has started construction and it is completed, expected to be operational in the 4th quarter of 2021.

## **4. Property Development for Sale: Condominium Project**

In 2018, the Company started to develop a condominium project “Newera Condominium” which has a location on Soi Sukontasawat 38, Sukontasawat Road, Ladproa, and Bangkok. Newera Condominium is a low rise type residential building with 8 storey total unit for sale is 177 units.

The construction of the project is completed and ready to transfer to customer. Current the Company transfer 70% of total unit sold and about to transfer the available units within 2020.

### 3. Company’s Vision and Goals

#### Vision

- To be the leader of rental spaces management in shopping malls as well as real estate developer for the better lives in the neighborhood.

#### Mission

- To become the largest rental space management operator in shopping malls.
- Develop property projects that serve community demands
- Commit to good corporate governance in Business Corporation. Take good care of the employee, business partner and the society.

#### Goals

The Company aims to become a leader in organizing the rented space in shopping centers in part of mobile phones and IT product zone under the name “IT Junction” by focusing on the rented space in potential shopping centers in Bangkok and other provinces around the country. In addition, the Company has expanded 2 more business lines, which re community markets under the name “J Market” and community malls under the name “The Jas”.

Currently, the Company has the total rented space of over 56,000 square meters and aims to expand the businesses, including rental space management in shopping malls and property development (IT Junction, J.Market and The JAS). The expansion plan is as follows:

1. Expanding the business of organization of rented space in shopping centers in part of mobile phones and IT products to cover all of the existing branches of the shopping centers and all of their future expanded branches. The expansion will be made in consideration of the location and potential of each branch as well as the return of investment in each project before the investment decision is made.
2. Investing more on community markets and community malls in consideration of the location and potential of the land as well as the return of the investment. In 2020, the Company is on process of develop new community mall project “The Jas Village Amata” which expect to complete and open in 3<sup>rd</sup> quarter of 2020. This project has 10,000 square meters for leasable area. Moreover, the Company started a new project “JAS Village Khubon” with 11,000 square meter leasable area with target to open in 2021.

### 4. Key Development and milestones

Year	Milestone
2000	<ul style="list-style-type: none"> <li>▪ Jaymart started the business of organization of rented space in shopping centers in part of mobile phones and IT products by renting part of the space from Big C Super Center Nakhonpathom for renovating and subleasing the space to retail seller under the name “IT Junction”. Jaymart has been expanding this business continuously. In 2009, Jaymart owned 26 branches of IT Junction nationwide, and on 31 December 2011 (before the establishment of the Company), Jaymart had 28 branches of IT Junction around the country.</li> </ul>

Year	Milestone
2012	<ul style="list-style-type: none"> <li>▪ In January 2012, Jaymart established JAS Asset Co., Ltd. with the registered capital of 1 million Baht consisting of 1 million ordinary shares of which par value was 10 Baht per share, with an aim to run the real estate development business. In the same year, Jaymart reorganized its business structure by transferring all of the business respecting real estate to JAS Asset, and in October 2012, JAS Asset increased its registered capital from 1 million Baht to 50 million Baht (Par value 10 Baht).</li> <li>▪ In September 2012, the Company started the first community market at Amornpan Market located at the other side of Kasetsart University under the name “J Market @ Amornpan Kaset”.</li> </ul>
2013	<ul style="list-style-type: none"> <li>▪ The Company established more 30 branches of IT Junction in 2013, making a total of 42 branches nationwide in 2013.</li> </ul>
2014	<ul style="list-style-type: none"> <li>▪ In April 2014, the Company registered as a Public Company Limited and changed its name to JAS Asset Public Company Limited.</li> <li>▪ The Board of Directors’ Meeting No. 2/2014 agreed on changing the par value from 10 Baht per share to 1 Baht per share and adding 320.39 million Baht to its existing registered capital of 50 million Baht, making a total of 370.39 million Baht of the registered capital.</li> <li>▪ In May 2014, the Company started the second community market in Keha Thani 4 Village, Rat Pattana Road, Sapansoong District under the name J Market Rat Pattana”.</li> <li>▪ In November 2014, the Company launched the “Jas Wanghin” Project, which is the first development and management of the community mall space project of the Company. Further, in the same month, the Company started the third community market on Baan Saima Road under the name “J Market Saima”.</li> </ul>
2015	<ul style="list-style-type: none"> <li>▪ In September 2015, the Company launched the second community mall which is “The Jas Ramintra”, and in the same month, the “J Night” Market was open on Lad Plakhao Road.</li> </ul>
2016	<ul style="list-style-type: none"> <li>▪ The company had gotten an resolution from AGM No.1/2016 to launch The Jas Urban Srinakarin</li> <li>▪ In November 2016, the company run project “The Jas Urban Srinakarin” , the third Community Mall, which was the biggest Community Mall that had been opened and got the good feedback from customer and shops.</li> </ul>
2017	<ul style="list-style-type: none"> <li>▪ The Company establish “Beans and Brown Co.,Ltd” to acquired Coffee Shop brand “Casa Lapin” and “Rabb Coffee”</li> <li>▪ The Extraordinary Shareholders Meeting No.1/2017 passed a resolution to approve the capital increase by Ganeral Mandate Scheme. This make the Company increase its paid-up capital by issuing rihg offer to the exist shareholders.</li> </ul>
2018	<ul style="list-style-type: none"> <li>▪ Business by acquiring Coffee Shop brand “Casa Lapin” and “Rabb Coffee” which will increase 13 shop in the end of year.</li> </ul>
2019	<ul style="list-style-type: none"> <li>▪ The Annual General Meeting of Shareholder 2019 on 17 April 2019 approved an increasing of register capital for 601,058,766 baht from 480,847,012 baht to be total register capital of 1,081,905,778 baht. By issue new share for 601,058,766 shares with par value of 1 baht. and approved to amend the Article of Association of the Company Article 4.</li> </ul>

Year	Milestone
	<ul style="list-style-type: none"> <li>The Annual General Meeting of Shareholder approved to allocate and offer warrant not exceeding 200,352,922 unit for right offering to the shareholders.</li> <li>The Board of Directors Meeting No.7/2019 approved to divest existing shares of Beans and Brown Co., Ltd. to Jaymart Public Company Limited.</li> </ul>
2020	<ul style="list-style-type: none"> <li>The Board of Directors Meeting No. 1/2020 approved the construction of a new shopping center (The Jas Village Khubon) within the amount of Baht 615.6 million and approved the registration of leasehold rights for land for the new shopping center project.</li> <li>The 2020 Annual General Meeting of Shareholders approved the reduction of the Company's registered capital from 1,081,905,778 baht to 994,160,212 baht by eliminating 87,745,566 unissued registered shares with a par value 1.00 baht and an amendment to Clause 4 of the Company's Memorandum of Association to be in line with the reduction of registered capital.</li> </ul>

### 5. Relationship between the Business Groups of the Majority Shareholders

The Company is a subsidiary of Jaymart Group, which is comprised of Jaymart Public Company Limited, JMT Network Services Public Company Limited (“JMT”), and the Company. Jaymart holds the majority of the shares (74.97%) of the paid-up.

Regarding the business, the Company manages the organization of the rented space in shopping centers in part of mobile phones and IT products. The major income is obtained from space rental. However, Jaymart’s business focuses on mobile phones, accessories and IT products distributed through Jaymart shops. JMT provides the debt collection services, distressed debt management and auto loan. J Capital focuses on overseas investment to support Jaymart’s business. Therefore, the companies in Jaymart Group have no relationship with or competition against the Company. Nevertheless, the Company and Jaymart have an important related party transaction which is the Company’s space rented by Jaymart for expanding Jaymart’s branches. This transaction is deemed a normal business transaction, and the Company’s rent is similar to the market rate. Jaymart Group’s shareholding structure can be summarized as follows:

### The Structure of the Jaymart Group as at 31 December 2020





## Business Characteristics

The Company operates its business in three main formats, which are (1) management of rental areas in shopping centers for mobile phones and technology products (under the name "IT Junction") and (2) area development and management in terms of models. Community Market ("under the name J Market") and (3) the development and management of the area in the form of a community mall ("Under The Jas"). Currently, the main business of the Group is the management of rental space in the shopping center for mobile phones and technology products which accounts for approximately 70% of the Company's total income. Due to the business development and management of the community market area and the community shopping center of the company is still in the early stages. The Company's revenue structure classified by business group for the year 2018 - 2020 can be summarized as follows:

	Income by business type	2018		2019		2020	
		MB	%	MB	%	MB	%
1	Rental space management business (IT Junction)	389.5	56.6%	299.5	49.5%	178.0	43.5%
2	Community Market Business (J Market)	27.2	4.0%	26.5	4.5%	20.6	5.1%
3	Community shopping center business (The Jas)	225.1	32.7%	218.6	36.2%	178.2	43.6%
4	Sales promotion income and other income *	46.3	6.7%	58.9	9.8%	32.0	7.8%
	<b>Total</b>	<b>688.1</b>	<b>100.0%</b>	<b>603.5</b>	<b>100.0%</b>	<b>408.8</b>	<b>100%</b>

Note: Promotion income and other income are advertising revenue in the common area. And fines for customers who rented the space that were paid late.

### 2.1. Management of rental space in the shopping center in the area of mobile phone and technology products (Under the name IT Junction)

Mobile phone and technology product rental management business It is the main business of the company that started in 2000. From the fact that Jay Mart, the parent company Renting space in the mobile phone segment And technology products In Big C shopping center, Nakhon Pathom Province to be managed and rented under the name "IT Junction" In the beginning, the business was still operated under Jay Mart has foresawed an opportunity for growth in the said business. Therefore, the company was established to operate rental property management and real estate related businesses that will expand in the future in order to make the management as well as expanding the work in the future to be more efficient.

#### (1) Characteristics of products or services

The Company manages the rental area in the shopping center for mobile phone and technology products in order to allocate to retail customers for further rental. It started with renting some space from the landlord that could be a large shopping center or a potential selling area such as inside a Big C shopping center to improve and decorate before allocation to the Company's retail customers.

Most of which are operators of mobile phones and / or accessories. The company will be in charge of managing such areas throughout the lease term. In 2012; the company had a total of 30 IT Junction branches and increased to 42 branches and 44 branches in 2013 and 2014, respectively. And in the year 2015, the company has a total of 47 IT Junction branches. The expansion of the IT Junction branch has been largely attributed to the company's experience in

managing the space and the strong relationship with the landlord which makes the landlord of the area believe in the operation of the company. As of December 31, 2020, the company has 32 branches and has a total of 5,505 square meters of space for rent in IT Junction, covering areas in Bangkok, suburbs and other provinces.

## **(2) Marketing and Competition**

### **Characteristics of customers and target customers**

The company's customers can be divided into 2 types:

1. General retail tenants and
2. Tenant group

An area of medium or large enterprise with its own brand, the details of each type of customer are as follows;

#### **1. General retail tenants**

The small corporate customers or general person that opened a sub-store for selling mobile phones and accessories. Such customers may have only one retail store or may have more than one shop. Most retail stores do not have a brand and use a small amount of investment per store. The main factors affecting the decision to rent space for this group of customers are the location of the store. Most small tenants want the store to be in a clearly visible walkway and close to the event area. This is due to organizing marketing activities will help attract and create more consumer interest to walk in the project. In addition, if any retail tenant has been able to provide service in the Company's branch, it is successful. It tends to be more likely to rent space in other locations of the Company. Or expand additional areas in the same branch of the company; most of the Company's customers are among the general retail tenants.

#### **2. Group of tenants of medium or large enterprise with their own brand**

Corporate customers who are famous brands that opened a store for selling mobile phones and / or accessories or to provide various services related to mobile phones. The factors in considering the rental decision of such customers depend mainly on the rental area and the rental price. This type of customer needs a larger rental space than general retail tenants. And this group of entrepreneurs attaches great importance to the store decoration and therefore has a rather high investment cost and has a longer rental period than general retail tenants.

## **(3) Industry**

This is due to the business of managing rental areas in shopping centers in terms of mobile phones and technology products. In-depth studies of specific businesses have not yet been conducted. Such as the need for space, total rental space, therefore, it is not possible to analyze the overall picture of such a specific business. However, the Company's management estimates that the growth rate of the rental management business in shopping centers in terms of mobile phones and technology products will be higher in line with the retail business. This is because it is part of a shopping center like a retail business. And there are factors affecting demand for retail space as well, namely economic growth rate and Consumer confidence is essential.

However, if only players in the shopping center rental management business may compete with the Company can be divided into 2 types as follows;

1. Management of areas in shopping centers or specialized shopping centers such as The Mall, Central, Big C, Tesco Lotus, Pantip. Plaza or Tukcom. In which some shopping centers will have separate product zones, Cell phones and tech goods

leave the normal zone. The owner of the shopping center is usually the operator of the area by themselves.

2. Area management by experts in area management in the same way as IT Junction project which Operators of this nature for example, IT Plaza Company Limited or TG Cellular World Company Limited, etc. The Company is the only operator that manages rental space for mobile phone and technology products in Big C Shopping Center.

## **2.1 Development and management of the area in the form of a community market (J Market)**

The business of developing and managing the area in the form of a community market It is a project that originated from the concept that the company wants to expand the real estate development business and manage the area surrounding the market or shopping center that is a community source such as Flea market or fresh market in order to generate income for the company another channel. The company will rent space from the landlord for improvement and allocation with the form of letting the area manager to rent the space for further allocation or manage the area in the said project by itself. The model of the community market will target low-middle customers which is a large customer base.

As of December 31, 2020, the Company has a total of 4 projects of J Market, which are (1) J Market at Amonphan Kaset project (2) J Market Kheha Thani project (3) J Market Sai Ma project (4) J Market Lat Pla Khao (The Walking Plearn Market Project) at Ladplakhao Road, Bang Khen District, Bangkok with the format of a night market. The company has returned to J Market, Kheha Thani 4 in December 2020.

### **(1) Characteristics of products or services**

#### **Project J Market at Amonphan Kaset**

This is the first project developed by the company to develop and manage the area in the form of a community market, located at Amonphan Market, Phaholyothin Road, Bang Khen District, Bangkok. The Company made land and building lease agreements in the area of Amonphan Market from the existing owners in order to improve, decorate and allocate space for rent. The project has a total rental area of 3,300 square meters. Tenants within the J Market at Amonphan Kaset project include a fresh market, a convenience store, food and beverage store and beauty salons, etc., with the company managing all such projects.

#### **J Market Ratpattana Project**

This is the second project that the company develops and manages in a community market model. Started operations in September 2014, located at the village of Kheha Thani 4, Rat Phatthana Road, Saphan Sung District. The Company has entered into a rental agreement for the area surrounding Mini Big C for improvement and allocation of space for rent to those interested in the total area of 1,490 square meters. At present, the Company has returned the area of the J Market Rat Phatthana project.

#### **J Market Sai Ma Project**

This is the third project that the company develops and manages in a community market model. Start in November 2014, Ban Sai Ma Road, Muang District, Nonthaburi Province. The Company entered into an area lease agreement with the landlord, whose surrounding area includes Mini Big C and 7-eleven convenience stores, and then renovated and allocated space for rent to interested tenants. Current condition of the J Market Sai Ma project is a community market with tenants within the project, such as sub-shops, restaurants and miscellaneous shops.

**Walking Plearn Market Project (formerly J Night Lad Pla Khao Project)**

This is the fourth project that the company develops and manages in a community market model, opened in September 2015. For the Walking Plearn Market Project (formerly J Night Lad Pla Khao Project) at Ladplakhao Road, Bang Khen District, Bangkok, the project model will be different from the 3 projects above. It is a night market style. Service hours: 17:00 - 24:00 which consists of a market zone, food zone and miscellaneous shops. Target to meet the needs of the neighboring communities with many residents. And with the location opposite The Jas Ramintra project, it can help each other in marketing and increasing customer traffic.

**(1) Marketing and competition****Characteristics of customers and target customers**

The Company's customers in the development and management business in the form of a community market It can be divided into 2 types according to the nature of the project as follows.

**Project J Market at Amonphan Kaset**

J Market at Amonphan Kaset Project is an area for rent within a commercial building and surrounding areas. Groups of tenants are divided as follows:

1. General Retail Tenants - These tenants are mostly individual customers or small legal entities who want to have their own business such as games shop, tutoring school, sundry shop, food shop, fresh market which does not have their own brand.
2. Own-branded tenants - These tenants are branded tenants. For example, Watson, the tenants of this group will need a space that is suitable for their business and good location.

**Project J Market Ratpattana and Sai Ma**

1. The J Market, Ratthana and Sai Ma projects feature open space for rent close to the community. Therefore, there are customer groups that are different from the J Market at Amonphun Kaset project, which can be divided as follows: General Retail Tenants - These tenants are individual customers who want to have their own stores such as food and beverage shops, miscellaneous goods stores.
2. Small market area managers - Tenants of this area are those who have experience in managing areas. Manage a flea market or a fresh market by contracting an area to be allocated and divided to small tenants to rent further.

**Walking Plearn Market Project (formerly J Night Lad Pla Khao Project)**

The Walking Plearn Market Project (formerly J Night Lad Pla Khao Project) features both an open space and a room near the community which can be divided as follows;

1. General retail tenants - both in shop, open space and room tenants. Personal customers who want to have their own shop such as fashion boutiques, food and beverage shops, and miscellaneous goods stores.
2. Own Branding Tenants - These tenants are established tenants own brand - There may be more than one branch and needs a large room, such as a restaurant, liquor store. This group of tenants will want a large rental area for doing business and in a good location.

**(3) Industry**

Business development and area management in the form of a community market is a business spreading down to various sub-communities which has not been studied and analyzed in-depth statistical data for specific businesses or the information in the said business is sufficient to analyze the overall business of the said business. However, the Company's management estimates that most of its competitors in the said business are owners of nearby flea market leased areas, most of them general persons. And the growth rate of the said

business will be in line with the retail business. This is because the occupancy rate in the community market model has the same impact on the demand for retail space, namely economic growth rate and consumer confidence.

### **2.1. Development and management of the area in the form of a community shopping center (The Jas)**

Business development and area management in the form of a community mall (“under the name of The Jas”) It is a project that emerged from the concept of a company that wants to expand the real estate development business that generates income continuously. In which the Company will invest in land purchases or make long-term land lease agreements to develop and manage projects in the model of Community Mall. In 2012, the company has invested in land in Lad Phrao Wang Hin Road, Lat Phrao Subdistrict, Lat Phrao District, area 5 rai 2 ngan 20 square wah (total 2,220 square wah) to develop the Jas Wanghin shopping center project. Later the company developed the second project by entering into a long-term land lease agreement. In 2015, The Jas project was launched, the second branch is The Jas Ramintra, at Ladplakhao Road, Bang Khen District, Bangkok over 9 rai of land and in 2016 the company has entered into a long-term land lease agreement on an area of over 11 rai with a location in the Srinakarin Road area to be the location of the company's 3rd community shopping center, Jas Urban Srinakarin Project has opened for operation at the end of 2018. For the year 2019, the company rented land on Sukprayoon Road, Na Pa Subdistrict, Chonburi province for the construction of the 4th community shopping center project, JAS Village Amata Chonburi. The construction was completed and operated in August 2020 and in February 2020, the Company entered into a land lease agreement on Khubon Road, Khlong Sam Wa District, to be the location of the JAS Green Village Kubon Project, which is currently under construction and planning will open for operation in the fourth quarter of 2021.

#### **Characteristics of products or services**

##### The Jas Wanghin Project

It is a Community Mall in the model of an Open Shopping Center. The highlight of the project is the location of the project surrounded by residences. It is an area with a high population density and there are transport lines that can access many routes including the allocation of space (Tenant Mix) that is appropriate and consistent with the daily use of the target customers who are housewives, families and residents in the area. It will focus on food and beverage stores, accounting for 60 percent of the rental space. In addition, the project has more than 250 car parks, enough to accommodate a group of customers who come to use the service.

##### The Jas Ramintra Project

It is the second community mall of the company in the model of an Open Shopping Center. The highlight of the project is the location of the project surrounded by residential expansion continued to be close to the Pink Line that will occur in the future. In addition, there are villages and condominium projects surrounding the project. In terms of rental area allocation, we have managed to diversify to meet target groups whether it is a food store. Beauty, fitness and education centers such as Starbucks, Max Value 24 hours, Mr. DIY, Amazon Café, KFC, MK restaurant, etc., and there are more than 350 parking buildings, enough to accommodate customers who come to use the service.

##### The Jas Urban Srinakarin Project

It is a community mall (Community Mall) in a mixed format with both an open mall (Open Mall) and a closed mall (Close Mall). Both buildings have a walkway and a connecting area on Srinakarin Road. It is a shopping center that focuses on modern design. There is a green



area both inside. And outside the building So that customers can feel the shady, not congested, there is a beautiful corner for taking pictures With stores that are the main tenants such as Starbuck Top Super Market, SF Theater, etc.

For the community shopping center development business segment, the company is currently in the process of developing a new shopping center project which has a location at Bangkok, The Jas Village Kubon project, which started construction in the 4th quarter of 2021.

### **Industry**

The overall outlook of the retail business in 2020 shows signs of a contraction in the retail sector as a result of the impact of the coronavirus outbreak situation. As a result, the overall picture of the retail industry is expected to contract by approximately 6.3% (according to the Kasikorn Research Center). The malls were affected by the government's lockdown measures by temporarily closing the shopping center in early 2020. And to open only the part that is the purchase of consumer products only. However, the Company's shopping center is an open shopping center, so it can still operate. In the future, the company also sees the potential for growth in the retail industry, especially focusing on building synergy with Jay Mart's group of companies to jointly create business opportunities both in Bangkok and upcountry. JAS Asset is a real estate development company in the Jay Mart group which will build the real estate foundation for the group in the future.

### **Marketing and Competition**

#### **Characteristics of customers and target customers**

Customers of the 3 projects of The Jas, the Company can be divided into 2 categories: main tenants and small tenants with details as follows;

1. Main Tenants - The Jas has main tenants: Tops Market, Starbucks, Max value, MK Restaurant, Yayoi, Swensens, etc. The company will carefully select each main tenant in accordance with the needs of the users. This will result in the image of the project. The tenants in this group are important and necessary for the project. Because it is a store that attracts small tenants and service users of the project.
2. Small Tenants - The Jas has a group of small tenants who sell other products or services. Apart from goods or services of the main tenants group. This will help the project to have a wide variety of products and services to cover the demand of the users as much as possible.

The company will regularly monitor the business operation of the tenants and analyze the market data. In order to make all tenant ingredients as suitable for the user as possible including finding new tenants with trending products or services to create new and increase the variety of products and services in the project.

#### **Target customers (User of The JAS Project)**

The target customers who come to the 4 projects of The Jas are families and residents or working in the nearby area for 3-5 km. There is a transport that can be accessed on many routes.

#### **2.4 Real estate development (Newera Condominium)**

Currently, the company has developed a condominium project under the brand "Newera" ready for sale and transfer to customers, located at Soi Sukonthasawat 38, Sukon Sawat Road which can connect to Ekamai Ramintra Line. There is land in the development of 1 rai, 3 ngan, 88 wa with 177 rooms for sale, 8 floors. The concept of the project is "WELCOME TO



THE NEW ERA OF LIVING" or meet the moment of happiness in living 24 hours NEWERA Condo ready to fill your life with happiness 24 hours a day, the company has transferred the said condominium to 70 percent of Total number of units.

### **Marketing and Competition**

#### **Characteristics of customers and target customers**

Customers of the company in the Newera project are customers who are interested in having an accommodation or a house close to the working area in Sukonthasawat. And office workers in the area, which is a large community and has offices located and customers who are interested in investing because there is a chance that the electric train will expand its route into this area in the future.

#### **Industry**

The condominium real estate development industry is quite competitive with a wide variety of marketsAnd can be divided into consumer groups, mainly by price per square meter and location where the price level of the Newera project is considered to be in the middle price range which has a rather large market. And nearby Sukon Sawat Road, there are not many new condos considered a location that still has a market opportunity for customers who are interested in purchasing a condominium project.

## Risk Factors

The Company's business is comprised of the organization of rented space in shopping centers in part of mobile phones and IT product zone (IT Junction), development and management of rented space in the form of community mall (The Jas) and development and management of community markets (J Market). The risk factors and preventive measures are as follows:

### 1.1 Business operation risks

#### Organization of rented space in shopping centers in part of mobile phones and IT product zone (IT Junction)

##### 1.1.1 Risk of dependence on Big C Super Center Plc

As the 30 branches out of 32 branches of IT Junction are located in Big C owned by Big C Super Center Plc ("Big C"), there is a risk of dependence on the rental of space from Big C. In other words, if Big C terminates the lease agreement, refuses to renew the lease or take over the rented space management, the Company's business will be significantly affected. Further, if Big C decreases or changes the plan on its branch extension, the Company's plan on branch extension will also be delayed, which can be a major negative impact on the Company's business operation.

However, the Company and Big C have had a good relationship and have been business partners for over 10 years. The Company has never been terminated the contract by Big C. In addition, the Company has more experience in effective management of the rented space for mobile phones and IT products than Big C does, which can be seen from the success in the Company's management of Big C's rented space for years and Big C's notifications of the acceptance of the renewal of IT Junction for another 2 terms, 3 years for each. It can be concluded that Big C is currently a good business partner and does not have a plan to manage the rented space for mobile phones and IT products by itself.

##### 1.1.2 Risk of business competition

The Company is at risk of being competed by new rivals, especially those who run the rented space for mobile phones and IT products as it is the business which does not require a lot of money to invest and the business structure is not too complicated. The competitors can be the shopping centers themselves such as Big C or the owners of the space in other projects. The Company will have to face tough competition which may cause problems to its financial status and business performances.

However, the Company is still positive about the aforementioned risk. It should not affect the Company severely due to the Company's capital and areas in hands. More importantly, the Company is confident of success because of its experience in space management, healthy relationship with the space lessor and the sublessees and the relationship with the producers and operators of mobile phones who take part in organizing sales promotional activities. With over 10 years of experience as a rented space organizer in shopping centers, the Company is sure to have had good relationships with all of the related parties including the owner, the sublessees and the mobile phone operators.

##### 1.1.3 Risk of refusal of the request for lease agreement renewal

As the Company manages the rented space by renting part of the space in shopping centers for subleasing to retail seller, most of the lease agreements are short-term contracts for up to 3-year term. If the space owner refuses to renew the contract with the Company, the Company's financial status and business performance may be affected.

To reduce such risk, the Company has negotiated with Big C, who is the biggest space owner, and received the notification from Big C to accept the request for renewal of the lease agreement for another 2 terms, 3 years for each, after the termination of the present agreement. This allows the Company to be able to manage the existing space for another 6 years at the latest. The success in space development and management and the strong partnership with the space owner for over 10 years also help save the Company from such risk. In addition, the Company has expanded its business lines to the development and management the community market (J Market) and community mall (The Jas), which is another way to reduce the risk.

#### 1.1.4 Risk of recruiting the sublessees for the allotted space

The majority of the IT Junction's customers are sublessees. If any project shows a low rate of space rental, the overall attractiveness of the projects will be lessened, which may endanger the performance of the project and the Company. For this reason, the Company is at risk of recruiting the sublessees for all of the allotted space in the project.

However, the Company is certain that such risk would not affect much as it can recruit sublessees from variety of channels including making announcements on the Company's websites or sending information to the old sublessees, especially the retail sellers most of whom are small juristic persons or individuals who have the retail shops selling mobile phones and/or accessories. Most of the existing sublessees have rented the space for over 2 years in a row, and over 70% of them sell Mobil phones or IT products which are still popular among consumers. Therefore, the number of retail sellers who need to rent the space has been continuously increasing.

## **1.2 Development and management of rented space in the form of community mall (The Jas) and community market (J Market)**

### 1.2.1 Risk of the project development and return of The Jas and J Market which might not meet the target

As the investment in development and management of the rented space in the form of community mall (The Jas) requires a lot of money, it takes a long time to reach the payback period. If the return of the project does not meet the estimated target as a result of either tough competition or economic factors, it may cause the number of the sublessees or the space rental rate to reduce and affect the Company's performance and financial status. The Company has acknowledged such risk and set up the policy to study and evaluate the feasibility of the project which includes the potential of the location, the number of population, the target customers, consumer spending behavior, and nearby competitors. The results of the study were used to prepare the marketing and business plan for each project. In addition, each lease agreement that the Company made with the owner is effective for over 3 years, so the continuity of the space rental can be ensured.

As for the J Market which has already been launched, the Company is still at risk of being unable to recruit enough sublessees for all of the allotted space or a lot of sublessees may move out, which will affect the return of the project. Nevertheless, the Company has studied the feasibility of the J Market Lad Plakhao before the project as launched. At the end of July 2015, 100% of the allotted space has been reserved. J Market Rat Pattana and Market Saima are the projects on which the Company has spent less than 5 million Baht; therefore, there should not be any significant effect on the Company's performance if it is not successful.

### 1.2.2 Risk of fluctuation of construction material prices and project development costs

In doing the real estate development business, in addition to the land which is the major cost, construction prices are also considered one of the important costs of the project. The

construction prices normally fluctuate following the oil prices and other economic factors. All of these are external factors which are beyond the control of the real estate developers.

To minimize such risk, the Company has issued the measures to control and minimize the risk incurred by the fluctuation of construction prices. In employing project contractors, the Company has clearly specified the type and specifications of the materials so that the contractors could estimate the construction prices of the entire project. For this reason, in case of the future fluctuation of the construction prices, the contractors shall be liable for management of such additional costs.

### 1.2.3 Risk of Property Development for Sale – Condominium

The development project of condominium has a risk to the overall economy. During the recession period it may cause a difficult for sale the condominium as target. To mitigate the risk, the Company has launched a numerous promotion for client to transfer the condominium which would have a positive impact during last year. The Company attempts to push the sale of condominium and close the project within 2020.

## 1.3 Risk of management

### 1.3.1 Risk incurred by the majority shareholder who holds over 50% of the total shares

As of 31 December 2020, Jaymart holds 74.97% of all of the paid-up capitals, which allows Jaymart to control the resolutions of the shareholders' meeting on committee nomination or other resolutions which must rely on the majority votes of the shareholders, except for the case that is abide by the law or articles of association which states that the resolutions shall be approved by three-fourth of the quorum. For this reason, the other shareholders may have to gather the votes to be able to balance the power and inspect the cases proposed by the majority shareholder.

The Company realizes the importance of the balance of power, so the scope of power and responsibilities of each committee has been clearly and transparently prescribed. The issues which may relate to the directors, the majority shareholder, the management, and other parties who may have the conflict of interests will be listed to indicate that those related people shall not have the rights to vote on the approval of such issues. The Audit Committee who is independent from the board of directors has been set up for transparency and to ensure the shareholders that the operations can be verified and the power can be balanced as the representatives of the minority shareholders. In addition, the committee will help screen the topics to be proposed to the shareholders' meeting.

### 3.3 Risk from financing for the implementation of the plan

Company business especially the business of developing and managing areas in the form of community shopping centers ("Under the name The Jas") is a business that uses a lot of investment and is an investment in advance. In practice, even though the company will closely monitor and manage business risks but the investment may still deviate from the plan. Business operations focus on creating stable growth in the long run and being a company with good corporate governance makes the company have a plan to invest in business expansion carefully.

By considering various sources of funding especially the capital structure that can maintain the financial ratio Important to the appropriate level Comparable to companies in the same industry which from tracking continuous changes in factors related to financing. The company is therefore believed to be able to obtain sufficient funds for future business expansion with appropriate financial costs.

### 3.4 Strategic Risk

Risk from business strategy direction from innovation or technology that is progressing rapidly. Came to change the business model (Disruptive Technology) affecting the needs of customers and current business operations the company therefore gives importance to the strategic direction of the Group's business. To support changes in the economic, social, energy, technology, consumer behavior trends that change according to the Mega Trends Of the world that is expected to happen if the company's strategy cannot respond to changes in a timely manner, it may affect the business operations and the operating results of the company in the future.

The company has established a new S-Curve strategy to seek new opportunities and develop business models. Cope with the changes that will occur And have a vision review Directions and strategies of future business operations Through the brainstorming sessions of senior executives of the group every year Along with leading such strategic directions Formed a 5 year business plan with the integration of the risk management plan together with the business plan In addition, the company has also held a management meeting in the group of companies every month. To monitor the performance of the Group and discuss, exchange ideas to adjust business plans and short-term strategies In order to ensure that the results will meet the goals

## Shareholding Structure

### Company's ordinary Shares

As on 31 December 2020, the registered capital of the Company is equivalent to 994,160,212 Baht and Paid-up capital is 793,807,290 Baht. The list of shareholders and the proportion of shareholding in accordance with the paid-up registered capital as shown in the Shareholder Registration can be summarized as follows:

No.	Shareholder	Number of Share	Percentage
1	Jaymart Public Company Limited	595,149,180	74.97
2	Ms. Yuvadee Pong-Acha	8,519,958	1.07
3	Mr. Adisak Sukumvitaya	7,715,411	0.97
4	Mr. Suwat Thong rompho	7,300,000	0.92
5	Mr. Chatchai Wongsakulchai	5,834,406	0.73
6	Mr. Thanapat Kitsamerjai	5,295,312	0.67
7	Mr. Panuwat Thong rompho	4,766,665	0.60
8	Mr. Anont Phaijitrojjana	4,620,067	0.58
9	Mr. Chaiyadetch Hongladarom	4,500,000	0.57
10	Mr. Phusith Jittilaorwong	4,050,000	0.51
11	Other Shareholders	146,056,291	18.41
<b>Total paid-up capital</b>		<b>793,807,290</b>	<b>100.00</b>

**Note:** Information as on the date of the registration closure as on 30 December 2020. The total number of shareholders is 2,276.

\*\* Jaymart Public Company Limited (Ultimate Shareholders) as on 31 December 2020.

1. Mr. Adisak Sukumvitaya Number of Share 174,886,204 Share Percentage 18.98%
2. Ms. Yuvadee Pong-Acha Number of Share 108,031,582 Share Percentage 11.72%
3. Mr. Ekachai Sukumvitaya Number of Share 103,700,652 Share Percentage 11.25%
4. Ms. Jutamas Sukumvitaya Number of Share 75,145,409 Share Percentage 8.16%

### Dividend Policy

The company has settle the dividend policy, which stated that dividend payment to the company and subsidiary of the company , should not less than 50% of net profit after tax and has to make the legal reserve by consideration of consolidation financial statement as priority. Although, the board of director can has an authority to un- follow the dividend policy or change this policy in sometime upon the condition that any change will occur the maximum benefit to the shareholder of the company and subsidiary of the company etc using as the capital reserve for loan payment, using as capital for business expansion or market environment change that may impact to cash flow of the company and subsidiary of the company

	2018	2019	2020
Net Profit (MB.)	(17,442,814)	17,212,984	56,437,120
No.of Shares	480,847,012	793,807,290	793,807,290
Dividend per share (Baht/Share)	No Dividend payment	No Dividend payment	0.03
Dividend ratio (%)	-	-	42.2%

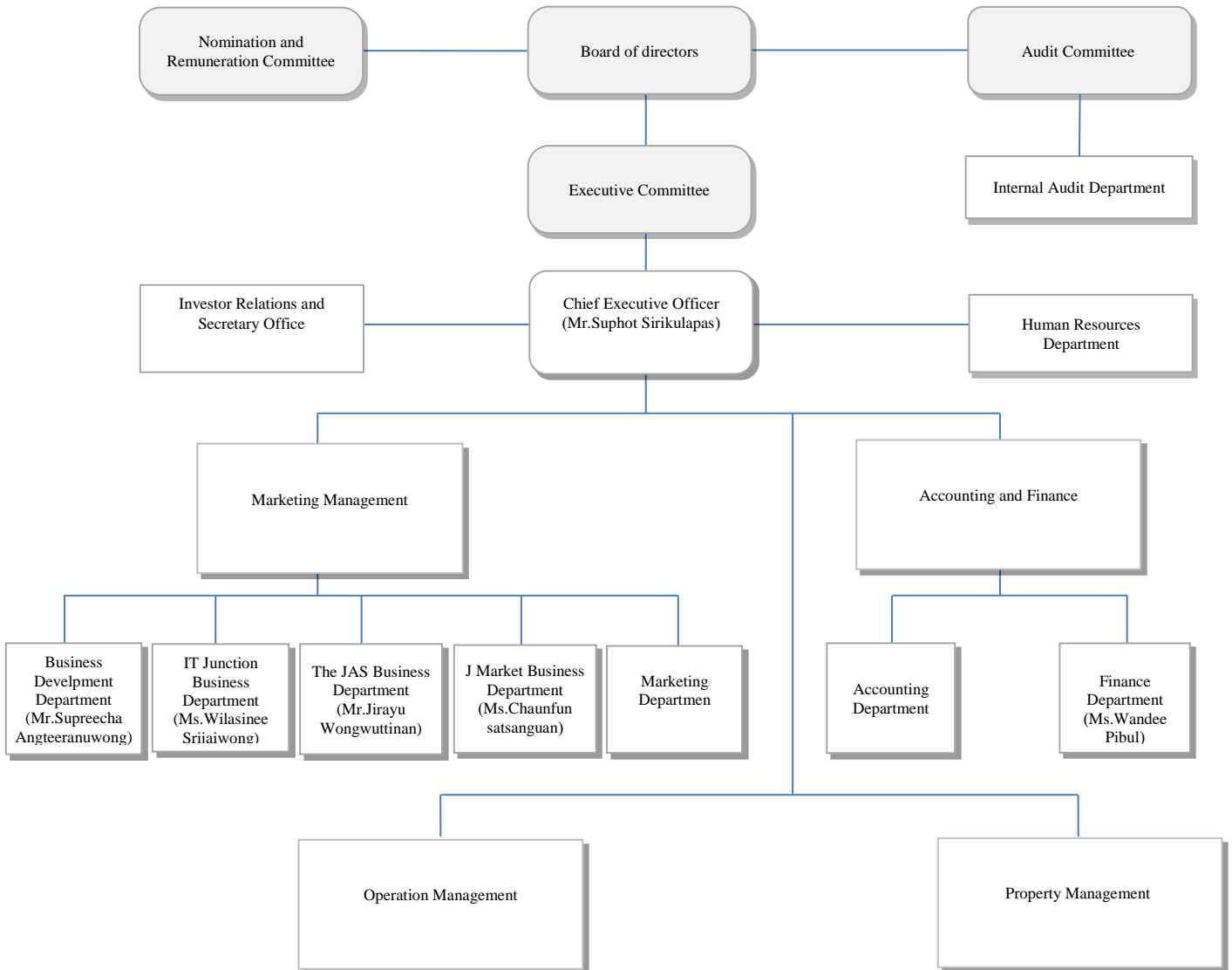


**Organization Structure**

As on 31 December 2020, the administrative structure of JAS Asset Public Company Limited consists of the board of directors and 4 sub-committees as follows:

1. The Board of Directors
2. Nomination and Remuneration Committee
3. Audit Committee
4. Executive Committee

**Figure 1 Organization structure of JAS Asset Public Company Limited**



## Board of Directors

As on 31 December 2020, the Board of Directors is composed of the following 7 directors:

- |                |                 |  |
|----------------|-----------------|--|
| 1. Mr. Sukon   | Kanjanahattakit | Chairman of the Board/Independent Director       |
| 2. Mr. Adisak  | Sukumvitaya     | Director   |
| 3. Ms. Yuvadee | Pong-acha       | Director   |
| 4. Mr. Suphot  | Sirikulapas     | Director/Chief Executive Officer                 |
| 5. Mr. Premon  | Pinskul         | Chairman of Audit Committee/Independent Director |
| 6. Mr. Anucha  | Viriyachai      | Audit Director/Independent Director              |
| 7. Ms. Pannee  | Choedrum-phai   | Audit Director/Independent Director              |
- Ms. Kanokarn Samapudhi is the Company Secretary.

### Power, Roles and Responsibilities of the Board of Directors

The Board of Directors' Meeting No. 2/2014 held on 20 February 2014 has specified the power, roles and responsibilities of the board of directors as follows:

1. The Board of Directors is authorized to manage and operate the Company's business in compliance with the law, the objectives and the articles of association of the Company as well as the resolutions of the Shareholders' meetings on the basis of honesty, transparency and awareness of the Company's benefits.
2. The Board of Directors is authorized to appoint some of the directors and/or executives of the Company to be the management team to perform one or more duties as assigned by the Board of Directors as well as appointing the President of the Board of Directors and other subcommittees such as the Nomination and Remuneration Committee. Also, the Board of Directors may nominate and authorize other person to act on their behalf and under their supervision. The Board of Directors is empowered to cancel, revoke, correct, or change the aforementioned power as appropriate.
3. The Board of Directors is authorized to set the goals, guidelines, policies, plans, and budgets of the Company together with supervising the operations of the Administrative Department or any other person who is authorized to act in accordance with such policies or plans set by the Board of Directors.
4. The Board of Directors is authorized to review, examine and approve the policies, directions, strategies, and business plans for the Company's investments in the megaprojects proposed by the Administrative Department.
5. The Board of Directors is authorized to follow up the outcomes of the operations to ensure that the plans have been implemented and the budgets have been managed appropriately.
6. The Board of Directors is authorized to consider approving the investment on business expansion and joint investment in collaboration with other entrepreneurs or investment in other businesses.
7. The Board of Directors is authorized to develop strategic planning to control and supervise the operations of the subsidiaries and/or affiliated companies.
8. The Board of Directors is authorized to make the Risk Management policy for the organization and ensure that there are measures for the implementation and control of the Risk Management plans to minimize the possible effects on the Company's business.
9. The Board of Directors is authorized to consider and approve other business concerning the Company or the benefits of the Company unless such transaction shall be done upon the approval of the Shareholders' meeting. However, in the case that the transactions involve the director, the person authorized by the director or the person who may have the conflict of interest (in accordance with the notification of Securities and Exchange Commission and/or the Stock Exchange of Thailand) with the Company

and/or its subsidiaries and/or its related businesses, such director shall forfeit their rights to approve such transaction.

- a) The transactions which must be approved by the Shareholders' meeting
- b) The transactions which involve the directors who are stakeholders and indicated by the law or SET's regulations to be approved by the Shareholders' meeting such as the related party transactions, the acquisition or distribution of the Company's important assets in accordance with the SET.

The following transactions must be approved by the majority of the quorum of the Board of Directors' meeting and at least three-fourth of the votes of the Shareholders' meeting:

- Sale or transfer of the entire business or important part of the business of the Company
- Purchase or acceptance of the transfer of other companies or private companies' business to the Company
- Making, amendment or cancellation of the agreements respecting the lease of all or part of the Company's important business, authorization of other person to manage the Company's business or merger with other party with an aim to share profits or losses
- Amendment or the memorandum of association or the articles of association
- Addition of capital, reduction of capital and issuance of corporate bonds
- Merger or dissolution of the Company

Any other transactions which are prescribed in the law on securities and/or regulations of the Stock Exchange of Thailand to be approved by the Board of Directors' meeting and the Shareholders' meeting with the aforementioned proportion of votes

However, in the case that the transactions involve the director, the person authorized by the director or the person who may have the conflict of interest with the Company and/or its subsidiaries and/or its related businesses, such director shall forfeit their rights to approve such transaction.

## Audit Committee

As on 31 December 2020, the Audit Committee is comprised of the following 3 directors:

- |               |               |                                  |
|---------------|---------------|----------------------------------|
| 1. Mr. Premon | Pinskul       | President of the Audit Committee |
| 2. Mr. Anucha | Viriyachai    | Audit Director                   |
| 3. Ms. Pannee | Choedrum-phai | Audit Director                   |
- Ms. Kanokarn Samapudhi is the Secretary to the Audit Committee.

### **Power, Roles and Responsibilities of the Audit Committee**

The Board of Directors' Meeting No. 2/2014 held on 20 February 2014 has specified the power, roles and responsibilities of the Audit Committee as follows:

1. The Audit Committee is authorized to verify the financial statements of the Company to ensure accuracy and transparency. The verification shall be conducted in collaboration with the external auditor and the executives who are responsible for making the quarterly and annually financial reports by considering the financial statements and related financial reports on the basis of accounting principles and practices. The accounting standards, existence of the business, significant changes in accounting policies and the rationales of the management for making the accounting policies shall be taken into consideration when auditing. Then, the reports shall be proposed to the Board of Directors and disseminated to the shareholders and the investors.
2. The Audit Committee is authorized to set up the guidelines and verification to ensure the Company has appropriate and effective Internal Control and Internal Audit. The verification shall be conducted along with the external auditor and the internal auditor. The Audit Committee also verifies the annual Audit Plan of the Company and evaluates the result of the audit together with the external and internal auditors to identify the

- problems or limitations incurred by the audit of financial statements. In addition, the Audit Committee plans the control of electronic information processing and information confidentiality to prevent corruption or misuse of the computers by the employees or the outsiders. The Audit Committee also considers the independency of the Internal Control Division, approves the appointment, transfer or dismissal of the chief of the Internal Control Division or other divisions which are responsible for the Internal Control.
3. The Audit Committee is authorized to verify the operations of the Company to ensure the compliance with the law on securities and the Stock Exchange of Thailand, the regulations of the Stock Exchange of Thailand, or any other regulations concerning the Company's business. In addition, the Audit Committee has the roles and responsibilities in accordance with the provisions and regulations of Securities and Exchange Commission and the Stock Exchange of Thailand.
  4. The Audit Committee is authorized to nominate and propose the appointment of an independent person to perform as the Company's auditor as well as considering the remuneration of the auditor by considering the reliability, the sufficiency of resources, the audit workload responsible by such auditing firm, and the experience of the person assigned to audit the Company's financial reports. Moreover, the Audit Committee shall attend the meeting with the auditor without the presence of the management at least once a year.
  5. The Audit Committee is authorized to consider the related party transactions and/or the acquisition or distribution of the assets of the Company or of its subsidiaries, consider the disclosure of the Company's information in the case that the related party transactions or the transactions which may cause the conflict of interest are involved, to ensure accuracy. Also, the Audit Committee shall considers approving such transactions to propose them to the Board of Directors' meeting and/or the Shareholders' meeting to ensure that the related and regulations are observed and such transactions are valid and beneficial for the Company.
  6. The Audit Committee is authorized to make the reports on the activities performed by the Audit Committee by showing them in the Company's annual reports. Such reports must contain complete information as specified by the law and signed by the President of the Audit Committee. The reports must at least contain the following information:
    - Opinions about the process of making and disclosing the financial information of the Company to ensure accuracy, transparency and reliability
    - Opinions about appropriateness of the Company's internal control system
    - Reasons to believe that the Company's auditor is eligible for being appointed for another term
    - Opinions about the compliance of the law on securities and the Stock Exchange of Thailand, provisions of the Stock Exchange of Thailand or other related law concerning the Company's business
    - Opinions on the transactions which may cause the conflict of interest
    - The number of the Audit Committee's meeting and attendance of each member of the Audit Committee
    - Opinions or overall comments which the Audit Committee receives as a result of the performance in accordance with the Charter.
    - Other reports which are considered important for the investors under the scope of the roles and responsibilities assigned by the Board of Directors and/or in compliance with the law
  7. The Audit Committee reports to the Board of Directors in accordance with the roles and responsibilities assigned by the Board of Directors. The transactions which must be reported by the Audit Committee include:
    - The transactions which cause or may cause the conflict of interest

- doubts or assumptions about corruptions, suspicious actions, or significant loopholes in the internal control system
- doubts about the violation of law or regulations of Securities and Exchange Commission and/or the Stock Exchange of Thailand
- other reports which are considered important for the Board of Directors

The Audit Committee shall report the issues which may significantly affect the financial status and performance of the Company. After discussing with the Board of Directors and the decision is made that the corrective actions are needed, if it is found that such corrective actions have not been taken without appropriate reason, any of the members of the Audit Committee may report such issue to Securities and Exchange Commission and/or the Stock Exchange of Thailand as the case may be.

8. The Audit Committee is authorized to request for independent opinions from other professional consultant when necessary at the Company's expense.
9. The Audit Committee is authorized to call for the information from any of the departments of the Company for use in consideration of any issue.
10. The Audit Committee is authorized to take an action on other transaction as assigned by the Board of Directors and/or upon approval of the Audit Committee such as the review of the Financial Management and Risk Management policies, the verification of the compliance with business ethics of the executives and, together with the executives, the review of important reports of the Company which shall be presented to the public as specified by the law such as the executive reports and analysis.

However, the aforementioned power assigned to the Audit Committee excludes the power authorizing the Audit Committee or the person authorized by the Audit Committee to vote against the transactions in which such Audit Committee member or the authorized person or other person who may have the conflict of interest with the Company and/or its subsidiaries and/or its related Company in accordance with the notification of Securities and Exchange Commission and/or the Stock Exchange of Thailand.

## Nomination and Remuneration Committee

As on 31 December 2020, the Nomination and Remuneration Committee is comprised of the following 3 directors:

1. Ms. Pannee Choedrum-phai President of the Nomination and Remuneration Committee
  2. Ms. Yuvadee Pong-acha Nomination and Remuneration Director
  3. Mr. Anucha Viriyachai Nomination and Remuneration Director
- Ms. Kulchaya Nilpetch is the Secretary to the Nomination and Remuneration Committee.

### **Power, Roles and Responsibilities of the Nomination and Remuneration Committee**

The Board of Directors' Meeting No. 2/2014 held on 20 February 2014 has specified the power, roles and responsibilities of Nomination and Remuneration Committee as follows:

1. The Nomination and Remuneration Committee is authorized to specify the regulations and policies on the nomination of directors, executive directors and subcommittees as appropriate.
2. The Nomination and Remuneration Committee is authorized to policies and criteria of nomination and remuneration in the form of both money and non-money for the directors, executive directors and Chief Executive Director in concordance with the performance of the Company and the other companies which are in the same business. The proposal shall be presented to the Board of Directors and/or the Shareholders' meeting for further approval.

3. The Nomination and Remuneration Committee is authorized to nominate and indicate the remuneration of the Company's executives at the director positions and above as well as indicating the criteria and policy on nomination of such executives.
4. The Nomination and Remuneration Committee is authorized to consider the annual adjustment of the salary of the employees and executives, bonuses and other rewards.
5. The Nomination and Remuneration Committee shall perform other tasks as assigned by the Board of Directors.
6. The Nomination and Remuneration Committee shall propose the issues in 1-4 to the Board of Directors' meeting and/or the Shareholders' meeting for further approval.

However, the aforementioned power assigned to the Nomination and Remuneration Committee excludes the power authorizing the Nomination and Remuneration Committee or the person authorized by the Nomination and Remuneration Committee to vote against the transactions in which such the Nomination and Remuneration Committee member or the authorized person or other person who may have the conflict of interest with the Company and/or its subsidiaries and/or its related Company in accordance with the notification of Securities and Exchange Commission and/or the Stock Exchange of Thailand. The Nomination and Remuneration Committee shall propose such transaction to the Board of Directors and/or the Shareholders' meeting for further consideration.

### Executive Committee

As on 31 December 2020, the Executive Committee is comprised of the following 3 directors:

- |                  |             |                                      |
|------------------|-------------|--------------------------------------|
| 1. Ms. Yuvadee   | Pong-acha   | President of the Executive Committee |
| 2. Mr. Suphot    | Sirikulapas | Executive Director                   |
| 3. Mrs. Phimpisa | Konmeesat   | Executive Director                   |

### Power, Roles and Responsibilities of the Executive Committee

The Board of Directors' Meeting No. 2/2014 held on 20 February 2014 has specified the power, roles and responsibilities of Executive Committee as follows:

1. The Executive Committee is authorized to supervise the operations of the Company's business to ensure that it follows the objectives, articles of association, business policies, revisions, regulations, orders, and resolutions of the Board of Directors and/or the Shareholders' meeting.
2. The Executive Committee is authorized to make and propose the business policies, directions, goals, plans, and strategies of the Company. Also, the Executive Committee shall indicate the Company's financial plan, annual budgets, human resources management plan, investment, business expansion, public relations, and IT investment to propose to the Board of Directors for further consideration and implementation.
3. The Executive Committee is authorized to approve and authorize the approval of disbursement for purchase of the assets, services and other transactions for the Company's benefits. Such approval shall be done for general commercial transactions with the limit of up to 350 million Baht or equivalent. The Executive Committee shall cancel, revoke, amend, or change the authorized person or authorization when appropriate.
4. The Executive Committee is authorized to approve the application for loans, investment in any instruments certified or guaranteed by Ministry of Finance or commercial banks, application for credits from financial institutions, or application for bank guarantees for the benefits of the Company's business within the normal business conditions including acting as a guarantor or make a payment for normal business transaction of which limit is not over 350 million Baht per transaction or equivalent.



5. The Executive Committee shall accept the policies from the Board of Directors to make the directions for indicating the Company's mission for the executive department and administrative department.
6. The Executive Committee shall control, examine and follow up the result of the operations of the executive department and administrative department, suggest the solutions to problems to the executives and administrative department to implement in accordance with the strategies, plans and policies specified by the Board of Directors.
7. The Executive Committee shall issue the orders, regulations, notifications, and memorandum for implementation within the Company to ensure the compliance with the policies, the Company's benefits and the organizational disciplines.
8. The Executive Committee shall screen and propose the balance sheets and revenue account for the Board of Directors' consideration and approval before proposing to the shareholders for further approval.
9. The Executive Committee shall make reports on the Company's performance, financial statements, investment statements, significant problems, and risk management to propose to the Board of Directors for acknowledgement and/or approval.
10. The Executive Committee shall provide suggestions and consultations to the Board of Directors for decision on the Company's business.
11. The Executive Committee shall act on behalf of the Board of Directors under the assigned power including the making of Authorization Chart of the executives and administrative department to ensure effective management and verification system.
12. The Executive Committee shall perform other tasks as assigned by the Board of Directors.

However, the aforementioned authorization or approval of the transactions excludes the authorization or approval of the transactions which empower the Executive Committee or the person authorized by the Executive Committee to approve the transactions in which such Executive Committee member or the authorized person or other person who may have the conflict of interest with the Company and/or its subsidiaries and/or its related Company in accordance with the notification of Securities and Exchange Commission and/or the Stock Exchange of Thailand. The Nomination and Remuneration Committee shall propose such transaction to the Board of Directors and/or the Shareholders' meeting for further consideration of approving such transactions under the provisions, notifications or related law, except for the approval of the transactions following the normal business or commercial conditions in accordance with the notifications of Securities and Exchange Commission and/or the Stock Exchange of Thailand.

The consideration of approval of the transactions following the aforementioned limits must be made in accordance with the related notifications of Securities and Exchange Commission and/or the Stock Exchange of Thailand which are still in effect while such consideration or approval of the transactions is made.

### **Remuneration for the Board of Directors and the Executive Directors**

The Company has specified the remuneration for the Board of Directors and the Executive Directors clearly and transparently in concordant with the roles and responsibilities respecting the Company's operations. The appropriateness of such remuneration shall be considered on the basis of the Company's benefits.

#### A) Remuneration for the directors



The Annual General Meeting of Shareholders 2020 on 4 June 2020 approved the remuneration for the directors and Audit Directors in the form of meeting allowance which shall be paid the directors who are present in the meeting only.

Position	Meeting Allowance (Baht/meeting) 2019	Meeting Allowance (Baht/meeting) 2020
President of the Board of Directors	30,000	30,000
Board of Directors	20,000	20,000
President of the Audit Committee	30,000	30,000
Audit Committee	20,000	20,000

However, the Company does not provide the meeting allowance for the meeting of the Executive Committee, Audit Committee and Nomination and Remuneration Committee.

In 2019 and 2020, the meeting allowance has been paid as follows:

Name	Position	2019	2020
1. Mr. Sukon Kanjanahattakit	President of the Board of Directors /Independent Director	210,000	150,000
2. Mr. Adisak Sukumvitaya	Director	140,000	120,000
3. Ms. Yuvadee Pong-acha	Director	140,000	120,000
4. Mr. Suphot Sirikulapas	Director	140,000	120,000
5. Mr. Premon Pinskul	President of the Audit Committee/ Independent Director	210,000	180,000
6. Ms. Pannee Choedrum-phai	Audit Director/ Independent Director	140,000	120,000
7. Mr. Anucha Viriyachai	Audit Director/ Independent Director	60,000	140,000
<b>Total</b>		<b>1,040,000</b>	<b>950,000</b>

\*Year 2020 the remuneration of the directors for attending the meeting in 2019 is 1 time.

#### B) Total remuneration for the Executive managements

Total remuneration for the Executive managements for the period ended on 31 December 2019 and 2020.

The Company has paid the remuneration in the form of monthly salary, bonus and other remuneration to the 7 executive management of the Company. The details of such payment are as follows:

Type of Remuneration (Million Baht)	2019	2020
Monthly salary	13.23	9.6
Bonus	0.68	0.8
Other remunerations*	2.24	2.9
<b>Total</b>	<b>16.15</b>	<b>13.3</b>

\*Other remuneration includes commission fee, position fee, vehicle allowance, provident fund, and social security fund.

The Company has established a provident fund since May 20, 2012 with TISCO Asset Management Company Limited with the objective of building morale and encouragement to employees and to motivate employees to work with the company for the long term.

**Employee development policy**

The company has a policy to promote and develop employees to have knowledge, skills and attitudes about work In accordance with the ability that the job requires with a variety of development guideline including encouraging employees to increase their knowledge for themselves through various electronic media, organizing seminars by trainers with knowledge and abilities from outside the organization, training from people with experience in the organization, coaching by supervisor, on the job training, company visits both inside and outside the country, knowledge transfer between colleagues and mutual learning between executives and employees.

According to the Learning Organization guidelines, the company has tried to adjust the working processes of each department to make the work more flexible, efficient and encourage employees to have opportunities to work where the employees have knowledge and skill of the job to be consistent with the succession plan in every work segment.

**Major labor disputes over the past 3 years**

The company has not had any significant labor disputes in the past 3 years.

**Research and development expenses**

The company has no research and development expenses.

## Report on the compliance with Corporate Governance

To ensure the compliance with Corporate Governance, the Code of Best Practice has been specified as the regulations which the directors must observe. The policies on Corporate Governance have been indicated for transparency of operations at all levels including operational employees, executive management as well as directors as the Corporate Governance is the basic principle to improve the effectiveness and efficiency of the Company's business operations and the shareholders' benefits in the long run. The Company complies with the following 15 principles of Corporate Governance in accordance with the SET's guidelines.

### Corporate Governance Policies

The Company realizes and respects the effective management and administrative system with an emphasis on transparency and accountability which will create the confidence among all of the related parties and foster the business growth under the ethical and legal business operations. Therefore, the Company has specified the policies on Corporate Governance to upgrade the existing operations to up to higher standards. The policies shall be implemented by the employees of every level with an aim to create the culture of Corporate Governance. The Company has applied the principles of Good Corporate Governance 2006 specified by the Stock Exchange of Thailand ("SET") which covers the principles of 5 categories as follows:

#### Category 1 The Rights of the Shareholder

The Company realizes the importance of the rights of the shareholders which may not restricted by the law, does not infringe or lessen the rights of the shareholders and encourage the shareholders to exercise their basic rights including buying, selling or transferring the shares, taking part in the Company's profit share, receiving appropriate information about the Company, attending the Shareholders' meeting to vote for nominating or discharging directors, nominating the auditor, and vote for the issues affecting the Company such as the dividend payment, making or amendment of the memorandum of association or articles of association, the reduction or addition of capital, and the approval of special transactions.

In addition to the aforementioned basic rights, the Company has also specified the guidelines for other operations to promote and facilitate the shareholders in exercising their rights as follows:

1. The shareholders shall be provided with the information about the date, time, venue, agenda, and related information respecting the issues to be decided upon at least 7 days prior to the meeting date as specified by the law. Furthermore, the shareholders shall be notified of the rules of the meeting and the votes. Such information is also available on the Company's website prior to sending the documents to allow the shareholders to study the information before receiving it in the paper format.
2. The Company shall not do anything which may restrict the shareholders' opportunity to study the Company's information.
3. The Company shall facilitate the shareholder in exercising their rights to attend the meeting and cast their votes and not do anything which may restrict the opportunity of the shareholders to attend the Shareholders' meeting. For example, the meeting should not be organized in complicated or costly manner.
4. The Company shall manage time appropriately and encourage the shareholders to express their opinions and raise the questions concerning the Company. In addition, the shareholders can submit their questions to the Company before the meeting date.
5. The Company shall encourage all of the directors to attend the Shareholders' meeting to answer the shareholders' questions.

6. The Company shall make the minutes of the meeting which provide accurate and complete information. Such minutes of the meeting shall be kept appropriately for the shareholders to examine whenever needed.

### **Category 2 The Equitable Treatment of Shareholders**

The Company provides the shareholders with the equitable treatment as follows:

1. The Board of Directors shall allow the minority shareholders to propose the addition of the agendas prior to the date of the Shareholders' meeting.
2. The Board of Directors shall specify clear criteria in advance for the consideration of whether the agendas proposed by the minority shareholders are appropriate for addition.
3. The President of the meeting shall not add the agendas which are not notified in advance unless necessary, especially the agenda which require the shareholders to examine thoroughly before making a decision.
4. The Company shall specify the methods for the minority shareholders to nominate the persons who will be elected to be directors. The minority shareholders may nominate such persons to the Nomination Committee prior to the date of the Shareholders' meeting along with the information about the qualifications and consent of the nominated persons.
5. The Shareholders may exercise their rights to authorize other person to attend the meeting and cast the vote on their behalf. Further, the Board of Directors shall propose at least one Independent Director as an optional proxy for the shareholders.
6. The Company shall provide the shareholders an opportunity to exercise their rights to nominate individual director.
7. The Company shall use the ballots for vote in case of significant agendas such as the related party transactions, transactions concerning the acquisition or distribution of the assets for transparency and accountability.
8. The Company shall inform the directors and the executive managements to understand their roles and responsibilities for submitting reports of the assets possessed by them, their spouse and their minor child as well as the changes of the possession thereof to Securities and Exchange Commission in accordance with Section 59 of Securities and Exchange Act B.E. 2535 within 3 working days.
9. The Company shall specify the guidelines for keeping and preventing the insider trading of information in writing. Such guidelines shall be notified to all employees of the Company in order for them to comply strictly. The persons who are involved in the confidential information are not permitted to trade the Company's assets within the period of one month before the dissemination of the quarterly and annual financial reports and within 48 hours after the significant IT information is disclosed.

### **Category 3 The Roles of the Stakeholders**

The Company realizes the importance of taking care of all groups of the stakeholders. These include the internal stakeholders as the shareholder, the executive management and the employees and the external stakeholders as the customers, creditors, partners, competitors, public section, society, and community. The Company realizes that the support and the feedback from all groups of the stakeholders shall be beneficial for the Company's operations and business development. For this reason, the Company will comply with the related law and

regulations to ensure the rights of the stakeholders and will avoid actions which may infringe the rights of the stakeholders. Following are the guidelines for ensuring the rights of the stakeholders:

- Shareholders :** Treat the shareholders equally, maintain the benefits of the shareholders and avoid actions which may infringe the rights of the shareholders as well as ensuring satisfactions of the shareholders with consideration of sustainable growth of the Company to enhance the value and provide appropriate returns to the shareholders while observing the principles of Corporate Governance
- Employees:** Treat the employees equally and fairly in terms of the opportunities, remunerations, welfares, and competency development. All of the employees are considered valuable resources and are the important factors to foster the Company's success. Therefore, the Company determines to develop itself to be the organization of learning, preserving the culture and work environment with an emphasis on team working and the employees' professional development. Also, the importance is put on the employees' quality of life, work safety and work environment. The comments and suggestions of all levels of the employees are always welcome.
- Customers:** Emphasize on the customer satisfaction and trust, care and take responsibility for the customers. The highest goal is to ensure that the customers receive the best quality and safe products/services at reasonable prices. The standards of products/services must be improved continuously while maintaining a good and long-term relationship with the customers. The customer information must not be used for the benefits of the Company or other related parties.
- Partners and creditors:** Emphasize the equality, fairness and honesty in doing business. The mutual benefits between the Company, the partners and creditors are considered by strictly complying with the law and rules. The code of conduct is observed by not claiming for illegal benefits from the partners. All of the conditions will be followed and the creditors will be treated fairly. Any debts will be paid off in due time. Collaterals will be taken care of and the terms and conditions stated in the agreements will be respected in accordance with the principles of the Corporate Governance. If it is likely that the provisions stated in the agreements cannot be followed for any reason, the partners and the creditors will be notified in advance in order to find appropriate solutions to such problems together.
- Competitors:** The competitors will be treated in accordance with the international principles and laws on commercial competition. The rules of fair competitions will be observed. In other words, we observe the fair competition rules by not preventing other companies to take part in the competition, not destroy the reputation of the competitors by slandering them or attacking them with false statements or unfair actions.
- Community, society and environment:** The Company conducts the business with responsibilities for community, society and environment in terms of safety, life quality and environment preservation. We promote the efficient consumption of energy, realize the life quality of the community and society and consider the effects of business on environment when operating or making decisions.

**Category 4 Information Disclosure and Transparency**

After listed in the Stock Exchange of Thailand, the Board of Directors is aware of the importance of disclosing the Company's information in accurate, complete, timely, and transparent manner. This includes the dissemination of the financial reports, general information in accordance with the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand and other information which may affect the prices of the Company's stock and the decision of the investors and the stakeholders. The Company discloses the information to the shareholders, the investors and the public through various channels including the Company's website which is regularly updated and the SET's information channels.

The Company has not yet established a specific division to take care of investor relations. However, Mr. Panya Chutisiriwong, Chief Investor Relation officer, has been assigned to communicate with the institutional investors, the shareholders, the analysts, and the related public sector.

The Board of Directors is responsible for the financial statements and financial information of the Company which are stated in the annual report. Such financial statements are made on the basis of the certified accounting standards in Thailand whereby the most appropriate accounting policy is chosen to be used and followed strictly and regularly. Appropriate information is disclosed in the financial statements. The Audit Committee verifies the disclosure of information, the report quality, the internal control, and appropriateness of the information disclosure before reporting to the Board of Directors.

**Category 5 The responsibilities of the Board of Directors****1) The structure of the Board of Directors**

The Board of Directors is responsible for specifying the policies and the overall operations of the organization as well as examining and assessing the Company's operations to ensure that the indicated plans have been implemented. The Board of Directors is comprised of 8 directors whose term is 3 years. Four directors are holding the executive positions in the Company while another four directors are not. Four directors are independent directors in accordance with the regulations of the Securities and Exchange Commission, which states that a company limited shall have the number of independent directors equivalent to at least two-third of the total number of the Company's directors. The Board of Directors consists of the authorities from various industries including accounting and financial businesses which are related to and support the Company's business.

According to the Company's articles of association, it was indicated that, in the annual general meeting, the directors must resign from the positions of one-third ratio in the case that the number of directors cannot be equally separated into three groups. Some of the directors shall resign to make the total number of the director's equivalent to one-third ration as much as possible. The directors who shall resign in the first and the second years after the Company has been listed has been selected by drawing. For the following years, the directors who have been in the office for the longest period shall resign. However, the directors who resign at the end of the term shall be re-nominated.

The roles and responsibilities of the Board of Directors and the executive management have been separated clearly. The Board of Directors are responsible for specifying the policies and supervising the operations of the executive management at the policy level while the executive management manage the operations of the Company to ensure that the policies are implemented. The President of the Company does not take the role of the President of the



Board of Directors. Their roles and responsibilities are separated clearly to balance their management power, so neither has the absolute power over the Company. The President of the Executive Committee is responsible for managing the daily tasks of the Company under the policies assigned by the Board of Directors. The scope of the power, roles and responsibilities of the Executive Committee and the President has been indicated clearly.

The Board of Directors has appointed 3 subcommittees to help supervise the Company's business and operations, which are the Executive Committee, the Audit Committee and the Nomination and Remuneration Committee.

(1) The Executive Committee is comprised of 4 members who are executive management. The Executive Committee supports the Administrative Department in managing daily tasks under the policies assigned by the Board of Directors.

(2) The Audit Committee consists of 3 members all of whom are independent directors. The Audit Committee monitors the efficiency of the audit, manage risks and internally control financial and accounting tasks as well as the financial reports as specified by SET.

(3) The Nomination and Remuneration Committee consists of 3 members. One of them is the President who is the independent director and the other 2 are executive managements. The Nomination and Remuneration Committee is responsible for considering the policies and criteria for nomination and remuneration both in the form of money and non-money in concordance with the Company's performance and the common rate applied by other companies in the same business.

However, the Board of Directors has appointed the Secretary of the Company whose roles and responsibilities are in compliance with the Securities and Exchange Act B.E. 2535.

## 2) The roles and responsibilities of the Board of Directors

The Board of Directors is responsible for considering and approving the importance issues respecting the Company's operations including vision, mission, strategies, goals, work plans, and budgets as well as supervising the operations of the Administrative Department to ensure that the indicated policies and work plans are implemented effectively and efficiently.

### ▪ Corporate Governance Policy

The Company has specified the policy on Corporate Governance in writing which was approved by the Board of Directors' Meeting No. 2/2014 (on 20 February 2014). The Company arranges the verification of policy and follows it strictly. The policy is communicated to all of the employees for clear understanding and implementation.

### ▪ Code of Conduct

The Board of Directors encourages the executive management and employees to understand the Code of Conduct standards implemented by the Company, so the written Code of Conduct has been made and approved by the Board of Directors' Meeting on 20 February 2014. It has also been announced and notified to all of the employees for acknowledgement and practice.

### ▪ Conflict of Interest

The Board of Directors has specified the policy on the conflict of interest based on the principle that any decision made in relation to the business activities shall provide the highest benefits to the Company. Any action which may cause the conflict of interest must be avoided. The directors, management and employees should review and disclose the transactions which cause the conflict of interest to the Company so that the Company acknowledges the relationship or connection of related parties in such transactions. In consideration of making transactions, the persons related to such transaction are not permitted to take part in the consideration and forfeit their rights to vote for approval of such transactions. The transactions shall also be made in consideration of appropriateness of the prices and conditions as if the transactions are made with the outsiders.

The Nomination and Remuneration Committee shall propose the related party transactions and the transaction causing the conflict of interest to the Board of Directors. Such transactions shall be considered carefully on the basis of the principles of the SET. Also, the transactions shall be presented in the annual report and the annual transaction report (Form 56-1).

The directors and the management of the Company including their spouses and minor children, when changing the possession of the Company's stock, must notify the Company of such change. Also, the change in stock possession shall be notified to the Securities and Exchange Commission in accordance with Section 59 of the Securities and Exchange Act B.E. 2553 within 3 days from the date of purchasing, selling, transferring, or receiving the transfer of such stock. The directors, management or the divisions knowing the internal information of the Company are not permitted to disclose such information to the outsiders or unrelated person or trade the Company's stock within the period of 1 month before the financial statements are disseminated to the public and at least 48 hours after such information is disseminated to prevent the misapplication of such information.

#### ■ Internal Control System

The Board of Directors realizes the importance of the internal monitor and control both at executive and operational levels to ensure effectiveness. The internal control is an important mechanism in helping the Administrative Department reduce the business risks and enhance the business efficiency. Such system aims to allocate the resources appropriately, achieve the indicated goals, and prevent the Company's asset from leaking, losing or being misapplied, ensure reliability of the financial reports, help the employees to follow the related law and regulation strictly and accurately as well as protecting the investment of the shareholders. The Company has, therefore, indicated the responsibilities and power of the operators and the management of each task clearly in writing. The use of Company's assets is controlled to ensure the highest benefits of the Company. The duties of the operators, the supervisors and the evaluators re separated to balance and cross-examine each other properly.

The Board of Directors has assigned the Audit Committee to verify the appropriateness and efficiency of the internal control system set up by the Administrative Department as well as making and reviewing the internal control system in terms of operations, financial reports, and compliance with the rules, regulations, policies, and risk management. In addition, the importance is put on the early warning and irregular transactions. For this reason, the Company has hired PNL Internal Audit Co., Ltd. to be the Internal Auditor to examine the internal control system of the Company to ensure that it is appropriate. Such Internal Auditor is independent and be able to monitor and balance the power. The Internal Auditor reports the result of the audit directly to the Audit Committee. The Company follows up the results regularly by evaluating the appropriateness of the internal control system at least once a year to make sure that the indicated system can be applied effectively.

#### ■ Risk Management

The Board of Directors realizes the importance of risk management and, consequently, has specified the policy on risk management for the overall organization, assessed the risks and managed the risks of the organization in order to control the risks to be at an acceptable level. If any risk which may obstruct the achievement of the indicated plans is found, the Company must provide the measures to manage it together with promoting and encouraging all of the employees to create the culture of risk awareness. They should understand the cause of the risk and find the solution to it which include the adjustment of work stages and the effective use of resources as well as using tools to prevent to reduce the possible risks with an aim to prevent or reduce the possible losses. The aforementioned systematic operations shall result in the benefits and new opportunities for the Company and increase the value of the Company.

### 3) The Board of Directors' Meeting

The Board of Directors' Meeting date shall be indicated in advance each year. The Board of Directors shall receive the invitation to the meeting along with the agendas at least 7 days in advance except for some emergency cases. The meeting shall be recorded, approved and kept as reference. The meeting minutes can be examined in the meeting. The President of the Board of Directors and the President of the Executive Committee shall work together on indicating the agendas and considering the topics to be included in the agendas. All of the directors are provided with opportunities to propose the topics to be considered added to the agendas. Prior to each meeting, the Company shall send the agendas to the directors for study and consideration in appropriate time.

The meeting shall be conducted in the way that facilitates the proposal and discussion of the topics to be considered in the meeting. The President of the Company chairs the meeting and allows the directors to express their opinions freely. Sometimes, the top management may attend the meeting to provide useful information and accept the policy for effective implementation. The majority votes are regarded as the way to vote on the considered issues. One director has one vote. The directors who are the stakeholders shall not attend and not exercise their rights to vote on the questioned issues. If there are equal votes, the President of meeting shall vote to finalize the result. Each director has the right to examine the meeting documents and other related documents. If the Independent Directors or the Audit Directors have any questions, other directors and the management shall answer such questions as fast as possible.

If the directors disagree with the resolution of the meeting, they shall ask the Company Secretary to record the objection in the meeting minutes or submit the letter indicating the objection to the President of the Company. In each meeting, the Company Secretary shall attend the meeting to make the meeting minutes and submit it to the President of the Company for signing for approval. The meeting minute shall be presented as the first agenda of the following meeting for consideration and approval. Also, the Company Secretary shall keep the information and the documents related to the meetings for convenient reference. Normally, all of the Board of Directors member shall attend every meeting unless emergency which shall be notified prior to the meeting. In addition, the Board of Directors members who are not the Company's executive management are allowed to have their own meetings when necessary to discuss problems or questioned issues without the presence of the executive management. The result of the meeting shall be notified to the Managing Director.

The Board of Directors' Meeting shall be held at least 4 times a year and shall be called immediately in case of important agendas. The meeting shall be recorded in writing and kept systematically for examination if needed. The Audit Committee's Meeting shall be held at least 4 times a year and the meeting minute shall be made and kept systematically in writing for examination.

### 4) Remuneration

The policy on remuneration of the directors and executive management has been made in writing in which the clear criteria and process are stated and updated to convince and maintain the quality employees and promote the growth of the Company. The appropriateness of the roles, the scope of the responsibilities and the performance of the Company and other companies in the same or similar business shall be considered as the basis of remuneration indication. The remuneration is paid in the form of the meeting allowance, monthly salary and bonus. The remuneration of the directors shall be proposed to the Shareholders' Meeting for approval. The remuneration to be paid to the directors and management shall be presented in the annual report.

## 5) Development of the Directors and the Management

The Board of the Directors promotes and facilitates the training to the directors who are related to the Corporate Governance system of the Company such as the Audit Committee to regularly improve the operations. In case of the change of the directors and the appointment of the new directors, the useful documents and information about the roles and responsibilities of the new directors shall be provided as well as the orientation to the Company's business nature and practices.

## 11. The Directors' Meeting

It is stated in the Company's articles of association that the invitation to the meeting along with the supporting documents shall be sent to the directors for consideration at least 7 days prior to the date of the meeting. To comply with the minimum period specified by the law in 2019-2020, each meeting has been recorded in writing and the meeting minutes approved by the directors have been kept and ready for examination by the directors and the related persons. The details of the attendance of each director are as follows:

### The Board of Directors

The Board of Directors' Meetings have been recorded in writing and kept systematically for examination. In 2019 and 2020, there have been 7 meetings and 6 meetings of the Board of Directors, respectively. The details of the attendance of each director are as follows:

	Name	Position	2019	2020
1	Mr. Sukont Kanjanahattakit	Chairman of the Board of Directors	7/7	5/6
2	Mr. Adisak Sukumvitaya	Director	7/7	6/6
3	Ms. Yuvadee Pong-acha	Director	7/7	6/6
4	Mr. Suphot Sirikulapas	Director	7/7	6/6
5	Mr. Premon Pinskiul	Director / Independent Auditor	7/7	6/6
6	Mr. Anucha Viriyachai	Director / Independent Auditor	5/7	6/6
7	Ms. Pannee Choedrum-phai	Director / Independent Auditor	7/7	6/6

### The Audit Committee

The Audit Committee's Meetings are held at least 4 times a year. Each meeting shall be recorded in writing and kept systematically for examination. In 2019 and 2020, there have been 4 and 4 meetings of the Audit Committee. The details of the attendance of each director are as follows:

	Name	Position	2019	2020
1	Mr. Premon Pinskiul	Chairman of the Audit Committee	4/4	4/4
2	Mr. Anucha Viriyachai	Audit Director	3/4	4/4
3	Ms. Pannee Choedrum-phai	Audit Director	4/4	4/4

### The Executive Committee

The Executive Committee's Meetings are held at least 4 times a year. Each meeting shall be recorded in writing and kept systematically for examination. In 2019 and 2020, there have been the meetings of the Executive Committee. The details of the attendance of each director are as follows:

	Name	Position	2019	2020
1	Ms. Yuvadee Pong-acha	Chairman of the Executive Committee	12/12	12/12
2	Mr. Suphot Sirikulapas	Executive Director	12/12	12/12
3	Mrs. Phimpisa Konmeesat	Executive Director	-	12/12

### The Nomination and Remuneration Committee

The Nomination and Remuneration Committee's, each meetings shall be recorded in writing and kept systematically for examination. In 2019 and 2020, there have been the meetings of the Nomination and Remuneration Committee. The details of the attendance of each director are as follows:

	Name	Position	2019	2020
1	Ms. Pannee Choedrum-phai	President of Nomination and Remuneration Committee	2/2	2/2
2	Ms. Yuvadee Pong-acha	Nomination and Remuneration Director	2/2	2/2
3	Mr. Anucha Viriyachai	Nomination and Remuneration Director	1/2	2/2

### 12. The Audit Committee

The Audit Committee has been appointed to help monitor the operations of the Company. It is comprised of 3 independent directors. One of them is an expert in accounting and finance having the power and responsibilities as stated in the Power, Roles and Responsibilities of the Audit Committee. In addition, the subcommittees have also been appointed to help monitoring each aspect of the Company's operations.

### 13. Internal Control and Audit System

The Company has clearly indicated the roles, responsibilities and power of the operators and the management in writing. The use of the Company's assets has been controlled to ensure the highest benefits of the company. The duties of the operators, the supervisors and the evaluators have been separated for power balance and cross-examination.

The Company has established a specific division which is responsible for internal control of which duties are to examine, plan, follow up, and coordinate the tasks to ensure that the major operations of the Company have been conducted effectively in accordance with the plans. The Internal Control Division is independent, so the examination and power balance can be done efficiently. The examination result shall be reported directly to the Audit Committee.

In 2020, the Company outsourced the internal auditor from P&L Internal Audit Co., Ltd. who has worked under the supervision and plan of the Audit Committee. The internal auditor is responsible for examining the internal control and reporting the result along with the suggestions to the Audit Committee directly for consideration. The internal control of the Company and the subsidiaries shall be examined on quarterly basis.

### 14. The Directors' Report

The Board of Directors is responsible for the overall financial statements of the Company and the subsidiaries as well as the financial information presented in the annual report by establishing the effective internal control system for ensuring that the financial information is recorded accurately, completely and appropriately for maintaining the assets. The weaknesses shall be identified to prevent corruption and significant irregular transactions. The Board of Directors' Meeting No. 2/2014 on 20 February 2014 appointed the Audit Committee whose responsibility is to ensure the quality of the financial reports and the internal control system.

### 15. Relationship with the Investors

After being listed in the Stock Exchange of Thailand, the Company has appointed a person responsible for investor relations to take care of the disclosure of information in accurate, complete, transparent, and accessible manner. The information includes the financial information and general information as well as the information which may affect the prices of

the Company's stock. The Company's information shall be disseminated to the investors and the public through various channels.

However, the Company is in the process of making the manual of the Corporate Governance for the aforementioned practices which shall be proposed to the directors for verification before presenting to the Board of Directors for approval. Then, the manual shall be implemented by the directors, the management and the employees of all levels of the Company and the subsidiaries.

**Policy on and Method of Managing the Use of the Company's Internal Information of the Management**

The Company has issued the policy on the use of the Company's internal information, especially the information about the Company's financial status before it is disclosed to the public. The number of the persons who know the information shall be limited and the management shall be made acknowledge of their roles and responsibilities to report the stock in their possession as well as in their spouses and minor children's possession. They shall realize the penalties prescribed in the Securities and Exchange Act B.E. 2535 and the amendments thereof ("Securities and Exchange Act"). Further, the management shall report the change of stock possession to the Securities and Exchange Commission in accordance with Section 59 of the Securities and Exchange Act. Also, the management who is notified of the Company's internal information shall not perform any action which may violate Section 241 of the Securities and Exchange Act.



## Related Party Transactions

From January – December 2019 and 2020, there have been the related party transactions in accordance with the reasonable rules and consideration process. Also, the prices or conditions of such transactions have been fair and beneficial to the Company and the shareholders as if they were the transactions made with the other parties to prevent the occurrence of the conflict of interest. The transactions have been conducted in accordance with the provisions of the Stock Exchange of Thailand. The details are as follows:

### Bean & Brown Co., Ltd.

Item	Value(million Baht)	
	2019	2020
Rental Fee Income	2.31	2.00
Other Income	2.09	-
Interest	2.56	-
Other Expenses	0.05	0.28
Account Receivable and other	0.04	0.06
Trade and other receivables	-	0.0001
Rental deposit payable - Area service	0.80	0.32

### Jaymart Public Company Limited.

Item	Value(million Baht)	
	2019	2020
Renteal, Service and Utilities	0.16	0.15
Utility – Headquarters and other expenses	0.06	0.05
Managemnet Fee	6.59	6.27
Collection Fee	0.19	0.06
Interest Paid out	0.003	4.95
Total Expenses	7.00	11.48
Account Receivable and other	0.26	0.06
Deposit Headquarters	0.04	0.04
Account Payable	0.004	0.003
Short-term loan	-	113.0

### J Ventures Co., Ltd.

Item	Value (million Baht)	
	2019	2020
Other Revenues	0.004	-

**Jaymart Mobile Co., Ltd.**

Item	Value(million Baht)	
	2019	2020
Rental Fee Income	13.50	10.92
Asset Acquisition	0.08	0.04
Promotion Expenses	0.37	0.35
Other Expenses	0.30	1.28
Total Expenses	0.67	1.63
Account Recievables	0.22	0.33
Account Payables	0.59	-
Deposit Rental Space	4.69	4.32

**JMT Network Services Public Company Limited.**

Item	Value(million Baht)	
	2019	2020
Rental Income	1.12	1.10
Real estate income	-	26.40
Other Income	0.001	-
Account Recievable and Other	0.03	0.02
Deposit of rental	0.26	0.25

**J Fintech Co., Ltd.**

Item	Value (million Baht)	
	2019	2020
Rental Income	0.004	-
Asset Acquisition	0.06	0.01

**J Asset Management Co., Ltd.**

Item	Value (million Baht)	
	2019	2020
Rental Revenue	2.03	2.06
Other Service Income	0.26	0.27
Trade and other receivables	0.29	0.03
Deposit of rental	0.51	0.51

**Jaymart Insurance Broker Co., Ltd.**

Item	Value (million Baht)	
	2019	2020
Other Income	0.003	-
Trade and other receivables	0.14	-

**JP Insurance Co., Ltd.**

Item	Value (million Baht)	
	2019	2020
Other Income	0.03	0.03

**Singer Thailand Public Company Limited.**

Item	Value (million Baht)	
	2019	2020
Rental Income	0.03	0.38
Asset Acquisition	0.08	0.01
Promotion Expense	-	0.02
Other Expense	0.29	-
Current Asset	0.08	-
Account Receivable and other	0.03	0.30
Trade and other receivables	0.44	-
Deposit payables	-	0.13

**Financial Statements****Statement of the Board of Directors' Responsibilities**

Under the Public Limited Companies Act B.E. 2535, the Accounting Act B.E. 2543, the Securities and Exchange Act B.E. 2535, and the Notifications of the Securities and Exchange Commission regarding the principles, conditions and methods for disclosure of financial statements and performance of companies issuing securities, it is a duty and responsibility of the Board of Directors of the Company to prepare appropriate and actual financial statements of the Company in order to show its financial position and performance for the past year.

The Company's management has prepared the financial statements in accordance with the Generally Accepted Accounting Principles, having chosen appropriate accounting policies and upheld them with consistency. Careful consideration and best estimation have also been used for such preparation and for the disclosure of material and adequate information in the notes accompanying the financial statements.

The Company's financial statements have been examined by an auditor from EY Office Limited. Such auditor has been provided with information and documents to enable them to audit and express opinion in compliance with the auditing standards. The auditor's opinion is presented in the auditor's report which is a part of this annual report.

Being well aware of its duties and responsibilities to ensure the effective oversight of the financial statements, the Board of Directors has appointed the Audit consisting of qualified persons to oversee that the Company's financial statements be prepared correctly and completely and that appropriate accounting policies be adopted and consistently followed. Also, the Audit has to review the internal control system to significantly prevent or reduce risk of any fraud or abnormalities, as well as to ensure its adequacy and effectiveness to safeguard the Company's assets. The Audit Committee's opinion is presented in the Statement of the Chairman of the Audit which is a part of this annual report.

From the practice and supervision as mentioned above, the Board of Directors is of the opinion that the financial statements of JAS Asset Public Company Limited, as of December 31, 2020, present the Company's financial position and operating results in a correct and reliable manner in compliance with the Generally Accepted Accounting Principles and all relevant governing laws and regulations.



(Mr. Sukon Kanjanahatakit)  
President of the Board of Directors



(Mr. Suphot Sirikulapas)  
Chief Executive Officer

## Statement of the Audit Committee

The Company's Audit consists of 3 independent directors possessing full qualifications in compliance with the Notification of the Securities and Exchange Commission (SEC). Mr. Premon Pinskul is The Chairman and Mr. Anucha Viriyachai and Ms. Pannee Choedrumphai are the other members of the Audit Committee. The term of office of the Audit Committee is 3 years.

The Audit Committee has performed work in accordance with the scope of responsibilities as assigned by the Board of Directors and as prescribed in the Audit Committee's Charter which is in compliance with those specified by The Stock Exchange of Thailand (SET): The Audit Committee's Qualification and Scope of Duties and Responsibilities B.E. 2551. The Audit Committee regularly reports the Committee's Minutes of Meeting to the Board of Directors. In 2020, a total of 4 Audit Committee's meetings were held with all members present in every meeting. The meetings were conducted to consider and proceed with the following matters:-

### 1. Review of financial reporting

The Audit Committee has reviewed the quarterly and annual financial statements for the year 2020 in collaboration with the auditor and the management. This is to give assurance that the Company's financial statements are in compliance with the Generally Accepted Accounting Principles according to the Accounting Act B.E. 2543 and the relevant notifications of the Securities and Exchange Commission and the Stock Exchange of Thailand, and that the disclosure of information is made in an adequate, complete, timely and reliable manner which is beneficial to and supports decisions made by shareholders and general investors as well as aligns with applicable laws and notifications. The Audit Committee has also supported and monitored the compliance with the International Financial Reporting Standards (IFRS) in accordance with the guidelines specified by the Federation of Accounting Professions and the Office of Securities and Exchange Commission. In addition, in 2020 the Audit Committee held one meeting with the auditor without the participation of the management to ensure that the auditor independently performed his/her duties.

### 2. Review of the adequacy and appropriateness of internal control system

The Audit Committee has reviewed the adequacy and appropriateness of the internal control system by considering the reports of the Independent Internal Auditor and the external auditor. The auditor has mutually agreed that no significant operational faults were identified in 2020. In addition, the Audit Committee has considered the result of the evaluation of the internal control system of the Company and its subsidiary as well as the questions used in the evaluation form prepared according to the guidelines specified by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), the Securities and Exchange Commission and the Stock Exchange of Thailand. According to the evaluation result for 2020, the internal audit function is independent and the internal control system of the Company is adequate, appropriate and effective.

### 3. Supervision of internal audit operations

The Audit Committee has considered and selected P&L Internal Audit Co., Ltd. to be an independent internal auditor for another year as well as approved the internal audit scope and plan for the year 2020 whereas the internal auditor shall report the result directly to the Audit Committee.

### 4. Review of the Company's compliance with the laws regarding securities and stock exchange, requirements of the Stock Exchange of Thailand or laws relevant to the Company's business

The Audit Committee has reviewed if the Company has in place the processes to ensure that the operations are in compliance with the laws regarding securities and stock

exchange, requirements of the Stock Exchange of Thailand and the Securities and Exchange Commission as well as laws relevant to the Company's business.

#### 5. Connected transactions or transactions which may involve a conflict of interest

In 2020, the Company had connected transaction or transaction which may involve a conflict of interest prescribed by the Stock Exchange of Thailand regulations regarding the connected transactions and/or the acquisition or disposition of the Company's asset.

The Audit Committee has reviewed the Company's disclosure of information in the case of any connected transactions or transactions which may involve a conflict of interest to ensure that the information is correctly and completely disclosed in the notes to the annual and quarterly financial statements and that the transactions incurred are reasonable, beneficial to the Company and are in compliance with the business conditions and requirements of the Securities and Exchange Commission.

#### 6. Consideration, selection and nomination of an independent person for appointment as the auditor of the Company

The Audit Committee has reviewed the operations of the auditor from EY Office Limited and opined that the auditor performed professional duties in an independent, impartial and timely manner, thoroughly understood the Company's business and has duly been granted approval from the Securities and Exchange Commission. It is therefore deemed appropriate that Mrs.Nongluck Poomnoi Auditor's License No. 4172, Ms.Rungnapa Lertsuwankul Auditor's License No. 3516, Ms.Ratana Jala Auditor's License No. 3734, Ms.Pimjai Manitkajohnkit Auditor's License No. 4521, Ms.Rosaporn Decharkom Auditor's License No. 5659, Ms.Sumana Punpongsanon Auditor's License No. 5872, Ms. Wanwilai Petsang Registration No.5315 of EY Office Limited should be nominated as the auditor of the Company for the year 2020 and that the matter should be proposed to the Company's Board of Directors for consideration and further submission to the Meeting of Shareholders for approval.

#### 7. Review of risk management

The Audit Committee has reviewed risk management operations with the management and the independent internal auditor and opined that the management has in place appropriate and adequate risk management.

#### 8. Annual review and amendment of the Audit Committee Charter

The Audit Committee shall review the Audit Committee Charter to ensure that the past year's operations were undertaken completely as assigned and the duties and responsibilities were in alignment with the good practices by the Stock Exchange of Thailand.

#### 9. The Audit Committee reported its work performance to the Board of Directors for acknowledgement at least once a quarter.

Based on the Audit Committee's performance of duties as mentioned above, the Audit Committee was of the opinion that the Company adopted an adequate and appropriate internal control system, that the Company put in place the appropriate procedures to ensure that the Company's operations are in compliance with relevant laws, and that the preparation and disclosure of information in the financial reports of the Company were correct, complete, reliable, and in a timely manner as well as disclosed connected transactions or transactions which may involve a conflict of interest in a correct and complete manner.



(Mr. Preemon Pinsakul)  
Chairman of the Audit Committee



## Management and Discussion and Analysis

According to the resolution of the Board of Directors Meeting of JAS Asset Public Company Limited ("the Company") No.1/2021, held on 23 February 2021, had approved the audited financial statements and the operating results of the Company for the year ended 31 December 2020. The conclusion was detailed as follows:

The Company's operating results for the year 2020, had a net profit of 56.4 million Baht according to the consolidated financial statements. The Company could return to having net profit due to be able to transfer the condominium units under the Newera Condominium project as targeted in 2020 as well as having the enhancing cost control measures. The details of the Company's performance were as follows:

	2019		2020		YoY	
	Mio.	%	Mio.	%	Mio.	%
Rental and Service Income	465.8	57.4%	320.7	61.1%	(145.1)	(31.1%)
Sales Revenue	424.6	38.4%	191.7	36.6%	(232.9)	(54.8%)
Other Income	38.1	4.1%	11.2	2.3%	(26.9)	(70.6%)
<b>Total Revenues</b>	<b>928.5</b>	<b>100.0%</b>	<b>523.6</b>	<b>100.0%</b>	<b>(404.9)</b>	<b>(43.6%)</b>
Cost of Rental and Services	507.1	46.2%	45.0	24.2%	(462.1)	(91.1%)
Cost of Sales	213.8	31.4%	140.7	75.8%	(73.1)	(34.2%)
Gross profit	169.5	18.3%	326.7	62.4%	157.2	92.7%
Profit (loss) Fair value adjustment of investment property	6.1	0.7%	(97.3)	(18.6%)	103.4	1,695.0%
Reversal of Impairment of Assets	0.2	0.0%	3.4	0.7%	3.2	1,600.0%
Profit from Dispose Investment in Subsidiary	27.3	2.9%	-	-	(27.3)	(100.0%)
Profit before Expenses	241.1	26.0%	242.1	46.2%	1.0	0.4%
Selling Expenses	107.6	11.6%	63.7	12.1%	(43.9)	(40.8%)
Administrative Expenses	88.4	9.5%	60.0	11.4%	(28.4)	(32.1%)
<b>EBIT</b>	<b>44.9</b>	<b>4.9%</b>	<b>118.4</b>	<b>22.6%</b>	<b>73.3</b>	<b>162.5%</b>
Financial Expenses	54.3	5.6%	61.8	11.8%	7.5	14.0%
<b>Net Profit</b>	<b>17.2</b>	<b>1.9%</b>	<b>56.4</b>	<b>10.8%</b>	<b>39.2</b>	<b>227.9%</b>

### Retail industry overview and overview of the company's operations

The overall picture of the overall economy and the overall picture of the retail industry in 2020 effected by the state of the COVID -19 outbreaks and the announcement of a lockdown to reduce the spread of the outbreaks. Which the company has inevitably affected and in the past year, the overall economic situation was affected by the epidemic situation, causing the overall consumption sector to shrink. According to the analysis of the Kasikorn Research Center (Kasikornbank Issue No. 3144), it predicted that the overall picture of the retail industry will shrink about 6 percent.

The Company operates businesses related to the retail industry with a focus on managing rental space to retail merchants selling mobile phones, accessories and the development of a Community Mall, which in the past year would have been affected by the aforementioned situation. However, with cost management and shopping center management causing the company to have little impact and also the business has the highest net profit in the past 5 years.

If analyzing the number of operating results of the company, it can be described as follows.

### Rental and service income revenue from contracts with customers and other income

Rental and service income Revenue from contracts with customers and other revenues in 2020 totaled 523.6 million baht, a decrease of 404.9 million baht from the previous year. The company has a lower rental income from the shutdown of IT Junction branches that have not achieved the target performance and decreased real estate sales income. In addition, the sale of investment in a subsidiary made when compared with the previous year, the total income decreased.

### Cost of rental, service fee, cost of sales and gross profit

The company had rental cost and cost of sales in 2020 equal to 185.7 million baht, a 74.2% decrease from year 2019. This was due to the reduction in rental costs from the closure of IT Junction stores where the operating results did not meet the target and recording the accounts in accordance with the lease accounting standard and to record profit and loss from the fair value of the project causing the depreciation cost to decrease from the previous year. In addition, the cost of goods sold in the food and beverage business decreased as the Company sold its investments in subsidiaries, resulting in the gross profit of 157.2 million baht in 2020, an increase of 92.7% with a gross profit margin of 100%. 62.4 each from total income.

### Selling expenses and administrative expenses

The company has selling and administrative expenses in 2020 totaling 123.7 million baht, a decrease from year 2019 by 72.3 million baht or 36.9 percent. In which the reduction of selling expenses and administrative expenses, this is due to the expenses related to the sale under the condominium unit transfer such as expenses related to transfer fees, specific business tax, cost control such as employee expenses, promotional expenses, etc., and the decrease in expenses of subsidiaries from the sale of investments in subsidiaries.

### Operating profit

The Company's operating profit in 2020 was 56.4 million baht, an increase of 227.9% from the year 2019 due to the adjustment of the strategy to increase sales from the business-to-sales segment and accounting under lease contract standards with profit and loss on fair value of properties available for leasing.

### Financial cost

The company had total finance costs in year 2020 equal to 61.8 million baht, an increase from year 2019 by 7.5 million baht or 14% due to the recording of financial costs from long-term leases in accordance with the accounting standard of the lease. While the financial costs from financial institutions decreased from loan repayments.

### Consolidated Financial Statements

	31 Dec 2019		31 Dec 2020		YoY	
	Mio.	%	Mio.	%	Mio.	%
Assets						
Cash and Cash Equivalents	2.7	0.1%	6.5	0.2%	3.8	1.5%
Trade and Other Receivables	61.9	2.7%	41.0	1.27%	(20.9)	(33.6%)
Real Estate Development Costs	165.6	7.2%	91.1	2.81%	(74.5)	(45.0%)
Investment Property	525.0	22.7%	2,904	89.7%	2,379	453.1%
Land and Equipment	65.9	2.9%	31.8	1.0%	(34.1)	(51.7%)
Leasehold Rights and Buildings	1,288.5	55.8%	-	(100.0%)	(1,288.5)	(100.0%)
Deposit	111.3	4.8%	110.0	3.4%	(1.3)	(1.17%)

	31 Dec 2019		31 Dec 2020		YoY	
	Mio.	%	Mio.	%	Mio.	%
<b>Total Assets</b>	<b>2,310.3</b>	<b>100.0%</b>	<b>3,237.6</b>	<b>100.0%</b>	<b>927.3</b>	<b>40.1%</b>
Liabilities and Stockholders' Equity						
Bank Overdrafts and Short-Term Loans	96.5	4.2%	118.6	3.7%	22.1	22.9%
Trade and Other Payables	119.5	5.2%	56.2	1.7%	(63.3)	53.0%
Liabilities under lease agreements due within 1 year	0.33	0.03%	105.2	3.3%	104.9	31,787.9%
Liabilities under lease agreements - net	0.20	0.02%	694.1	21.4%	693.9	346,950.0%
Long-term Debt due within a year	126.2	5.5%	112.4	3.5%	(13.8)	(10.9%)
Long-Term Loans, Net	402.0	17.4%	371.7	11.5%	(30.3)	(7.5%)
Debenture	99.0	4.3%	194.9	6.0%	95.9	96.8%
Tenancy Deposit	103.5	4.5%	83.4	2.6%	(20.1)	(19.4%)
<b>Total Liabilities</b>	<b>1,027.1</b>	<b>44.5%</b>	<b>1,899.8</b>	<b>58.7%</b>	<b>872.7</b>	<b>84.9%</b>
<b>Total Shareholders' Equity</b>	<b>1,283.1</b>	<b>55.5%</b>	<b>1,337.8</b>	<b>41.3%</b>	<b>54.7</b>	<b>4.3%</b>

### Asset

As of December 31, 2020, the Company has total assets of 3,237.6 million baht, an increase of 927.4 million baht or 40.1 percent from the end of 2019. Due to an increase in investment property listings which is in accordance with accounting standards The Company has adopted this year 2020 by valuing real estate projects that generate the Company's rental income stream.

### Liabilities and Shareholders' Equity

As of December 31, 2020, the Company had total liabilities and Shareholders' Equity of 1,899.8 million baht and 1,337.8 million baht, an increase from the end of 2019 by 872.7 million baht or 84.9 percent due to the adoption of Financial Report Standard No.16 by recording more liabilities in the form of lease liabilities and issuance of debentures.

Equity increased by 54.7 million baht, or 4.3 percent, in line with the 2020 net profit, giving the company a debt to equity ratio of 1.4 times.

### Factors affecting the performance in the future

In 2020, the company is able to manage its business amidst the coronavirus crisis. By cost management and expenses related to the company's main business operations enabling the company to have a net profit. However, 2021 is a challenging ongoing year for the management of the company which must be carried out with concern. In the year 2021, the company has factors that will positively affect its operations. The company is in the process of developing a new community mall project "The Jas Green Village Khubon" which has a location on Khubon Road, Ram Inthra District. Expected to be completed and earning its revenues by starting the commercial operation with tenants from the end of 4Q/2021.



## Audit Remuneration

In the accounting period of 2019 and 2020, the Company paid the audit remuneration as follows:

Items	2019	2020
<b>Audit Fee</b>		
- The Company	1,585,000	1,685,000
- Subsidiary	612,000	-
<b>Total</b>	2,197,000	1,685,000
<b>Other Expense</b>	Actual	Actual

No other remuneration was paid apart from the audit remuneration.

**Corporate Social Responsibility Activities**

The company realizes that in order to grow the business sustainably, it must be based on the care of all stakeholders of the company. And doing business of the company in the year 2020, the company has adopted the policy on clean energy; take care of the environment and become a part of the company's social activities which has various activities as follows;

**Project activity "6 measures that we care about you to be safe from the COVID19 virus."**

JAS Asset Public Company Limited has organized a project "6 Measures we care about you to be Safe from the COVID19 Virus" #Big Cleaning Day # Great cleaning including shopping malls and offices for good hygiene and safe. It also increases the confidence of customers and employees every time they come to use the facility in the Company and shopping center. The shopping center has added the highest hygiene and safety measures for hygiene to enable customers and employees of the company to live with confidence. By announce the measures to increase the frequency of cleaning common areas, various touch points, escalator handrail, bathroom accessories, air circulation system, using disinfectants regularly before opening, during the day and after the shopping center is closed every day. It also has publicized, asking for cooperation from all customers to wear a surgical mask or cloth mask before entering and after all the time in the shopping center include a body temperature check and wash hands with alcohol gel before using the service and facility every time.



JAS Asset Public Company Limited  
Report and financial statements  
31 December 2020



## Independent Auditor's Report

To the Shareholders of JAS Asset Public Company Limited

### Opinion

I have audited the accompanying financial statements of JAS Asset Public Company Limited (the Company), which comprise the statement of financial position as at 31 December 2020, and the related statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of JAS Asset Public Company Limited as at 31 December 2020, its 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 Financial Statements* section of my report. I am independent of the Company 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 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.

### Emphasis of matters

I draw attention to the following notes to the financial statements.

- a) Note 1.2 and Note 3 to the financial statements. Due to the impact of the COVID-19 pandemic, in preparing the financial statements for the year ended 31 December 2020, the Company has adopted the Accounting Guidance on Temporary Relief Measures for Accounting Alternatives in Response to the Impact of the COVID-19 Pandemic issued by the Federation of Accounting Professions.

The Coronavirus disease 2019 pandemic is adversely impacting most businesses and industries. This situation may bring uncertainties and have an impact on the environment in which the Company operates. The Company's management has continuously monitored ongoing developments and assessed the financial impact in respect of the valuation of assets, provisions and contingent liabilities, and has used estimates and judgement in respect of various issues as the situation has evolved.

- b) Note 3 and Note 4 to the financial statements. The Company has adopted financial reporting standards related to financial instruments and TFRS 16 which are effective for current year.
- c) Note 26.1 to the financial statements regarding the revenue from sale of residential condominium units to the Company's shareholder. During the year, the Company recognised revenue from residential condominium units sold to the Company's shareholder, and the Company received full payments from the sale and transferred control over the real estate to the buyer completely. However, the Company has not registered the ownership transfer to buyer due to certain business reasons. The Company recognised revenue from sale of real estate to the Company's shareholder of Baht 11 million and recognised gain on sales of Baht 3 million in the statement of comprehensive income for the current year.

My opinion is not modified in respect of these matters

### **Key Audit Matters**

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

I have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.



Building a better  
working world

Key audit matters and how audit procedures respond for each matter are describe below.

### **Rental income**

The Company has disclosed its accounting policy relating to recognition of rental income in Note 5.1 to the financial statements. The Company recognised rental income for the year 2020 amounting to Baht 321 million which represents 61% of total revenues. I identified recognition of revenue from rental income to be an area of significant risk in the audit because revenue from rental income is the most significant account in the statement of comprehensive income of the Company and it is a key performance indicator to which the management and users of the financial statements pay particular attention. In addition, the Company entered into agreements with a large number of customers and there are a variety of conditions in these agreements most are minor lessees. There are therefore risks related to the existing and timing of revenue recognition.

I have examined the revenue recognition of the Company by

- Assessing and testing the Company's IT system and its internal controls related to the revenue cycle by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls.
- Applying a sampling method to select rental agreements to assess whether revenue recognition was consistent with the conditions of the relevant agreement, and whether it was in compliance with the Company's policy.
- On a sampling basis, examining supporting documents for revenue transactions occurring during the year and near the end of the accounting period.
- Reviewing credit notes that the Company issued after the period-end.
- Performing analytical procedures on disaggregated data to detect possible irregularities in sales transactions throughout the period, particularly for accounting entries made through journal vouchers.

### **Recognition of revenue from sales of residential condominium units**

As disclosed in Note 26.1 to the financial statements, the Company recognised revenue from residential condominium units sold for the year 2020 amounting to Baht 109 million which represents 21% of total revenues. I identified recognition of revenue from residential condominium units sold to be an area of significant risk in the audit because revenue from residential condominium units sold is a significant account in the statement of comprehensive income of the Company and it is a key performance indicator to which the management and users of the financial statements pay particular attention. There are therefore risks with respect to the occurrence of revenue, and the relevance of revenue to the business.

I have examined the revenue recognition of the Company by

- Applying a sampling method to select condominium sale agreements and condominium units delivery document to assess whether revenue recognition was consistent with the conditions of the relevant documents, and whether it was in compliance with the Company's policy on revenue recognition.
- On a sampling basis, examining supporting documents for revenue transactions occurring during the year and near the end of the accounting period.
- Performing analytical procedures on disaggregated data to detect possible irregularities in sales transactions throughout the period, particularly for accounting entries made through journal vouchers.

### **Valuation of investment property**

As discussed in Note 12 to the financial statements, the Company had investment property presented in the statement of financial position as at 31 December 2020, at their fair value of Baht 2,904 million, representing 90% of total assets. The Company determined the fair value of investment property based on the value appraised by an independent appraiser and/or the Company's management, using the income approach. As the Company's management is required to exercise significant judgement with respect to the estimation of future operating results and the determination of a discount rate and key assumptions, there is a significant risk with respect to the measurement of such investment property.



Building a better  
working world

I assessed the key internal controls of the Company related to the calculation of fair value of investment property by making enquiry of responsible executives and gaining an understanding of operation of control designed by the Company. 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 independence 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 Company's actual operating results to evaluate the judgement of the Company's management in terms of estimating operating results, checking them to the rental and service agreements, and testing the calculation of fair value which was based on the above models and assumptions. Moreover, I reviewed the disclosure of information related to the measurement of the fair value of investments property in the notes to the financial statements.

### **Other Information**

Management is responsible for the other information. The other information comprise the information included in annual report of the Company, but does not include the financial statements and my auditor's report thereon. The annual report of the Company 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 Company, 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.



Building a better  
working world

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

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

In preparing the financial statements, management is responsible for assessing the Company'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 Company or to cease operations, or has no realistic alternative but to do so.

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

## **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.





Building a better  
working world

- 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 Company'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 Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.



Building a better  
working world

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

I am responsible for the audit resulting in this independent auditor's report.

Rosaporn D

Rosaporn Decharkom

Certified Public Accountant (Thailand) No.5659

EY Office Limited

Bangkok: 23 February 2021

JAS Asset Public Company Limited  
 Statements of financial position  
 As at 31 December 2020

(Unit: Baht)

	<u>Note</u>	<u>2020</u>	<u>2019</u>
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	8	6,553,875	2,650,807
Trade and other receivables	7, 9	40,980,698	61,858,041
Property development costs	10	91,053,310	165,620,266
Prepaid income tax		17,201,888	23,539,246
Cost to obtain contracts with customers		120,426	262,045
Other current assets		10,375,406	7,814,473
<b>Total current assets</b>		<u>166,285,603</u>	<u>261,744,878</u>
<b>Non-current assets</b>			
Deposits	7	110,076,666	111,283,883
Investment property	12	2,904,402,515	524,973,460
Property and equipment	13	31,780,483	65,936,097
Intangible assets	14	2,404,292	3,329,262
Leasehold rights and buildings	15	-	1,288,533,172
Advance for construction work		-	23,083,294
Deferred tax assets	30	20,732,981	29,150,247
Other non-current assets		1,933,019	2,230,525
<b>Total non-current assets</b>		<u>3,071,329,956</u>	<u>2,048,519,940</u>
<b>Total assets</b>		<u><u>3,237,615,559</u></u>	<u><u>2,310,264,818</u></u>

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

JAS Asset Public Company Limited

Statements of financial position (continued)

As at 31 December 2020

(Unit: Baht)

	<u>Note</u>	<u>2020</u>	<u>2019</u>
<b>Liabilities and shareholders' equity</b>			
<b>Current liabilities</b>			
Bank overdrafts and short-term loans from financial institutions	16	118,640,810	96,471,756
Trade and other payables	7, 17	56,191,876	119,486,247
Retention guarantees		9,696,994	8,974,165
Advance received from customers		214,100	4,872,200
Current portion of long-term loans	18	112,393,531	126,184,685
Current portion of liabilities under finance lease agreement	19	-	335,147
Current portion of long-term lease liabilities	20	105,164,880	-
Short-term loan from related party	7	113,000,000	-
Short-term loans	16	-	39,502,312
Current portion of debentures	21	-	98,903,190
Other current liabilities		14,928,675	10,512,993
<b>Total current liabilities</b>		<u>530,230,866</u>	<u>505,242,695</u>
<b>Non-current liabilities</b>			
Long-term loans - net of current portion	18	371,685,260	401,973,663
Liabilities under finance lease agreement - net of current portion	19	-	200,774
Long-term lease liabilities - net of current portion	20	694,094,137	-
Debentures - net of current portion	21	194,853,573	-
Provision for long-term employee benefits	22	430,637	572,141
Deposits received from lessees	7	83,435,800	103,476,259
Other non-current liabilities		25,093,357	15,665,596
<b>Total non-current liabilities</b>		<u>1,369,592,764</u>	<u>521,888,433</u>
<b>Total liabilities</b>		<u>1,899,823,630</u>	<u>1,027,131,128</u>

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

JAS Asset Public Company Limited  
 Statements of financial position (continued)  
 As at 31 December 2020

	Note	2020	2019
(Unit: Baht)			
<b>Shareholders' equity</b>			
Share capital	23		
Registered			
994,160,212 ordinary shares of Baht 1 each (2019: 1,081,905,778 ordinary shares of Baht 1 each)		994,160,212	1,081,905,778
Issued and fully paid up			
793,807,290 ordinary shares of Baht 1 each		793,807,290	793,807,290
Premium on share capital		329,493,439	329,493,439
Retained earnings			
Appropriated - statutory reserve	25	41,359,381	38,537,525
Unappropriated		173,131,819	121,295,436
<b>Total shareholders' equity</b>		<b>1,337,791,929</b>	<b>1,283,133,690</b>
<b>Total liabilities and shareholders' equity</b>		<b>3,237,615,559</b>	<b>2,310,264,818</b>

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

Directors

JAS Asset Public Company Limited  
Statement of comprehensive income  
For the year ended 31 December 2020

(Unit: Baht)

	Note	Consolidated	Separate	
		financial statements	financial statements	
		2019	2020	2019
<b>Profit or loss:</b>				
<b>Revenues from sales and services</b>				
Rental income		465,909,356	320,741,127	467,718,334
Revenue from contracts with customers	26.1	424,592,562	191,730,235	355,079,963
<b>Total revenues from sales and services</b>		<b>890,501,918</b>	<b>512,471,362</b>	<b>822,798,297</b>
<b>Cost of sales and services</b>				
Cost of rental		429,122,656	45,046,613	429,122,656
Cost of sales	26.3	291,873,647	140,665,417	262,261,153
<b>Total cost of sales and services</b>		<b>720,996,303</b>	<b>185,712,030</b>	<b>691,383,809</b>
<b>Gross profit</b>		<b>169,505,615</b>	<b>326,759,332</b>	<b>131,414,488</b>
Gain (loss) on fair value adjustment of investment property	12	6,074,163	(97,281,287)	6,074,163
Reversal of allowance for impairment of assets	13	181,223	3,378,777	181,223
Gain on sale of investment in subsidiary	11	27,302,088	-	26,701,265
Other income		37,831,998	9,290,677	39,049,403
<b>Profit before expenses</b>		<b>240,895,087</b>	<b>242,147,499</b>	<b>203,420,542</b>
Selling and distribution expenses		107,592,766	63,704,180	66,199,174
Administrative expenses		88,441,084	60,000,185	64,969,797
<b>Total expenses</b>		<b>196,033,850</b>	<b>123,704,365</b>	<b>131,168,971</b>
<b>Operating profit</b>		<b>44,861,237</b>	<b>118,443,134</b>	<b>72,251,571</b>
Finance income	27	247,998	1,879,528	2,811,539
Finance cost	28	(54,308,063)	(61,829,972)	(53,262,236)
<b>Operating gain (loss) - net of finance income and finance cost</b>		<b>(9,198,828)</b>	<b>58,492,690</b>	<b>21,800,874</b>
Share of loss from investment in subsidiary	11	-	-	(14,920,937)
<b>Profit (loss) before income tax expenses</b>		<b>(9,198,828)</b>	<b>58,492,690</b>	<b>6,879,937</b>
Tax income (expenses)	30	17,065,344	(2,055,568)	10,333,047
<b>Profit for the year</b>		<b>7,866,516</b>	<b>56,437,122</b>	<b>17,212,984</b>
<b>Other comprehensive income:</b>				
<i>Other comprehensive income not to be reclassified to profit and loss in subsequent periods</i>				
Actuarial gain - net of income tax effect	22	-	213,491	-
<b>Other comprehensive income for the year</b>		<b>-</b>	<b>213,491</b>	<b>-</b>
<b>Total comprehensive income for the year</b>		<b>7,866,516</b>	<b>56,650,613</b>	<b>17,212,984</b>
<b>Profit attributable to:</b>				
Equity holders of the Company		17,212,984	56,437,122	17,212,984
Non-controlling interests of the subsidiary	11	(9,346,468)	-	-
		<b>7,866,516</b>		
<b>Total comprehensive income attributable to:</b>				
Equity holders of the Company		17,212,984	56,650,613	17,212,984
Non-controlling interests of the subsidiary		(9,346,468)	-	-
		<b>7,866,516</b>		
<b>Earnings per share:</b>				
Basic earnings per share	31			
Profit attributable to equity holders of the Company		0.03	0.07	0.03

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



JAS Asset Public Company Limited  
Statement of changes in shareholders' equity  
For the year ended 31 December 2020

(Unit: Baht)

Consolidated financial statements							
Equity attributable to owners of the Company							
	Issued and fully paid-up share capital	Premium on share capital	Retained earnings		Total equity attributable to owners of the Company	Equity attributable to non-controlling interests of the subsidiary	Total shareholders' equity
			Statutory reserve	Unappropriated			
Balance as at 1 January 2019	460,847,012	312,103,098	37,678,876	104,943,101	935,570,087	9,346,468	944,916,555
Loss for the year	-	-	-	17,212,984	17,212,984	(9,346,468)	7,866,516
Other comprehensive income for the year	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	17,212,984	17,212,984	(9,346,468)	7,866,516
Issued ordinary shares (Note 23)	312,960,278	17,390,341	-	-	330,350,619	-	330,350,619
Appropriated retained earnings to statutory reserve (Note 25)	-	-	860,649	(860,649)	-	-	-
Balance as at 31 December 2019	793,807,290	329,493,439	38,537,525	121,295,436	1,283,133,690	-	1,283,133,690

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

JAS Asset Public Company Limited  
Statement of changes in shareholders' equity  
For the year ended 31 December 2020

(Unit: Baht)

	Separate financial statements				Total shareholders' equity
	Issued and fully paid-up share capital	Premium on share capital	Retained earnings		
			Statutory reserve	Unappropriated	
<b>Balance as at 1 January 2019</b>	480,847,012	312,103,098	37,676,876	104,943,101	935,570,087
Profit for the year	-	-	-	17,212,984	17,212,984
Other comprehensive income for the year	-	-	-	-	-
Total comprehensive income for the year	-	-	-	17,212,984	17,212,984
Issued ordinary shares (Note 23)	312,960,278	17,390,341	-	-	330,350,619
Appropriated retained earnings to statutory reserve (Note 25)	-	-	860,649	(860,649)	-
<b>Balance as at 31 December 2019</b>	<u>793,807,290</u>	<u>329,493,439</u>	<u>38,537,525</u>	<u>121,295,436</u>	<u>1,283,133,690</u>
<b>Balance as at 1 January 2020</b>	793,807,290	329,493,439	38,537,525	121,295,436	1,283,133,690
Cumulative effect of change in accounting policy (Note 4)	-	-	-	(1,992,374)	(1,992,374)
<b>Balance as at 1 January 2020 - as restated</b>	793,807,290	329,493,439	38,537,525	119,303,062	1,281,141,316
Profit for the year	-	-	-	56,437,122	56,437,122
Other comprehensive income for the year	-	-	-	213,491	213,491
Total comprehensive income for the year	-	-	-	56,650,613	56,650,613
Appropriated retained earnings to statutory reserve (Note 25)	-	-	2,821,856	(2,821,856)	-
<b>Balance as at 31 December 2020</b>	<u>793,807,290</u>	<u>329,493,439</u>	<u>41,359,381</u>	<u>173,131,819</u>	<u>1,337,791,929</u>

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

JAS Asset Public Company Limited  
Statement of cash flows  
For the year ended 31 December 2020

(Unit: Baht)

	Consolidated	Separate	
	financial statements	financial statements	
	2019	2020	2019
<b>Cash flows from operating activities</b>			
Profit (loss) before tax	(9,198,828)	58,492,690	6,879,937
Adjustments to reconcile profit (loss) before tax to net cash provided (paid from) by operating activities:			
Depreciation and amortisation	113,456,236	16,322,773	104,859,047
Decrease in property development costs as a result of transfer to cost of sales	181,192,370	74,817,924	181,192,370
Allowance for doubtful accounts (reversal)	(160,356)	362,098	(160,356)
Bad debts	561,222	801,552	561,222
Loss on disposal/write-off equipment and intangible asset	5,849,451	3,509,554	5,134,666
Reversal of allowance for impairment of assets	(181,223)	(3,378,777)	(181,223)
Decrease (increase) in fair value of investment property	(6,074,163)	97,281,287	(6,074,163)
Share of loss from investment in subsidiary	-	-	14,920,937
Provision for long-term employee benefits	193,295	125,359	193,295
Gain on sale of investment in subsidiary	(27,302,088)	-	(26,701,265)
Finance income	(251,029)	(1,879,528)	(2,811,539)
Finance cost	54,308,063	61,829,972	53,262,236
<b>Profit from operating activities before changes in operating assets and liabilities</b>	<b>312,392,950</b>	<b>308,284,904</b>	<b>331,075,164</b>
Operating assets (increase) decrease			
Trade and other receivables	(8,533,909)	19,713,693	(8,101,841)
Property development costs	(162,437,225)	(3,737,481)	(162,437,225)
Other current assets	(1,669,900)	(2,560,933)	(605,191)
Deposits	15,372,229	(2,723,309)	15,327,972
Costs to obtain contracts with customers	(262,045)	141,619	(262,045)
Other non-current assets	251,762	297,506	251,780
Operating liabilities increase (decrease)			
Trade and other payables	(2,084,898)	(8,212,374)	(2,273,917)
Advance received from customers	(7,556,650)	(4,658,100)	(7,556,650)
Retention guarantees	7,835,536	722,829	8,118,601
Other current liabilities	2,009,802	1,807,593	1,825,706
Deposit received from lessees	(22,994,414)	(18,200,413)	(22,941,614)
Other non-current liabilities	15,590,133	8,421,343	15,580,333
<b>Cash flows from operating activities</b>	<b>147,913,371</b>	<b>299,296,877</b>	<b>168,001,073</b>
Cash received from tax refund	-	13,976,270	-
Cash paid for income tax	(9,567,391)	(7,638,912)	(9,558,061)
<b>Net cash flows from operating activities</b>	<b>138,345,980</b>	<b>305,634,235</b>	<b>158,443,012</b>

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

JAS Asset Public Company Limited  
Statement of cash flows (continued)  
For the year ended 31 December 2020

(Unit: Baht)

	Consolidated	Separate	
	financial statements	financial statements	
	2019	2020	2019
<b>Cash flows from investing activities</b>			
Cash received from sales of investment in subsidiary	25,799,980	-	25,799,980
Decrease in short-term loan to related party	-	-	46,500,000
Interest income	251,029	6,267	2,811,539
Acquisition of property and equipment	(12,659,959)	(3,787,606)	(2,633,900)
Acquisition of intangible assets	(1,825,290)	(450,662)	(907,789)
Acquisition of investment property	(99,297)	(219,812,661)	(99,297)
Increase in leasehold rights and buildings	(63,462,122)	-	(63,462,122)
Proceeds from sales of equipment	1,649,767	724,208	1,629,767
Decrease in cash and cash equivalents of subsidiary at disposal date	(1,884,973)	-	-
<b>Net cash flows from (used in) investing activities</b>	<b>(52,230,865)</b>	<b>(223,320,454)</b>	<b>9,638,178</b>
<b>Cash flows from financing activities</b>			
Increase in bank overdrafts and short-term loans from financial institutions	36,471,756	22,169,054	36,471,756
Increase (decrease) in short-term loans	40,000,000	(40,000,000)	40,000,000
Increase in short-term loan from related party	82,400,000	292,000,000	2,000,000
Repayment of short-term loan from related party	(2,000,000)	(179,000,000)	(2,000,000)
Cash received from long-term loans	118,542,000	10,000,000	118,542,000
Repayment of long-term loans	(275,524,996)	(54,079,557)	(275,524,996)
Cash received from issuance of debentures	100,000,000	197,700,000	100,000,000
Cash paid for transaction costs of issuing debentures	(1,688,797)	(3,229,191)	(1,688,797)
Repayment of debentures	(469,000,000)	(100,000,000)	(469,000,000)
Repayment of liabilities under finance lease agreement	(486,806)	-	(295,130)
Repayment of lease liabilities	-	(151,952,512)	-
Interest paid	(63,914,788)	(72,018,507)	(62,868,961)
Cash received from the capital increase	331,737,894	-	331,737,894
Cash paid for direct costs related to the share offering	(1,387,275)	-	(1,387,275)
<b>Net cash flows used in financing activities</b>	<b>(104,851,012)</b>	<b>(78,410,713)</b>	<b>(184,013,509)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(18,735,897)</b>	<b>3,903,068</b>	<b>(15,932,319)</b>
Cash and cash equivalents at beginning of year	21,386,704	2,650,807	18,583,126
<b>Cash and cash equivalents at end of year</b>	<b>2,650,807</b>	<b>6,553,875</b>	<b>2,650,807</b>

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

JAS Asset Public Company Limited  
Statement of cash flows (continued)  
For the year ended 31 December 2020

(Unit: Baht)

	Consolidated	Separate	
	financial statements	financial statements	
	2019	2020	2019
<b>Supplemental cash flows information:</b>			
Non-cash items			
Accounts payable for construction	15,780,846	30,638,210	15,780,846
Accounts payable for leasehold rights	20,000,000	-	20,000,000
Interest expenses recorded as cost of project	8,821,866	13,792,548	8,821,866
Amortised leasehold rights recorded as cost of project	1,500,000	-	1,500,000
Deposit measured at fair value recorded as cost of project	-	3,197,466	-
Lease liabilities	-	360,052,648	-
Rental reduction	-	47,766,888	-
Purchase of asset under finance lease agreement	527,897	-	-
Transfer investment property to furniture, fixtures and equipment	-	16,058	-

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

**JAS Asset Public Company Limited**  
**Notes to financial statements**  
**For the year ended 31 December 2020**

**1. General information**

**1.1 The Company's general information**

JAS Asset Public Company Limited ("the Company") is a public company incorporated and domiciled in Thailand. Jay Mart Public Company Limited, which was incorporated in Thailand, is the parent company. The Company is principally engaged in providing rental and related services.

The registered office of the Company is at 187 JMART Building, 8th Floor, Ramkhamhaeng Road, Rat Phatthana Sub-District, Saphan Sung District, Bangkok.

On 24 January 2020, a meeting of the Company's Executive Board of Directors approved the incorporation of a subsidiary, J Appraisal Company Limited (JAP), with a registered share capital of Baht 2 million, comprising 200,000 ordinary shares of Baht 10 each, in which the Company will hold 99.99% of its registered share capital. Its business is property valuation services. JAP registered its share capital with the Ministry of Commerce on 31 January 2020.

On 20 March 2020, a meeting of the Company's Executive Board of Directors and the Extraordinary General Meeting of shareholders of JAP approved the dissolution of JAP and JAP registered the dissolution with the Ministry of Commerce on 31 March 2020. JAP completed the liquidation process on 29 June 2020.

**1.2 Coronavirus disease 2019 Pandemic**

The Coronavirus disease 2019 pandemic is adversely impacting most businesses and industries. This situation may bring uncertainties and have an impact on the environment in which the Company operates. The Company's management has continuously monitored ongoing developments and assessed the financial impact in respect of the valuation of assets, provisions and contingent liabilities, and has used estimates and judgement in respect of various issues as the situation has evolved.



## 2. Basis of preparation

The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development, issued under the Accounting Act B.E. 2543.

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

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

## 3. New financial reporting standards

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

During the year, the Company has adopted the revised (revised 2019) and new financial reporting standards and interpretations which are effective for fiscal years beginning on or after 1 January 2020. 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 adoption of these financial reporting standards does not have any significant impact on the Company's financial statements. However, the new standard involves changes to key principles, which are summarised below:

#### **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 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.

The adoption of these standards has the impact of the company's financial statements to result in the following adjustments.

- Recognition of expected credit losses - the Company recognises an allowance for expected credit losses on its debt instruments measured at amortised cost or fair value through other comprehensive income, and it no longer necessary for a credit-impaired event to have occurred.
- Recognition of deposits and deposits received from lessees - The Company is to initially recognise deposits and deposits received from lessees at their fair value on the contract date and subsequently measure them at their amortise cost at the end of each reporting period.

The Company recognised the cumulative effect of the adoption of these financial reporting standards as an adjustment to retained earnings as at 1 January 2020, and the comparative information was not restated.

The cumulative effect of the change is described in Note 4 to financial statements.

### **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 recognise 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.

The Company recognised the cumulative effect of the adoption of this financial reporting standard as an adjustment to the retained earnings as at 1 January 2020, and the comparative information was not restated.

The cumulative effect of the change is described in Note 4 to financial statements.

## **Accounting Guidance on Temporary Relief Measures for Accounting Alternatives in Response to the Impact of the COVID-19 Pandemic**

The Federation of Accounting Professions announced Accounting Guidance on Temporary Relief Measures for Accounting Alternatives in Response to the Impact of the COVID-19 Pandemic. Its objectives are to alleviate some of the impact of applying certain financial reporting standards, and to provide clarification about accounting treatments during the period of uncertainty relating to this situation.

On 22 April 2020, the Accounting Treatment Guidance was announced in the Royal Gazette and it is effective for the financial statements prepared for reporting periods ending between 1 January 2020 and 31 December 2020.

During the period from the first quarter to the third quarter of 2020, the Company elected to apply the temporary relief measures on accounting alternatives relating to measurement of expected credit losses using a simplified approach, fair value measurement of investment properties, lease modification from reduction in lease payments, and impairment of assets and reversal of deferred tax assets.

In the fourth quarter of 2020, the Company has assessed some of the financial impacts of the uncertainties of the COVID-19 Pandemic on the valuation of assets and liabilities. As a result, in preparing the financial statements for the year ended 31 December 2020, the Company has decided to discontinue application of the temporary relief measures on accounting alternatives relating to fair value measurement of investment properties, impairment of assets and reversal of deferred tax assets. This has no significant impact on the Company's financial statements.

However, the Company has elected to continue to apply the following temporary relief measures on accounting alternatives:

- Not to take into account forward-looking information when determining expected credit losses, in cases where the Company uses a simplified approach to determine expected credit losses.
- Not to account for any reduction in lease payments by lessors resulting from the COVID-19 situation as a lease modification, with the lease liabilities that come due in each period reduced in proportion to the reduction and depreciation of right-of-use assets and interest on lease liabilities recognised in each period reversed in proportion to the reduction, with any differences then recognised in profit or loss.

The Company is evaluating the impact on the financial statements and expects the valuation of lease liabilities to be significantly affected. The Company will consider recording the impact on the financial statements after the relief measures expire.

**(b) Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2021**

The Federation of Accounting Professions issued a number of revised financial reporting standards and interpretations, which are effective for fiscal years beginning on or after 1 January 2021. 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 is currently evaluating the impact of these standards on the financial statements in the year when they are adopted.

**4. Cumulative effects of changes in accounting policies due to the adoption of new financial reporting standards**

As described in Note 3 to the financial statements, during the current year, the Company has adopted the set of financial reporting standards related to financial instruments and TFRS 16. The cumulative effect of initially applying these standards was recognised as an adjustment to retained earnings as at 1 January 2020. Therefore, the comparative information was not restated.

The impacts of changes in accounting policies on the statements of financial position at the beginning of 2020 due to the adoption of these standards are presented as follows:

(Unit: Thousand Baht)

	31 December 2019	The impacts of		1 January 2020
		Financial reporting standards related to financial instruments	TFRS16	
<b>Statement of financial position</b>				
<b>Assets</b>				
<b>Non-current assets</b>				
Investment property	524,974	-	1,886,792	2,411,766
Property and equipment	65,936	-	(22,157)	43,779
Leasehold rights and buildings	1,288,533	-	(1,288,533)	-
Deposits	111,284	(2,606)	-	108,678
Deferred tax assets	29,150	-	(6,309)	22,841

(Unit: Thousand Baht)

	31 December 2019	The impacts of		1 January 2020
		Financial reporting standards related to financial instruments	TFRS16	
<b>Liabilities and shareholders' equity</b>				
<b>Current liabilities</b>				
Trade and other payables	119,486	-	(69,792)	49,694
Current portion of liabilities under finance lease agreement	335	-	(335)	-
Current portion of long-term lease liabilities	-	-	174,122	174,122
Other current liabilities	10,514	1,321	-	11,835
<b>Non-current liabilities</b>				
Liabilities under finance lease agreement - net of current portion	201	-	(201)	-
Long-term lease liabilities - net of current portion	-	-	465,385	465,385
Deposits received from lessees	103,476	(2,709)	-	100,767
Other non-current liabilities	15,666	1,388	-	17,054
<b>Shareholders' equity</b>				
Retained earnings - unappropriated	121,295	(2,606)	614	119,303

#### 4.1 Financial instruments

- a) Details of the impact on retained earnings as at 1 January 2020 due to the adoption of financial reporting standards related to financial instruments are presented as follows:

(Unit: Thousand Baht)

Recognition of deposits	2,606
Impact of the adoption of financial reporting standards related to financial instruments	<u>2,606</u>

- b) As at 1 January 2020, classification and measurement of financial assets required by TFRS 9, in comparison with classification and the former carrying amount, are as follows:

	(Unit: Thousand Baht)	
	The former carrying amount	Classification and measurement in accordance with TFRS 9
		Amortised cost
<b>Financial assets as at 1 January 2020</b>		
Cash and cash equivalents	2,651	2,651
Trade and other receivables	61,858	61,858
Deposits	111,284	108,678
Other current asset	2,231	2,231
<b>Total financial assets</b>	<b>178,024</b>	<b>175,418</b>

As at 1 January 2020, the Company has not designated any financial liabilities at fair value through profit or loss.

#### 4.2 Leases

On adoption of TFRS 16, the Company recognised lease liabilities in relation to leases that previously classified as operating leases measured at the present value of the remaining lease payments, discounted using the Company's incremental borrowing rate at 1 January 2020. For leases that previously classified as finance leases, the Company recognised the carrying amount of the lease assets and lease liabilities before transition as right-of-use assets and lease liabilities, respectively at the date of initial application.

	(Unit: Thousand Baht)
Operating lease commitments as at 31 December 2019	823,483
Less: Short-term leases	(3,084)
Less: Contracts reassessed as service agreements	(5,905)
Add: Reverse of straight-line basis adjustment	49,792
Add: Unpaid for leasehold rights	20,000
Add: Others	6,148
Less: Deferred interest expenses	(251,463)
Increase in lease liabilities due to TFRS 16 adoption	638,971
Liabilities under finance lease agreement as at 31 December 2019	536
Lease liabilities as at 1 January 2020	639,507
Incremental borrowing rate ( <i>percent per annum</i> )	3.81 - 4.98

(Unit: Thousand Baht)

Comprise of:

Current lease liabilities	174,122
Non-current lease liabilities	465,385
	<hr/>
	639,507
	<hr/>

## 5. Significant accounting policies

### 5.1 Revenue recognition

#### *Rental income*

Rental income is recognised as revenue in profit and loss on a straight-line basis over the lease term.

#### *Revenue from sales of real estate*

Revenue from sales of land and houses and residential condominium units is recognised at the point in time when control of the real estate is transferred to the customer, generally upon delivery of the goods. Revenue from sales of real estate is measured at the amount of the consideration received after deducting discounts and considerations payable to the customer. The terms of payment are in accordance with the payment schedule specified in the customer contract. Considerations received before transferring control of the real estate to the customer are presented under the caption of "Advances received from customers" in the statement of financial position.

#### *Sales of food and beverage*

Sales of food and beverage is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods. Revenue is measured at the amount the invoiced value of the consideration received or receivable, excluding value added tax, of goods supplied after deducting discounts and price promotions to customers.

#### *Service income*

Service income is recognised in the amount to which the Company has a right to invoice.

#### *Interest income*

Interest income is calculated using the effective interest method and recognised on an accrual basis. The effective interest rate is applied to the gross carrying amount of a financial asset, unless the financial assets subsequently become credit-impaired when it is applied to the net carrying amount of the financial asset (net of the expected credit loss allowance).



### *Finance cost*

Interest expense from financial liabilities at amortised cost is calculated using the effective interest method and recognised on an accrual basis.

## **5.2 Cost of real estate sold**

### *Costs of residential condominium units sold*

In determining the costs of residential condominium units sold, the anticipated total development costs (taking into account actual costs incurred to date) are attributed to residential condominium units on the basis of the saleable area.

Cost of residential condominium units sold includes cost of other goods, such as furniture and fixtures, that are considered part of the residential condominium unit and transferred to a customer in accordance with the contract.

Selling expenses directly associated with projects, such as specific business tax and transfer fees, are recognised as expenses when the sale occurs.

### *Costs of land and houses sold*

Costs of land and houses sold consist of costs of land and houses purchasing and other related expenses.

Selling expenses directly associated with projects, such as specific business tax and transfer fees, are recognised as expenses when sale occurs.

## **5.3 Cash and cash equivalents**

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

## **5.4 Property development costs**

Property development costs are stated at the lower of cost and net realisable value. Cost consists of the cost of land, land development fees, design fees, utilities, construction costs, capitalised borrowing costs and other related expenses, as well as estimated project development costs.

The Company recognises losses on diminution in value of projects (if any) in profit or loss.

## 5.5 Cost to obtain a contract

The Company recognises a commission paid to obtain a customer contract as an asset and amortises it to expenses on a systematic basis that is consistent with the pattern of revenue recognition. An impairment loss is recognised to the extent that the carrying amount of an asset recognised exceeds the remaining amount of the consideration that the entity expects to receive less direct costs.

## 5.6 Investment property

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value. Any gains or losses arising from changes in the value of investment property are recognised in profit or loss when incurred.

On disposal of investment properties, the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period when the asset is derecognised.

## 5.7 Property and equipment/Depreciation

Land is stated at cost. Equipment is stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

Depreciation of equipment is calculated by reference to their costs on the straight-line basis over the following estimated useful lives:

Furniture, fixtures and equipment	3 - 9 years
Motor vehicles	5 years

Depreciation is included in determining income.

No depreciation is provided on land.

An item of land and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

## 5.8 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

## 5.9 Deferred financial fees

Financial expenses related to borrowings that are typically incurred on or before signing facility agreements and before actual draw down of the loans are recorded as deferred financial fees. A portion of deferred financial fees is presented as a deduction against the related loan account and amortised using the effective interest rate method over the term of the loans.

The amortisation of deferred financial fees is included in determining income.

## 5.10 Intangible assets

Intangible assets are recognised at cost. Following the initial recognition, the Intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on a systematic basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

A summary of the intangible assets with finite useful lives is as follows:

	<u>Useful lives</u>
Computer software	3 - 5 years

## 5.11 Leases

At inception of contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

### **The Company as a lessee**

#### Accounting policies adopted since 1 January 2020

The Company applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. At the commencement date of the lease (i.e. the date the underlying asset is available for use), the Company recognises right-of-use assets representing the right to use underlying assets and lease liabilities based on lease payments.

### ***Right-of-use assets***

Right-of-use assets reference to property and equipment are measured at cost, less accumulated depreciation, any accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities initially recognised, initial direct costs incurred, and lease payments made at or before the commencement date of the lease less any lease incentives received.

Depreciation of right-of-use asset is calculated by reference to their costs, on the straight-line basis over the shorter of their estimated useful lives and the lease term.

Vehicle	5 years
---------	---------

If ownership of the leased asset is transferred to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Right-of-use asset reference to property and equipment is present as part of property and equipment in the statement of financial position.

Right-of-use assets which are classified as investment properties are presented as part of investment properties in the statement of financial position.

### ***Lease liabilities***

Lease liabilities are measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be payable under residual value guarantees. Moreover, the lease payments include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising an option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

The Company discounted the present value of the lease payments by the interest rate implicit in the lease or the Company's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

### ***Short-term leases and leases of low-value assets***

A lease that has a lease term less than or equal to 12 months from commencement date or a lease of low-value assets is recognised as expenses on a straight-line basis over the lease term.

### **Accounting policies adopted before 1 January 2020**

Leases of land, rental space and vehicle which transfer substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The outstanding rental obligations, net of finance charges, are included in long-term payables, while the interest element is charged to profit or loss over the lease period. The assets acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease period if the Company expects not to purchase such assets at the end of the lease period.

Leases of land, rental space and vehicle which do not transfer substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term.

### **The Company as a lessor**

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset to a lessee. Lease receivables from operating leases is recognised as income in profit or loss on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying assets and recognised as an expense over the lease term on the same basis as the lease income.

## **5.12 Related party transactions**

Related parties comprise individuals or enterprises that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company.

They also include associated companies, and individuals or enterprises which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel, directors, and officers with authority in the planning and direction of the Company's operations.

### **5.13 Impairment of non-financial assets**

At the end of each reporting period, the Company performs impairment reviews in respect of the property, equipment and investment property and intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. The Company also carries out annual impairment reviews in respect of intangible assets. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount.

An impairment loss is recognised in profit or loss.

### **5.14 Employee benefits**

#### ***Short-term employee benefits***

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

#### ***Post-employment benefits***

##### *Defined contribution plans*

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

##### *Defined benefit plans*

The Company has obligations in respect of the severance payments it must make to employees upon retirement under labor law. The Company treats these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from defined benefit plans are recognised immediately in other comprehensive income.

### **5.15 Provisions**

Provisions are recognised when the Company has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.



## 5.16 Income tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

### **Current tax**

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

### **Deferred tax**

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Company recognises deferred tax liabilities for all taxable temporary differences while they recognise deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Company reviews and reduce the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Company records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

## 5.17 Financial instruments

### Accounting policies adopted since 1 January 2020

The Company initially measures financial assets at its fair value plus, in the case of financial assets that are not measured at fair value through profit or loss, transaction costs. However, trade receivables, that do not contain a significant financing component, are measured at the transaction price as disclosed in the accounting policy relating to revenue recognition.

### **Classification and measurement of financial assets**

Financial assets are classified, at initial recognition, as to be subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI"), or fair value through profit or loss ("FVTPL"). The classification of financial assets at initial recognition is driven by the Company's business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.



### ***Financial assets at amortised cost***

The Company measures financial assets at amortised cost if the financial asset is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

### ***Financial assets at FVOCI (debt instruments)***

The Company measures financial assets at FVOCI if the financial asset is held to collect contractual cash flows and selling and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income, foreign exchange revaluation and impairment losses or reversals are recognised in profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to profit or loss.

### ***Financial assets at FVTPL***

Financial assets measured at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

These financial assets include derivatives, security investments held for trading, equity investments which the Company has not irrevocably elected to classify at FVOCI and financial assets with cash flows that are not solely payments of principal and interest.

Dividends on listed equity investments are recognised as other income in profit or loss.

### **Classification and measurement of financial liabilities**

The Company's financial liabilities are recognised at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. In determining amortised cost, the Company takes into account any fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in profit or loss.

## **Derecognition of financial instruments**

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Company has transferred substantially all the risks and rewards of the asset, or the Company has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

## **Impairment of financial assets**

The Company recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate.

For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure (a lifetime ECL).

The Company considers a significant increase in credit risk to have occurred when contractual payments are more than 30 days past due and considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Company may also consider a financial asset to have a significant increase in credit risk and to be in default using other internal or external information, such as credit rating of issuers.

For trade receivables, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. It is based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

## Accounting policies adopted before 1 January 2020

### **Trade accounts receivable**

Trade accounts receivable are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experience and analysis of debt aging.

### **5.18 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 applies 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 measures 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.

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 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 determines 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.

### **6. Significant accounting judgements and estimates**

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgements and estimates are as follows:

## **Leases**

### ***Determining the lease term with extension and termination options - The Company as a lessee***

In determining the lease term, the management is required to exercise judgement in assessing whether the Company is reasonably certain to exercise the option to extend or terminate the lease considering all relevant facts and circumstances that create an economic incentive for the Company to exercise either the extension or termination option.

### ***Estimating the incremental borrowing rate - The Company as a lessee***

The Company cannot readily determine the interest rate implicit in the lease, therefore, the management is required to exercise judgement in estimating its incremental borrowing rate to discount lease liabilities. The incremental borrowing rate is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

### ***Lease classification - The Company as lessor***

In determining whether a lease is to be classified as an operating lease or finance lease, the management is required to exercise judgement as to whether significant risk and rewards of ownership of the leased asset has been transferred, taking into consideration terms and conditions of the arrangement.

## **Investment property**

The Company presents investment property at the fair value estimated by an independent appraiser, and recognises changes in the fair value in profit or loss. The independent appraiser valued the investment property using the income approach, because there is no market price that could be used to apply a comparative approach. The key assumptions used in estimating the fair value are described in Note 12.

## **Property and equipment/Depreciation**

In determining depreciation of equipment, the management is required to make estimates of the useful lives and residual values of the equipment and to review estimate useful lives and residual values when there are any changes.

In addition, the management is required to review property and equipment for impairment on a periodical basis and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

### **Deferred tax assets**

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.

### **Post-employment benefits under defined benefit plans**

The obligation under the defined benefit plan is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

### **Project development costs estimation**

In calculating costs of residential condominium units sold, the Company has to estimate all project development costs, comprising land and land improvement costs, design and construction costs, public utilities costs, borrowing costs and other related costs. The management estimates these costs based on their experience in the business and revisits the estimations on a periodical basis or when the actual costs incurred significantly vary from the estimated costs.

### **Provision for diminution in value of property development cost**

The Company records provision for diminution in value of property development costs when there have been significant or prolonged declines in the fair value below their cost. The management determines the devaluation of property development costs based on their net realisable value. The determination of such devaluation requires management to make subjective judgements and estimates.

### **Litigation**

The Company has contingent liabilities as a result of litigation. The Company's management has used judgement to assess of the results of the litigation and believes that no loss will result. Therefore, no contingent liabilities are recorded as a the end of reporting period.

## **7. Related party transactions**

During the year, 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.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements		Transfer pricing policy
	2019	2020	2019		
<b><u>Transactions with parent company</u></b>					
Sales of food and beverage	38	-	-		Market price
Purchase of assets	10	-	-		Market price
Rental expenses	155	151	155		Mutually agreed rate
Other expenses	6,843	6,369	6,841		Mutually agreed rate
Interest expenses	1,037	4,954	3		4.47% - 4.63% per annum (2019: 4.50% - 4.83% per annum)
<b><u>Transactions with subsidiary</u></b>					
(Eliminated from the consolidated financial statements)					
Rental income	-	-	1,809		Market price
Service income	-	-	306		Mutually agreed rate
Interest income	-	-	2,563		2019: 5.75% - 8.25% per annum)
Other income	-	-	1,922		Mutually agreed rate
Other expenses	-	-	53		Mutually agreed rate
<b><u>Transactions with related parties</u></b>					
Rental income	15,693	14,478	15,693		Market price
Revenue from residential					
condominium units sold	66,194	26,400	66,194		Market price
Sales of food and beverage	117	-	-		Market price
Service income	1,472	2,308	1,472		Mutually agreed rate
Other income	304	-	175		Mutually agreed rate
Purchase of assets	251	1,345	217		Mutually agreed rate
Other expenses	5,805	645	965		Mutually agreed rate
<b><u>Transactions with related person</u></b>					
Revenue from residential					
condominium units sold	5,372	11,247 <sup>(1)</sup>	5,372		Market price

<sup>(1)</sup> The Company recognised revenue from sale of real estate to a person which is the Company's shareholder in February 2020. Subsequently, during the year, such person sold the Company's shares to others. As at 31 December 2020, such person is no longer a shareholder of the Company.

As at 31 December 2020 and 2019, the balances of the accounts between the Company and those related parties are as follows:

	(Unit: Thousand Baht)	
	2020	2019
<b><u>Trade and other receivables - related parties (Note 9)</u></b>		
Parent company	64	257
Related companies		
(Common directors or shareholders)	750	606
Total	814	863



	(Unit: Thousand Baht)	
	2020	2019
<b><u>Deposits - related parties</u></b>		
Parent company	38	36
Total	38	36
<b><u>Trade and other payables - related parties (Note 17)</u></b>		
Parent company	3	4
Related companies (Common directors or shareholders)	-	1,031
Total	3	1,035
<b><u>Deposits received from lessees - related parties</u></b>		
Related companies (Common directors or shareholders)	5,523	6,266
Total	5,523	6,266

**Short-term loan from related party**

As at 31 December 2020 and 2019, the balance of loan between the Company and parent company and the movement are as follows:

	(Unit: Thousand Baht)			
	Balance as at 31 December 2019	During the year		Balance as at 31 December 2020
		Increase	Decrease	
<b>Short-term loan from parent company</b>				
Jay Mart Public Company Limited	-	292,000	(179,000)	113,000
Total	-	292,000	(179,000)	113,000

Short-term loan from related party carried interest at rate of 4.47% - 4.63% per annum and due at call.

**Directors and management's benefits**

During the year ended 31 December 2020 and 2019, the Group had employee benefit expenses payable to its directors and management as below.

	(Unit: Thousand Baht)		
	Consolidated financial statements	Separate financial statements	
	2019	2020	2019
Short-term employee benefits	17,162	13,026	14,041
Post-employment benefits	33	21	33
Total	17,195	13,047	14,074



## 8. Cash and cash equivalents

	(Unit: Thousand Baht)	
	2020	2019
Cash	154	259
Bank Deposits	6,400	2,392
Total	<u>6,554</u>	<u>2,651</u>

As at 31 December 2020, bank deposits in saving accounts carried interests between 0.05% and 0.30% per annum (2019: 0.1% and 1.0% per annum).

## 9. Trade and other receivables

	(Unit: Thousand Baht)	
	2020	2019
<u>Trade accounts receivable - related parties</u>		
Aged on the basis of due dates		
Not yet due	27	-
Past due		
Up to 3 months	166	25
Over 3 months	90	-
Total trade accounts receivable - related parties (Note 7)	<u>283</u>	<u>25</u>
<u>Trade accounts receivable - unrelated parties</u>		
Aged on the basis of due dates		
Not yet due	1,173	123
Past due		
Up to 3 months	10,833	9,151
3 - 6 months	2,001	5,152
6 - 12 months	1,234	180
Over 12 months	467	1,185
Total	<u>15,708</u>	<u>15,791</u>
Less: Allowance for expected credit losses		
(2019: Allowance for doubtful accounts)	<u>(1,429)</u>	<u>(1,067)</u>
Total trade accounts receivable - unrelated parties, net	<u>14,279</u>	<u>14,724</u>
Total trade accounts receivable - net	<u>14,562</u>	<u>14,749</u>

	(Unit: Thousand Baht)	
	2020	2019
<u>Other receivables</u>		
Other receivables - related parties (Note 7)	64	257
Other receivables - unrelated parties	2,048	33,642
Accrued income - related parties (Note 7)	467	581
Accrued income - unrelated parties	23,840	12,629
Total other receivables	<u>26,419</u>	<u>47,109</u>
Total trade and other receivables - net	<u>40,981</u>	<u>61,858</u>

Set out below is the movement in the allowance for expected credit losses of trade accounts receivable.

	(Unit: Thousand Baht)
As at 1 January 2020	1,067
Provision for expected credit losses	1,266
Amount written off	(904)
As at 31 December 2020	<u>1,429</u>

#### 10. Property development costs

	(Unit: Thousand Baht)	
	2020	2019
Land	24,593	46,116
Interest capitalised as cost	5,071	9,510
Completed buildings	55,677	104,282
House held for sales	5,712	5,712
Total property development costs - net	<u>91,053</u>	<u>165,620</u>

During the year ended 31 December 2019, the Company included borrowing cost of Baht 8.3 million as cost of property development. These were determined by applying a capitalisation rate of 6.00%.

As at 31 December 2019, The Company has mortgaged land and structures amounting to Baht 160 million as collateral against credit facilities from bank (2020: Nil).

## 11. Investment in subsidiary

On 27 November 2019, The Company entered into an agreement to sell all shares in Beans and Brown Co., Ltd. (subsidiary company) to Jay Mart Public Company Limited (parent company), for Baht 25.8 million. The Company received payment for the sale of shares and transferred shares to parent company on 27 November 2019. As a result of this transaction, Beans and Brown Co., Ltd. is no longer a subsidiary of the Company.

The Company recognised the difference between the selling price and the net book value of the investment in the subsidiary under the equity method of Baht 26.7 million as gain on sale of investment in subsidiary in the consolidated income statement for the year 2019.

The book value of net assets of Beans and Brown Co., Ltd. as at disposal date, were detailed below:

	(Unit: Thousand Baht)
	<u>Net book value</u>
<b>Assets</b>	
Cash and cash equivalents	1,885
Trade and other receivables	2,299
Inventories	3,199
Other current assets	3,364
Equipment	30,458
Goodwill	21,855
Intangible assets	4,106
Deferred tax assets	12,556
Other non-current assets	6,628
Total assets	<u>86,350</u>
<b>Liabilities</b>	
Trade and other payables	6,306
Short-term loans from related parties	80,400
Other current liabilities	819
Other non-current liabilities	327
Total liabilities	<u>87,852</u>
Total net asset value	<u>(1,502)</u>
Consideration received	<u>25,800</u>
Total gain on sale of investment in subsidiary	27,302
Gain attributable to non-controlling interests of the subsidiary	<u>(601)</u>
Gain attributable to equity holders of the Company	<u>26,701</u>

(Unit: Thousand Baht)

	<u>Net book value</u>
Consideration received	25,800
Cash and cash equivalents of disposed subsidiary	<u>(1,885)</u>
Net cash increase from disposal of subsidiary	<u>23,915</u>

#### 11.1 Share of comprehensive income

During the year 2019, the Company has recognised its share of loss from investment in subsidiary in the separate financial statements as follows:

(Unit: Thousand Baht)

Company's name	<u>Separate financial statements</u>		Dividend received
	Share of loss from investment in subsidiary	Share of other comprehensive income from investment in subsidiary	
Beans and Brown Co., Ltd.	(14,921)	-	-
Total	<u>(14,921)</u>	<u>-</u>	<u>-</u>

#### 11.2 Details of investment in subsidiary that have material non-controlling interests

(Unit: Thousand Baht)

Company's name	Proportion of equity interest held by non-controlling interests	Accumulated balance of non-controlling interests	Loss allocated to non-controlling interests during the year 2019
	(%)		
Beans and Brown Co., Ltd.	-	-	(9,947)

#### 11.3 Summarised financial information that based on amounts before inter-company elimination about subsidiary that have material non-controlling

Summarised information about comprehensive income

(Unit: Thousand Baht)

	<u>Beans and Brown Co., Ltd.</u>
	For the period as from 1 January 2019 to 27 November 2019
Revenue	69,853
Loss	(24,868)
Other comprehensive income	-
Total comprehensive income	<u>(24,868)</u>

## Summarised information about cash flow

(Unit: Thousand Baht)  
 Beans and Brown Co., Ltd.  
 For the period as from  
 1 January 2019 to  
 27 November 2019

Cash flow used in operating activities	(20,110)
Cash flow used in investing activities	(10,921)
Cash flow from financing activities	30,112
Net decrease in cash and cash equivalents	(919)

Subsidiary is fully consolidated until the date when such control ceases and have not been prepared consolidated financial statement since the date of status change.

## 12. Investment property

(Unit: Thousand Baht)

	Land and building		Land, building space and right-of-use assets for rent		Building under construction		Total	
	2020	2019	2020	2019	2020	2019	2020	2019
	Balance at beginning of year	524,973	518,800	-	-	-	-	524,973
Adjustments of right-of-use assets due to TFRS 16 adoption (Note 4)								
- Right-of-use assets	-	-	618,971	-	-	-	618,971	-
- Transfers from equipment	-	-	22,157	-	-	-	22,157	-
- Transfers from leasehold rights and buildings	-	-	1,260,369	-	28,164	-	1,288,533	-
- Net loss on fair value adjustment of investment property	-	-	(42,869)	-	-	-	(42,869)	-
Invest during the year	931	126	97,396	-	540,796	-	639,123	126
Decrease from lease modification	-	-	(1,421)	-	-	-	(1,421)	-
Transfers in (out)	3	-	179,815	-	(179,818)	-	-	-
Transfers to land and equipment	-	(27)	(16)	-	-	-	(16)	(27)
Difference from rental reduction	-	-	(47,767)	-	-	-	(47,767)	-
Accrued rental income from operating lease agreements	(1,125)	-	(11,437)	-	-	-	(12,562)	-
Deferred rental income	-	-	15,583	-	-	-	15,583	-
Net profit (loss) from revaluation to fair value	(3,307)	6,074	(103,312)	-	6,317	-	(100,302)	6,074
Balance at end of year	521,475	524,973	1,987,469	-	395,459	-	2,904,403	524,973

During the year ended 31 December 2020, the Company included borrowing cost of Baht 3.6 million (2019: Baht 0.6 million) as cost of investment property. These were determined by applying a capitalisation rate of 4.68% (2019: 6.25%).

The investment properties represent community malls held and building space for rent. Their fair value have been determined based on the valuation performed by an independent appraiser and the Company's management, using income approach.

Key assumptions used in the valuation are summarised below:

	As at 31 December		Result to fair value where as an increase in assumption value
	2020	2019	
Discount rate (%)	8.80 - 10.60	9.66	Decrease in fair value
Rental rate per square meter per month (Baht)	67 - 12,338	506	Increase in fair value
Occupancy rate (%)	19 - 100	86	Increase in fair value

During the year 2020, the Company recognised rental income that are related to investment property of Baht 364 million in profit or loss, and recognised direct operating expenses arise from investment property that generated income of Baht 88 million.

The Company has pledged investment property amounting to Baht 1,905 million (2019: Baht 525 million) as collateral against bank overdraft and long term loans, as discussed in Notes 16 and 18.

### 13. Land and equipment

Movements of land and equipment for the year ended 31 December 2020 and 2019 are summarised below.

	(Unit: Thousand Baht)				
	Land	Furniture, fixtures and equipment	Motor vehicles	Right-of-use asset - vehicles	Total
<b>Cost</b>					
1 January 2019	3,000	212,511	6,215	-	221,726
Additions	-	2,634	-	-	2,634
Disposals/write-off	-	(23,377)	(1,898)	-	(25,275)
31 December 2019	3,000	191,768	4,317	-	199,085
Adjustments of right-of-use assets due to TFRS 16 adoption (Note 4)	-	(88,056)	(1,654)	1,654	(88,056)
1 January 2020	3,000	103,712	2,663	1,654	111,029
Additions	-	3,787	-	-	3,787
Transfers in	-	214	-	-	214
Disposals/write-off	-	(13,912)	-	-	(13,912)
31 December 2020	3,000	93,801	2,663	1,654	101,118

(Unit: Thousand Baht)

	Land	Furniture, fixtures and equipment	Motor vehicles	Right-of-use asset - vehicles	Total
<b>Accumulated depreciation</b>					
1 January 2019	-	111,990	3,580	-	115,570
Depreciation for the year	-	31,848	863	-	32,711
Depreciation on disposals/write off	-	(16,613)	(1,898)	-	(18,511)
31 December 2019	-	127,225	2,545	-	129,770
Adjustments of right-of-use assets due to TFRS 16 adoption (Note 4)	-	(65,899)	(805)	805	(65,899)
1 January 2020	-	61,326	1,740	805	63,871
Depreciation for the year	-	14,090	532	331	14,953
Transfers in	-	198	-	-	198
Depreciation on disposals/write off	-	(9,684)	-	-	(9,684)
31 December 2020	-	65,930	2,272	1,136	69,338
<b>Allowance for impairment loss</b>					
1 January 2019	-	3,560	-	-	3,560
Decrease during the year	-	(181)	-	-	(181)
31 December 2019	-	3,379	-	-	3,379
Reversal of allowance for impairment	-	(3,379)	-	-	(3,379)
31 December 2020	-	-	-	-	-
<b>Net book value:</b>					
31 December 2019	3,000	61,164	1,772	-	65,936
1 January 2020	3,000	39,007	923	849	43,779
31 December 2020	3,000	27,871	391	518	31,780
<b>Depreciation for the year</b>					
2019 (Baht 30 million included in rental and service cost and the balance in selling and administrative expenses)					32,711
2020 (Baht 13 million included in rental and service cost and the balance in selling and administrative expenses)					14,953

As at 31 December 2020, certain items of furniture, fixtures and equipment were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 24 million (2019: Baht 24 million).

The Company has pledged its land with net book value of Baht 3 million as collateral against long-term loan, as discussed in Note 18 (2019: Nil).

As at 31 December 2019, the Company had vehicle under finance lease agreement with net book value amounting to Baht 1 million.



#### 14. Intangible asset

The net book value of intangible assets as at 31 December 2020 and 2019 is presented below.

(Unit: Thousand Baht)

As at 31 December 2020	
Cost	7,862
Less: Accumulated amortisation	<u>(5,458)</u>
Net book value	<u>2,404</u>
As at 31 December 2019	
Cost	7,432
Less: Accumulated amortisation	<u>(4,103)</u>
Net book value	<u>3,329</u>

A reconciliation of the net book value of intangible assets for the years 2020 and 2019 is presented below.

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial		financial statements	
	statements		2020	2019
	2019			
Net book value at beginning of year	7,932	3,329	3,786	3,786
Acquisition	1,825	451	908	908
Disposal	-	(6)	-	-
Amortisation	(2,322)	(1,370)	(1,365)	(1,365)
Decrease from disposal of investment in subsidiary	(4,106)	-	-	-
Net book value at end of year	<u>3,329</u>	<u>2,404</u>	<u>3,329</u>	<u>3,329</u>

## 15. Leasehold rights and buildings

(Unit: Thousand Baht)

	Leasehold rights	Building and improvement	Building under construction	Total
<b>Cost</b>				
1 January 2019	174,425	1,276,456	61	1,450,942
Additions	45,000	2,377	29,053	76,430
Transfers in	-	27	-	27
31 December 2019	219,425	1,278,860	29,114	1,527,399
Adjustment of right-of-use assets due to TFRS 16 adoption (Note 4)	(219,425)	(1,278,860)	(29,114)	(1,527,399)
1 January 2020	-	-	-	-
<b>Accumulated amortisation/depreciation</b>				
1 January 2019	19,510	147,072	-	166,582
Amortisation/depreciation	8,254	64,030	-	72,284
31 December 2019	27,764	211,102	-	238,866
Adjustment of right-of-use assets due to TFRS 16 adoption (Note 4)	(27,764)	(211,102)	-	(238,866)
1 January 2020	-	-	-	-
<b>Net book value</b>				
31 December 2019	191,661	1,067,758	29,114	1,288,533
1 January 2020	-	-	-	-

The Company has pledged its leasehold rights and buildings with net book value as at 31 December 2019 of Baht 1,194 million are used as collateral against bank overdraft and long-term loans, as discussed in Notes 16 and 18.

## 16. Bank overdrafts and short-term loans from financial institutions/Short-term loans

(Unit: Thousand Baht)

	Interest rate (% per annum)			
	2020	2019	2020	2019
<b><u>Bank overdrafts and short-term loans from financial institutions</u></b>				
Bank overdrafts	MOR	MOR	8,641	6,472
Promissory notes	4.25 - 5.65	5.025 - 6.00	110,000	90,000
Total			<u>118,641</u>	<u>96,472</u>
<b><u>Short-term loans</u></b>				
Bills of exchange	-	6.50	-	40,000
Less: Prepaid interest			-	(498)
Net			<u>-</u>	<u>39,502</u>

Bank overdraft is secured by investment property.

As at 31 December 2020, the Company had unused overdraft and other credit facilities amounting to Baht 11 million (2019: Baht 14 million).

## 17. Trade and other payables

(Unit: Thousand Baht)

	2020	2019
Trade accounts payable - unrelated parties	602	1,890
Accounts payable for construction	30,638	15,781
Accounts payable for leasehold rights	-	20,000
Accrued rental expenses	-	49,930
Accrued expenses - related parties (Note 7)	3	1,035
Accrued expenses - unrelated parties	24,949	30,850
Total	<u>56,192</u>	<u>119,486</u>

## 18. Long-term loans

			(Unit: Thousand Baht)	
Loan	Interest rate (%)	Repayment schedule	2020	2019
1	MLR - 2.375%	Monthly installment as from October 2014 to September 2021	29,059	51,389
2	MLR - 1%	Monthly installment as from February 2016 to July 2025	148,676	156,050
3	MLR minus certain rates	Monthly installment as from January 2018 to December 2026	298,304	320,719
4	MLR - 2.35%	Monthly installment as from June 2020 to May 2023	8,040	-
Total			484,079	528,158
Less: Current portion			(112,394)	(126,185)
Long-term loans - net of current portion			<u>371,685</u>	<u>401,973</u>

During the current year, the Company entered into amendments to loan agreements to extend term of loan repayments with financial institutions. The lenders agreed to extend the repayment term of partial amount of principal which due within 1 year to the Company.

Movements of long-term loans during the year ended 31 December 2020 are summarised below.

	(Unit: Thousand Baht)
Balance as at 1 January 2020	528,158
Add: Additional borrowings	10,000
Less: Repayment of loans	(54,079)
Balance as at 31 December 2020	<u>484,079</u>

Long-term loans are secured by land and investment property.

The loan agreements contain covenants as specified in the agreements which, among other things, require the Company to maintain certain debt to equity.

## 19. Liabilities under finance lease agreement

	(Unit: Thousand Baht)
	2019
Liabilities under finance lease agreement	551
Less: Deferred interest expenses	(15)
Total	536
Less: Portion due within one year	(335)
Liabilities under finance lease agreement - net of current portion	<u>201</u>

The Company has entered into the finance lease agreement with a leasing company for rental of motor vehicle for use in its operation, whereby it is committed to pay rental on a monthly basis. The terms of the agreement is generally 4 years.

As at 31 December 2019, the Company has future minimum lease payments required under the finance lease agreement were as follows:

(Unit: Thousand Baht)			
As at 31 December 2019			
	Less than 1 year	1 - 4 years	Total
Future minimum lease payments	348	203	551
Deferred interest expenses	(13)	(2)	(15)
Present value of future minimum lease payments	335	201	536

## 20. Lease liabilities

### 20.1 The Company as a lessee

The Company has lease contracts used in its operations. Leases generally have lease terms between 1 - 30 years.

#### a) Lease liabilities

(Unit: Thousand Baht)		
	2020	2019
Lease payments	1,325,325	-
Less: Deferred interest expenses	(526,066)	-
Total	799,259	-
Less: Portion due within one year	(105,165)	-
Lease liabilities - net of current portion	694,094	-

The movements of lease liabilities for the year ended 31 December 2020 are presented below.

	(Unit: Thousand Baht)
Net book value as at 1 January 2020	
Adjustments due to TFRS 16 adoption	639,507
Additional lease agreements	360,052
Accretion of interest	31,335
Payments	(183,287)
Decrease from contract cancellation	(581)
Difference from rental reduction	(47,767)
Net book value as at 31 December 2020	<u>799,259</u>
Less: current portion	<u>(105,165)</u>
Lease liabilities - net of current portion	<u>694,094</u>

A maturity analysis of lease payments is disclosed in Note 36.1 under the liquidity risk.

**b) Expenses relating to leases that are recognised in profit or loss**

	(Unit: Thousand Baht)
	For the year ended
	<u>31 December 2020</u>
Interest expense on lease liabilities	21,205
Expense relating to short-term leases	12,616

**c) Others**

The Company had total cash outflows for leases for the year ended 31 December 2020 of Baht 196 million, including the cash outflow related to short-term lease. Moreover, the Company had non-cash additions to right-of-use assets and lease liabilities of Baht 360 million. The future cash outflows relating to leases that have not yet commenced are disclosed in Note 34.2

**20.2 Company as a lessor**

The Company has entered into operating leases for its investment property portfolio consisting of land and building space (as disclosed in Note 12) of the lease terms are between 1 and 19 years.

The Company has future minimum rentals receivable under non-cancellable operating leases as at 31 December 2020 and 2019 as follows:

	(Unit: Thousand Baht)	
	2020	2019
Within 1 year	198,087	198,678
Over 1 and up to 5 years	71,356	71,724
Over 5 years	72,759	37,697
Total	<u>342,202</u>	<u>308,099</u>

During 2020, the Company has sub-lease income amounting to Baht 261 million (2019: Baht 374 million)

## 21. Debentures

Balances of debentures as at 31 December 2020 and 2019 are as follows:

						(Unit: Thousand Baht)	
Debentures	Terms	Date of issuance	Due date	Interest Rate	Number of debentures	2020	2019
				(% p.a.)	(Thousand units)		
1	1.3 years	24 July 2019	24 October 2020	6.70	100	-	100,000
2	2 years	18 September 2020	18 September 2022	6.80	97.7	97,000	-
3	1.7 years	29 October 2020	29 July 2022	6.50	100	100,000	-
Total debentures - par value						197,700	100,000
Less: Unamortised portion of deferred transaction costs						(2,846)	(1,097)
Debentures - net						194,854	98,903
Less: Current portion						-	(98,903)
Debentures - net of current portion						<u>194,854</u>	<u>-</u>

Movements in debentures account during year ended 31 December 2020 are summarised below.

	(Unit: Thousand Baht)
Balance as at 1 January 2020	100,000
Add: Issue of new debentures during the year	197,700
Less: Repayment of debentures	<u>(100,000)</u>
Balance as at 31 December 2020	<u>197,700</u>



The above debentures are registered, unsubordinated, both secured and unsecured debentures with trustee which have terms of payment of interest every 3 months throughout the terms of debentures. The debentures contain several covenants which among other things, require the Company to maintain its debt to equity ratio. The secured debentures are secured by 10,100,000 ordinary shares of Jay Mart Public Company Limited (parent company) with a par value of Baht 1 each pledged as collateral against debt repayment and obligation.

## 22. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire, was as follows:

	(Unit: Thousand Baht)	
	Separate	
	financial statements	
	2020	2019
<b>Provision for long-term employee benefits at beginning of year</b>	572	379
Included in profit or loss:		
Current service cost	105	174
Interest cost	20	19
Included in other comprehensive income:		
Actuarial (gain) loss arising from		
Demographic assumptions changes	(142)	-
Financial assumption changes	57	-
Experience adjustments	(181)	-
<b>Provisions for long-term employee benefits at end of year</b>	<b>431</b>	<b>572</b>

The Company expects to pay Baht 0.1 million of long-term employee benefits during the next year (2019: Nil).

As at 31 December 2020, the weighted average duration of the liabilities for long-term employee benefit is 16 years (2019: 16 years).

Significant actuarial assumptions are summarised below:

	(Unit: % per annum)	
	2020	2019
Discount rate	1.71	3.01
Salary increase rate	8.42	8.91
Turnover rate	0 - 78	0 - 73

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2020 and 2019 is summarised below:

	(Unit: Thousand Baht)	
	2020	
	Increase 0.5%	Decrease 0.5%
Discount rate	(25)	27
Salary increase rate	24	(23)
Turnover rate	(31)	34

	(Unit: Thousand Baht)	
	2019	
	Increase 0.5%	Decrease 0.5%
Discount rate	(33)	36
Salary increase rate	38	(36)
Turnover rate	(48)	53

### 23. Share capital

On 17 April 2019, the Annual General Meeting of the Company's shareholders approved the following matters.

- (1) Approved an increase in the Company's registered share capital under a General Mandate from Baht 481 million to Baht 1,082 million by issuing new ordinary shares of Baht 601 million (601,058,766 ordinary shares with a par value of Baht 1 each). The Company registered the change of its registered share capital with the Ministry of Commerce on 19 April 2019.
- (2) Approved an issuance and allotment of not exceeding 200,352,922 warrants ("J-W1") with a term of 3 years, without charge, to the shareholders who exercise their rights to subscribe newly issued shares of the Company, at a ratio of 2 subscribed shares to 1 warrant. The warrants are exercisable in a ratio of 1 warrant to 1 ordinary share. The exercise price is Baht 2.00.

(3) Approved the allocation of 601,058,766 newly issued ordinary shares with a par value of 1 Baht each, as follows.

(a) Up to 400,705,844 shares to the existing shareholders in proportion to their respective shareholdings (Right Offering) at ratio of 1.2 existing ordinary shares to 1 newly issued ordinary share.

(b) Up to 200,352,922 shares to reserve for warrants.

(c) For the remaining allotment of newly issued shares as described above shall be reserved for private placement.

During 27 - 31 May 2019, the existing shareholders exercised their right to purchase newly issued ordinary shares of 312,960,278 shares at a price of Baht 1.06 per share, or a total of Baht 332 million. In June 2019, the Company received full payment for the shares. The Company registered the increase in its share capital from Baht 481 million to Baht 794 million with the Ministry of Commerce on 11 June 2019. The trading of additional shares of the Company on the Stock Exchange of Thailand began on 14 June 2019.

On 4 June 2020, the Annual General Meeting of the Company's shareholders approved a decrease in the Company's registered share capital from Baht 1,082 million to Baht 994 million by cancelling 88 million of registered shares (par value of Baht 1 each) that had not yet been allocated totaling Baht 88 million. The Company registered the decrease in its registered share capital with the Ministry of Commerce on 11 June 2020.

#### **24. Warrant**

In June 2019, the Company has issued warrant no.1 ("J-W1") with free of charge by specified holders and transferable to existing shareholders totalling 156,480,124 units. 1 unit of warrant is exercisable to purchase 1 common share at Baht 2 each within 3 years starting from 12 June 2019 to 11 June 2022. Its first exercise is on 30 September 2019 and able to exercise on the last working day of each quarter.

As at 31 December 2020, there were outstanding 156,480,124 units of warrants are still outstanding unexercised.

#### **25. Statutory reserve**

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

## 26. Revenue from contracts with customers/Cost of sales

### 26.1 Disaggregated revenue information

(Unit: Thousand Baht)

	Consolidated		
	financial	Separate	
	statements	financial statements	
	2019	2020	2019
<b>Type of revenue:</b>			
Sale of food and beverage	72,717	1,777	2,898
Sale of land and houses	9,725	-	9,725
Sale of residential condominium units	251,909	108,649	251,909
Sales promotion income	22,437	24,047	22,437
Service income	67,805	57,257	68,111
Total revenue from contracts with customers	<u>424,593</u>	<u>191,730</u>	<u>355,080</u>
<b>Timing of revenue recognition:</b>			
Revenue recognised at a point in time	334,612	110,698	264,793
Revenue recognised over time	89,981	81,032	90,287
Total revenue from contracts with customers	<u>424,593</u>	<u>191,730</u>	<u>355,080</u>

Revenue from residential condominium units sold for the year 2020 of Baht 109 million included revenue from residential condominium units sold to the Company's shareholder. The Company received full payments from the sale and transferred control over the real estate to the buyer completely. However, the Company has not registered the ownership transfer to buyer due to certain business reasons. During the year 2020, the Company recognised revenue from residential condominium unit sold to the Company's shareholder of Baht 11 million and recognised gain on sales of Baht 3 million in the statement of comprehensive income for the current period.

Revenue from residential condominium units sold for the year 2019 of Baht 252 million included revenue from residential condominium units sold to related party and parent company's shareholder. The Company received full payments from the sale and transferred control over the real estate to those parties completely. However, the Company has not registered the ownership transfer to buyers due to certain business reasons. During the year 2019, the Company recognised revenue from residential condominium units sold to both related party and parent company's shareholder of Baht 70 million and recognised gain on sale of Baht 20 million in the statement of comprehensive income for the year 2019. The Company has already registered the ownership transfer to the buyers in the year 2020.

Set out below, is a reconciliation of revenue from contracts with customers with the amounts disclosed in Note 32 relating to the segment information:

(Unit: Thousand Baht)

	Consolidated		
	financial	Separate	
	statements	financial statements	
	2019	2020	2019
External customers	890,502	512,471	822,798
Inter-segment	2,149	-	-
Total revenue	892,651	512,471	822,798
Adjustments and eliminations	(2,149)	-	-
Rental income	(465,909)	(320,741)	(467,718)
Total revenue from contracts with customers	424,593	191,730	355,080

## 26.2 Revenue recognised in relation to contract balances

During the current year, amounts of Baht 4 million that were included in advances received from customers at the beginning of the year were recognised as revenue.

## 26.3 Cost of sales

(Unit: Thousand Baht)

	Consolidated		
	financial	Separate	
	statements	financial statements	
	2019	2020	2019
<b>Cost of sales:</b>			
Cost of food and beverage	31,131	1,393	1,519
Cost of land and houses sold	8,788	-	8,788
Cost of residential condominium units sold	173,995	75,495	173,995
Cost of services	77,959	63,777	77,959
Total	291,873	140,665	262,261

## 27. Finance income

(Unit: Thousand Baht)

	Consolidated	Separate	
	financial statements	financial statements	
	2019	2020	2019
Interest income on debt instruments measured at amortised cost	248	6	2,812
Interest income on amortised deposits	-	1,874	-
Total	248	1,880	2,812

## 28. Finance cost

(Unit: Thousand Baht)

	Consolidated	Separate financial statements	
	financial statements	2020	2019
	2019		
Interest expense on borrowings	54,284	38,851	53,238
Interest expense on lease liabilities	24	21,205	24
Interest paid on amortised deposits received from lessees	-	1,774	-
Total	54,308	61,830	53,262

## 29. Expenses by nature

Significant expenses classified by nature are as follows:

(Unit: Thousand Baht)

	Consolidated	Separate	
	financial statements	financial statements	
	2019	2020	2019
Rental expenses	317,368	195,903	302,984
Utilities expenses	78,129	63,542	74,189
Salaries, wages and other employee benefits	88,452	57,414	58,687
Depreciation and amortisation	113,456	16,323	104,859
Sales promotion and advertising expenses	19,927	14,616	16,876
Specific business tax	6,124	5,913	6,124

### 30. Income tax

Tax expenses (income) for the years ended 31 December 2020 and 2019 are made up as follows:

	(Unit: Thousand Baht)		
	Consolidated	Separate	
	financial statements	financial statements	
	2019	2020	2019
<b>Current income tax:</b>			
Corporate income tax for the year	-	-	-
<b>Deferred tax:</b>			
Relating to origination and reversal of temporary differences	(17,065)	2,056	(10,333)
<b>Tax expenses (income) reported in profit or loss</b>	<b>(17,065)</b>	<b>2,056</b>	<b>(10,333)</b>

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

	(Unit: Thousand Baht)		
	Consolidated	Separate	
	financial statements	financial statements	
	2019	2020	2019
Accounting profit (loss) before corporate income tax	(9,199)	58,493	21,801
Applicable tax rate	20%	20%	20%
Accounting profit (loss) before corporate income tax multiplied by income tax rate	(1,840)	11,699	4,360
Adjust in respect of tax expense (income) of previous year	(732)	113	(732)
Effects of:			
Exempt income	(5,340)	-	(5,340)
Non-deductible expenses	376	32,819	329
Additional expense deductions allowed	(9,529)	(8,632)	(8,950)
Rental expenses	-	(34,205)	-
Others	-	262	-
Total	(14,493)	9,756	(13,961)
Tax expenses (income) reported in profit or loss	(17,065)	2,056	(10,333)



The components of deferred tax assets and deferred tax liabilities are as follows:

	(Unit: Thousand Baht)	
	2020	2019
<b>Deferred tax assets</b>		
Allowance for expected credit losses		
(2019: Allowance for doubtful accounts)	286	213
Allowance for asset impairment	-	676
Accrued rental cost under long-term leases	-	9,986
Provision for long-term employee benefits	86	114
Unused tax loss	74,265	45,520
<b>Total</b>	<b>74,637</b>	<b>56,509</b>
<b>Deferred tax liabilities</b>		
Investment property at fair value	51,180	23,397
Accrued rental income under long-term lease recorded as asset	-	3,546
Rental income recognition under long-term leases	2,700	364
Cost to obtain contracts with customers	24	52
<b>Total</b>	<b>53,904</b>	<b>27,359</b>
<b>Deferred tax assets - net</b>	<b>20,733</b>	<b>29,150</b>

### 31. Earnings per share

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

	Consolidated	Separate	
	financial statements	financial statements	
	2019	2020	2019
Profit for equity holders of the Company			
(Thousand Baht)	17,213	56,437	17,213
Weighted average number of ordinary shares			
(Thousand shares)	655,762	793,807	655,762
Earnings per share (Baht/share)	0.03	0.07	0.03

The Company did not compute the diluted earnings per share from warrants to purchase shares for the year ended 31 December 2020 because the average share price during the year was lower than the exercise price of warrants.

## 32. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

For management purposes, the Group is organised into business units based on its products and services and have four reportable segments as follows:

- Rental and related services business
- Food and beverage business
- Real estate business
- Others

No operating segments have been aggregated to form the above reportable operating segments.

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and on a basis consistent with that used to measure operating profit or loss in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

The following tables present revenue and profit information regarding the Company's operating segments for the years ended 31 December 2020 and 2019.

(Unit: Thousand Baht)

	For the year ended 31 December 2020				Total
	Rental and related services business	Food and beverage business	Real estate business	Others	
<b>Revenue</b>					
External customers	401,773	1,777	108,649	272	512,471
<b>Total revenue</b>	<b>401,773</b>	<b>1,777</b>	<b>108,649</b>	<b>272</b>	<b>512,471</b>
<b>Results</b>					
Gross profit	292,949	384	33,154	272	326,759
Loss on fair value adjustment of investment property					(97,281)
Reversal allowance for impairment of assets					3,379
Other income					9,291
Selling and distribution expenses					(63,704)
Administrative expenses					(60,000)
Finance income					1,879
Finance cost					(61,830)
Tax expenses					(2,056)
<b>Profit for the year</b>					<b>56,437</b>

## For the year ended 31 December 2019

	Rental and related services business	Food and beverage business	Real estate business	Others	Eliminations	Consolidated financial statements
<b>Revenue</b>						
External customers	555,890	72,717	261,634	261	-	890,502
Inter-segment	2,115	34	-	-	(2,149)	-
<b>Total revenue</b>	<b>558,005</b>	<b>72,751</b>	<b>261,634</b>	<b>261</b>	<b>(2,149)</b>	<b>890,502</b>
<b>Results</b>						
Gross profit	50,923	41,620	78,851	261	(2,149)	169,506
Gain on fair value adjustment of investment property						6,074
Reversal allowance for impairment of assets						181
Gain on sale of investment in subsidiary						27,302
Other income						37,832
Selling and distribution expenses						(107,593)
Administrative expenses						(88,440)
Finance income						248
Finance cost						(54,308)
Tax income						17,065
<b>Profit for the year</b>						<b>7,867</b>

## Geographic information

The Company operates in Thailand only. As a result, all the revenues and assets as reflected in these financial statements pertain exclusively to this geographical reportable segment.

## Major customers

For 2020 and 2019, the Company has no major customer with revenue of 10 percent or more of an entity's revenue.

**33. Provident fund**

The Company and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. The Company contribute to the fund monthly to the rate of 3 to 5 percent of basic salary and its employees contribute to the fund monthly to the rate of 3 to 15 percent of basic salary. The fund, which is managed by TISCO Asset Management Co., Ltd., will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2020 amounting to approximately Baht 0.5 million (2019: Baht 0.5 million) were recognised as expenses.

## 34. Commitments and contingent liabilities

### 34.1 Capital commitments

As at 31 December 2020, the Company had capital commitments of Baht 257 million (2019: Baht 85 million), relating to design and construction of investment property.

### 34.2 Lease commitments

As at 31 December 2020, the Company has future lease payments required under these non-cancellable leases contracts that have not yet commenced as follows:

	(Unit: Thousand Baht)
Within 1 year	3,529
Total	<u>3,529</u>

### 34.3 Operating lease and service contract commitments

The Company has entered into lease agreements in respect of land, building space and service contracts. The terms of the agreements are generally between 1 and 30 years.

As at 31 December 2019, the Company has future minimum lease payments required under these operating leases and service contracts were as follows.

	(Unit: Million Baht)
	<u>2019</u>
Payable:	
Up to 1 year	195
In over 1 and up to 5 years	186
In over 5 years	443

During the year 2020, the Company recognised right-of-use asset from operating leases, as disclosed in Note 12.

As at 31 December 2020, the Company has future minimum lease payments required under short-term lease totaling Baht 7 million.

### 34.4 Management service agreement

The Company entered into a management service agreement with the parent company. Under the conditions of the agreement, the Company is to pay the monthly service fee as specified in the agreement. During the year ended 31 December 2020, the Company paid fees related to these agreements totaling Baht 6 million. (2019: Baht 7 million).

### 34.5 Guarantees

As at 31 December 2020, the Company had outstanding bank guarantees of Baht 7 million (2019: Baht 6 million) issued by banks on behalf of the Company in respect of the use of electricity.

### 34.6 Litigation

During the year 2020, customers of residential condominium units sued the Company for return of cash paid for purchase of condominium units totaling Baht 0.3 million. The lawsuit is currently in the judicial process. However, the management believes that there will be no material impact to the Company.

### 35. Fair value hierarchy

As at 31 December 2020 and 2019, the Company had the assets and liabilities that were measured at fair value using different levels of inputs as follow:

(Unit: Million Baht)

	As at 31 December 2020			
	Level 1	Level 2	Level 3	Total
<b>Asset measured at fair value</b>				
Investment properties	-	-	2,921	<b>2,921</b>
<b>Liability for which fair value are disclosed</b>				
Debentures	-	198	-	<b>198</b>

(Unit: Million Baht)

	As at 31 December 2019			
	Level 1	Level 2	Level 3	Total
<b>Asset measured at fair value</b>				
Investment property	-	-	525	<b>525</b>
<b>Liability for which fair value are disclosed</b>				
Debentures	-	99	-	<b>99</b>

## 36. Financial instruments

### 36.1 Financial risk management objectives and policies

The Company's financial instruments principally comprise cash and cash equivalents, trade and other accounts receivable, trade and other payables, bank overdrafts and short-term loans from financial institutions, long-term loans and debentures. The financial risks associated with these financial instruments and how they are managed is described below.

#### **Credit risk**

The Company is exposed to credit risk primarily with respect to trade and other accounts receivable, deposits with banks and financial institutions and other financial instruments. The maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

#### ***Trade receivables***

The Company manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. Outstanding trade receivables are regularly monitored.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks. The Company classifies customer segments by customer type. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written-off when an account receivables is determined to be uncollectible. The criteria determined in accordance with the revenue department.

#### **Market risk - *Interest rate risk***

The Company's exposure to interest rate risk relates primarily to its bank overdrafts and short-term loans from financial institutions, long-term loans and debentures. Most of the Company's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

As at 31 December 2020 and 2019, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Thousand Baht)

	2020						Effective interest rate (% per annum)
	Fixed interest rates			Floating interest rate	Non- interest beating	Total	
	Within 1 year	More than 1 to 5 year	More than 5 year				
	<b>Financial assets</b>						
Cash and cash equivalents	-	-	-	1,846	4,708	6,554	0.05 - 0.30
Trade and other receivables	-	-	-	-	40,981	40,981	-
	-	-	-	1,846	45,689	47,535	
<b>Financial liabilities</b>							
Bank overdraft and short-term loan from financial institutions	40,000	-	-	78,641	-	118,641	4.25 - 5.95
Trade and other payables	-	-	-	-	56,192	56,192	-
Short-term loan from related party	113,000	-	-	-	-	113,000	4.47
Lease liabilities	105,165	77,035	617,059	-	-	799,259	3.46 - 4.98
Long-term loans	-	-	-	484,079	-	484,079	3.205 - 4.250
Debentures	1,739	195,961	-	-	-	197,700	6.50 - 6.80
	259,904	272,996	617,059	562,720	56,192	1,768,871	

(Unit: Thousand Baht)

	2019					Effective interest rate (% per annum)	
	Fixed interest rates			Floating Interest Rate	Non- interest beating		Total
	Within 1 year	More than 1 to 5 year	More than 5 year				
	<b>Financial assets</b>						
Cash and cash equivalents	-	-	-	561	2,090	2,651	0.10 - 1.00
Trade and other receivables	-	-	-	-	61,858	61,858	-
	-	-	-	561	63,948	64,509	



2019

	Fixed interest rates				Total	Effective interest rate (% per annum)
	Within 1 year	More than 1 to 5 year	Floating Interest Rate	Non-interest beating		
<b>Financial liabilities</b>						
Bank overdraft and short-term loan from financial institutions	20,000	-	76,472	-	96,472	5.025 - 6.950
Trade and other payables	-	-	-	119,486	119,486	-
Short-term loans	39,502	-	-	-	39,502	6.50
Liabilities under finance lease agreements	335	201	-	-	536	3.62
Long-term loans	-	-	528,158	-	528,158	3.975 - 5.000
Debentures	100,000	-	-	-	100,000	8.09
	<u>159,837</u>	<u>201</u>	<u>604,630</u>	<u>119,486</u>	<u>884,154</u>	

*Interest rate sensitivity*

The following table demonstrates the sensitivity of the Company's profit before tax to a reasonably possible change in interest rates on that portion of floating rate bank overdrafts and short-term loans from financial institutions and long-term loans affected as at 31 December 2020

Currency	Increase/decrease (%)	Effect on profit before tax (Thousand Baht)
Baht	+0.5	(2,814)
	-0.5	2,814

The above analysis has been prepared assuming that the amounts of the floating rate bank overdrafts and short-term loans from financial institutions and long-term loans and all other variables remain constant over one year. Moreover, the floating legs of bank overdrafts and short-term loans from financial institutions and long-term loans are assumed to not yet have set interest rates. As a result, a change in interest rates affects interest receivable/payable for the full 12-month period of the sensitivity calculation. This information is not a forecast or prediction of future market conditions and should be used with care.

## Liquidity risk

The Company monitors the risk of a shortage of liquidity through the use of bank overdrafts and short-term loans from financial institutions, short-term loans from related party, long-term loans, lease contracts, debentures and trade and other payables. Approximately 29% of the Company's debt will mature in less than one year at 31 December 2020 (2019: 54%) based on the carrying value of borrowings reflected in the financial statements. The Company has assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to a sufficient variety of sources of funding.

The table below summarises the maturity profile of the Company's financial liabilities as at 31 December 2020 based on contractual undiscounted cash flows:

	(Unit: Thousand Baht)			
	Within 1	1 to 5	More than	
	year	year	5 year	Total
Bank overdrafts and short-term loans from financial institutions	119,339	-	-	119,339
Trade and other payables	56,192	-	-	56,192
Lease liabilities	138,393	194,314	992,618	1,325,325
Short-term loans from related party	113,481	-	-	113,481
Long-term loans	122,581	369,293	60,316	552,190
Debentures	14,265	206,427	-	220,692
<b>Total financial liabilities</b>	<b>564,251</b>	<b>770,034</b>	<b>1,052,934</b>	<b>2,387,219</b>

## 36.2 Fair values of financial instruments

Since the majority of the Company's financial instruments are short-term in nature or carrying interest at rates closed to the market interest rate, their fair value is not expected to be materially different from the amounts presented in statement of financial position except debentures. The carrying value and fair value are summarised and presented below.

	(Unit: Million Baht)			
	2020		2019	
	Carrying amount	Fair value	Carrying amount	Fair value
Debentures	195	198	99	100

The methods and assumptions used by the Company in estimating the fair value of debentures are based on the latest yield rated quoted by the Thai Bond Market Association as of the date of the statement of financial position or the discounted cash flow method. The discount rate is based on the prevailing rates of return as of the end of reporting period for debentures having substantially the same terms and characteristics.

During the current year, there were no transfers within the fair value hierarchy.

### 37. Capital management

The primary objective of the Company's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2020, the Company's debt-to-equity ratio was 1.41:1 (2019: 0.80:1).

### 38. Event after the reporting period

On 23 February 2021, the meeting of the Company's Board of Directors passed a resolution to propose to the Annual General Meeting of the Company's shareholders to approve dividend payment from operating results of 2020 at Baht 0.03 per share. The dividend will be paid on 7 May 2021.

### 39. Reclassification

The Company reclassified transactions in the statement of comprehensive income for the year ended 31 December 2019 related to the reclassification in the current year. The reclassifications had no effect to previously reported profit or shareholders' equity. The reclassifications are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	For the year ended 31 December 2019		For the year ended 31 December 2019	
	As reclassified	As previously reported	As reclassified	As previously reported
Other income	37,832	38,080	39,049	41,861
Finance income	248	-	2,812	-

### 40. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 23 February 2021.

# Annual Report

## 2020

บริษัท เจเอเอส แอสเซต จำกัด (มหาชน)  
Jas Asset Public Company Limited

187 อาคารเจมาร์ต ชั้น 8 ถนนรามคำแหง แขวงราษฎร์พัฒนา เขตสะพานสูง กทม. 10240

187 Jaymart Building, 8th Fl., Ramkhamhaeng Road, Rat Phatthana,

Saphan Sung, Bangkok 10240 Tel 02 308 9000

[www.jasasset.co.th](http://www.jasasset.co.th)