

# ANNUAL REPORT

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## 2020



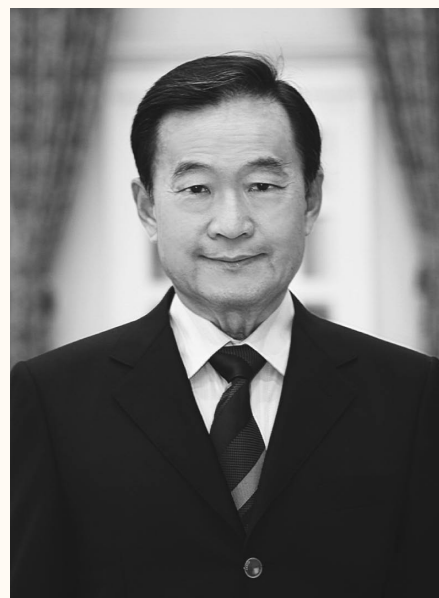
**BANGKOK LAND**  
PUBLIC COMPANY LIMITED



IN LOVING MEMORY OF OUR CHAIRMAN

## MR. ANANT KANJANAPAS

AN HONORY DOCTORATE DEGREE, FACULTY OF EDUCATION,  
RAMKHAMHAENG UNIVERSITY



The Company would like to announce with great sadness that our Chairman Mr. Anant Kanjanapas has passed away on 13<sup>th</sup> April 2020.

Mr. Anant Kanjanapas was the founder of Bangkok Land Public Company Limited. For the last 30 years he has devoted himself whole heartedly to develop various important projects of the Company. His unparalleled vision has led the Company to launch one of the most prominent projects in Thailand, Muang Thong Thani, which is the largest satellite city developed by a private developer spanning over 4,000 rai of land near Don Muang International Airport.

Mr. Anant Kanjanapas' development of Muang Thong Thani mainly consists of:

1. IMPACT Exhibition and Convention Center, the largest Exhibition center in SE Asia with over 140,000 sq.m of Exhibition space and Convention space that can accommodate more than 50,000 persons at a time.
2. Hotels such as Novotel Bangkok Impact and Ibis Bangkok Impact with total 1000 rooms.
3. Over 50,000 units of Condominiums and Housing developments
4. Over 500,000 sq.m of office space
5. Over 100,000 sq.m of Retail space including the Cosmo bazaar, Outlet Square and Beehive Lifestyle malls etc.
6. Successful negotiation with the BTS Group to bring the pink line monorail extension to Muang Thong Thani. ( Pending Government's final approval )
7. Hosting the 13<sup>th</sup> Asian Games in 1998 and brought in the Expressway ramps into Muang Thong Thani.

During the financial crisis in 1997, Mr. Anant Kanjanapas single handedly led the Company out of its financial turmoil with debts amounting up to a staggering 65 billion baht. Today the Company is in a debt free and cash rich position thanks to his leadership.

The Company, our Directors, Management team and Staffs would like to take this moment to pay our sincere tribute to our extraordinary Chairman, who will forever remain in the loving memory of our hearts.



## REPORT OF THE FIRST VICE CHAIRMAN

### OVERVIEW

The year under review was a challenging one for the Company, mainly from the uncertainties of the world economy due to Covid-19, which has impacted business of various sectors both locally and internationally.

The Company's operations have been impacted tremendously with the announcement of suspension of various businesses by the Thai Government, in order to curb the spread of the Covid-19. IMPACT Exhibition and Convention Center has been closed since mid-March and has only recently reopened with limitations since 1<sup>st</sup> June. Various retail businesses have also been ordered to close or operate with limited scope, which has led to a reduction of rental income of Cosmo bazaar, Beehive Lifestyle Mall, Cosmos Office and Bangkok Land Building etc. The Novotel IMPACT Bangkok has also been reduced to a bare minimum operation and IBIS IMPACT Bangkok has been closed since mid-March.

As the Covid-19 is a noble infectious disease and there is no vaccine or cure at this moment, business operations will have to operate with great caution under the strict guidelines of the Government. Customer behaviors will also be impacted according to the new normal standard. I therefore expect the upcoming financial year to be a difficult one with these uncertainties. Under these conditions, the Company will remain vigilant in terms of its operation and possible investment in the upcoming year.

Last year, the unit trust of IMPACT Growth Real Estate Investment Trust, was held by IMPACT Exhibition Management Co.,Ltd. for 741,250,000 units, with recorded at the cost net of 10.60 baht per unit, a total value of 7,857 million baht in this present annual report. As of 31 March 2020, the unit market price per unit closed at 14.60 baht per unit, or increasing of 37.7 percent. And also the Company has entered into land sales (Srinakarin) with unrelated parties, totaling 14,953 million baht. The lands which were already transferred totaled 13,815 million baht, with the remaining to be transferred with a value of 1,138 million baht.

### RESULTS

In the year ended 31 March 2020, the Group reported a consolidated recurring operating profit of Baht 988 million and a net profit after non-recurring items and tax of Baht 1,217 million.

### DIVIDEND

The directors have declared a dividend of Baht 0.06 per share, a decrease of 33.3% from last year. The interim dividend was paid on 13 March 2020 at the rate of Baht 0.04 per share while the rest of Baht 0.02 per share will be proposed for shareholders' approval in the forthcoming Annual General Meeting no. 48 on 23 July 2020.

## OPERATIONS

As mentioned earlier, due to Covid-19, the Company will remain very cautious in terms of future investments until the situation improves. The Company will mainly focus on clearing existing stocks and improving the rental situations in various existing projects. However, the Company has completed the Cosmo Walk project, which is a covered sky walk with travellers featuring retail units, connecting Cosmo Bazaar and Cosmo office to IBIS IMPACT Bangkok and IMPACT Exhibition Halls. It has attracted major retailers such as the largest Nike Factory Store in Thailand, AIZ, Do Home and Mr. D.I.Y. etc. I believe the Cosmo Walk will add tremendous convenience for customers visiting both IMPACT and Cosmo Bazaar in the future.

## FINANCE

- The Group's financial position has grown stronger.
- Adjusted net asset value decreased 1.2 percent to Baht 49,481 million (2019 - Baht 50,068 million).
- Adjusted net asset value per share increased 5.9 percent to Baht 2.85 per share (2019 - Baht 2.69 per share).
- Net profit to owners of the company decreased 33.0 percent to Baht 1,217 million (2019 - Baht 1,816 million).
- Earning per share decreased 28.6 percent to Baht 0.070 (2019 - Baht 0.098).
- Consolidated total asset decreased 1.6 percent to Baht 63,224 million (2019 - Baht 64,222 million).
- Shareholders' equity decreased 2.3 percent to Baht 45,767 million (2019 - Baht 46,822 million).

## OUTLOOK

Under the current uncertain economic and political environment, I expect a difficult year ahead for the Thai economy. However, with our debt free and cash rich position, in addition to the strength of our ongoing businesses, Bangkok Land will withstand pressures and challenges that may be posed by the political turmoil and the uncertainties due to the Covid-19.

## APPRECIATION

Finally, I would like to thank most sincerely for all the support and confidence extended to the Company during the year ended 31 March 2020. I look forward to reporting further developments and improvements in the coming year.

  
Sui Hung Kanjanapas  
First Vice Chairman  
15 June 2020

# HIGHLIGHTS

	2020	2019	Change
	Baht m	Baht m	%
<b>Highlights of the Financial Statement</b>			
Total recurring revenue	7,311	6,829	7.1
Other revenue	1,928	2,139	(9.9)
Net profit			
Owner of the Company	1,217	1,816	(33.0)
Minority interest	619	659	(6.1)
Total assets	63,224	64,222	(1.6)
Total liabilities	9,335	9,307	0.3
Shareholders' equity	45,767	46,822	(2.3)
Shareholders' equity including minority interest	53,890	54,916	(1.9)
Adjusted shareholders' equity	49,481	50,068	(1.2)
	Baht m	Baht m	%
<b>Per Share Data</b>			
Earnings per share	0.070	0.098	(28.6)
Net asset value per share	2.63	2.52	4.4
Adjusted net asset value per share	2.85	2.69	5.9
Dividend per share *	0.06	0.09	(33.3)
Market share price as at 31 March	0.82	1.57	(47.8)
	Million shares	Million shares	%
<b>Number of Outstanding Shares</b>			
As at 31 March	17,374	18,596	(6.6)

\* subject to AGM approval



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# INFORMATION FOR INVESTORS

<b>Company Name</b>	Bangkok Land Public Company Limited	
<b>Registration Number</b>	0107536001222	
<b>Registered Office</b>	47/569-576 Moo 3, 10 <sup>th</sup> Floor, New Geneva Building, Popular 3 Road, Tambol Bannmai, Amphur Pakkred, Nonthaburi 11120, Thailand Telephone: 66-2-5044949 Facsimile: 66-2-5044986	
<b>Website</b>	www.bangkokland.co.th www.impact.co.th	
<b>Share Registrar</b>	Thailand Securities Depository Company Limited The Stock Exchange of Thailand Building 93, 14 <sup>th</sup> Floor, Rachadapisek Road, Dindaeng, Bangkok 10400 Telephone: 66-2-0099000 Facsimile: 66-2-0099992	
<b>Auditors</b>	Karin Audit Company Limited 72 CAT Telecom Tower, 24 <sup>th</sup> Floor Charoen Krung Road, Bangrak, Bangkok 10500 Telephone: 66-2-1054661 Facsimile: 66-2-0263760	
<b>Legal Advisors</b>	Siam Premier International Law Office Limited 26 <sup>th</sup> Floor, The Offices at Central World 999/9 Rama I Road, Pathumwan, Bangkok 10330 Telephone: 66-2-6461888 Facsimile: 66-2-6461919	
<b>Share Information</b>	Share Exchange:	Stock Exchange of Thailand
	Listing Date:	5 <sup>th</sup> February 1992
	Par Value:	Baht 1 per share
	Lot Size:	100 shares
	Number of shares issued:	* 17,374,401,054
	Treasury stock	* 10,175,900
	Voting stock minus treasury stock:	* 17,364,225,154
	Stock Sector:	Property
	Stock Symbol:	BLAND
<b>Financial Calendar</b>	Financial year-end:	31 March
	2020 full-year results announced:	1 June 2020
	Right to AGM (Record Date)	15 June 2020
	Annual General Meeting to be held	23 July 2020
	Right to receive dividends (Record date)	5 August 2020
	2021 results to be announced **	
	June 2020 quarter	14 August 2020
	September 2020 quarter	16 November 2020
	December 2020 quarter	15 February 2021
	March 2021 full year results	31 May 2021

\* as at 31 March 2020

\*\* subject to change



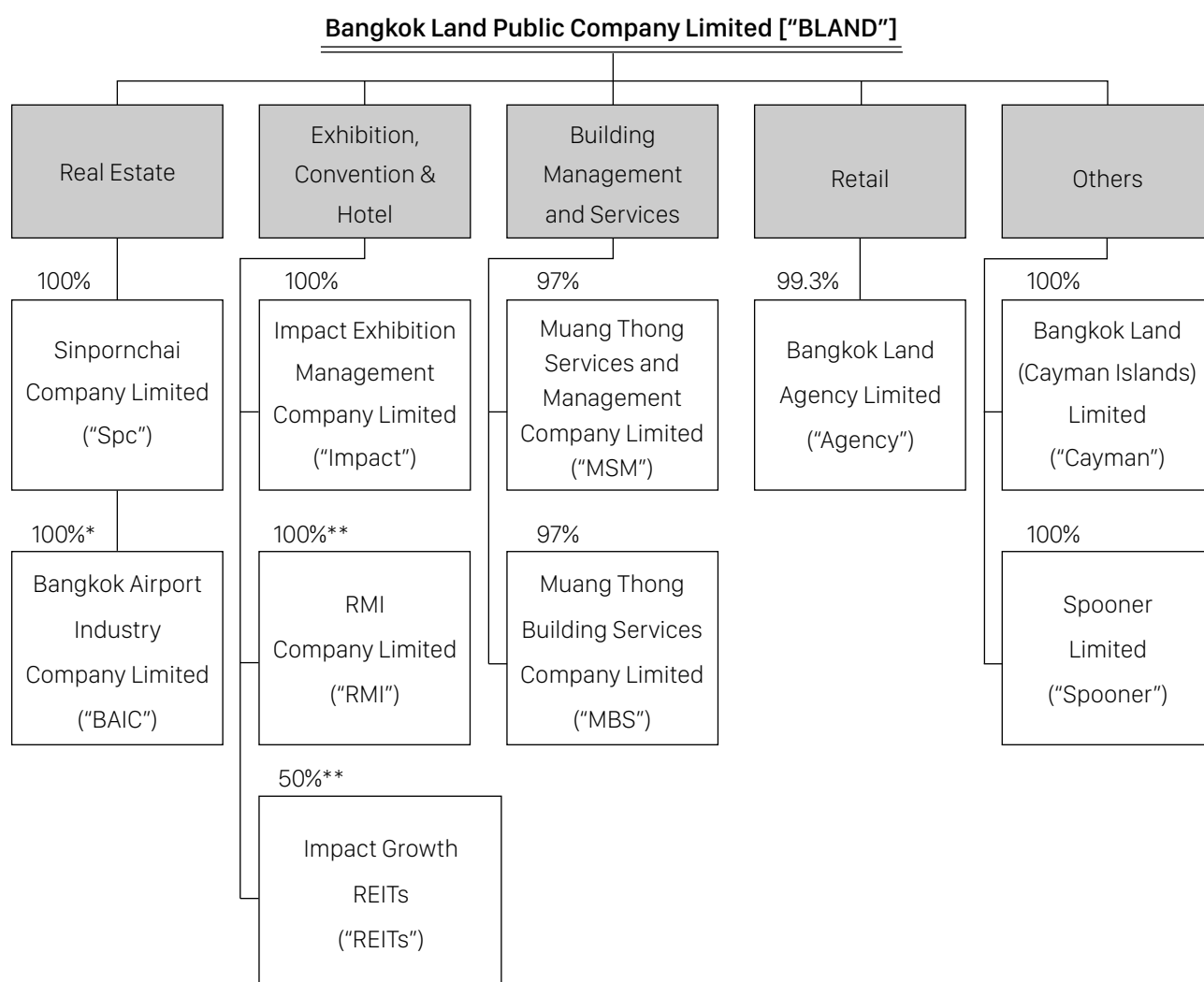
# BUSINESS PROFILE

## VISION AND GOALS OF THE COMPANY'S OPERATIONS

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

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

## CORPORATE STRUCTURE



\* 60% owned by BLAND, 40% owned by Spc

\*\* Owned by Impact

## REVENUE STRUCTURE

Business	Operated by	2020		2019		2018	
		Baht mn.	%	Baht mn.	%	Baht mn.	%
Real Estate	BLAND, BAIC, Spc	3,517	41.8	2,810	35.2	4,721	50.8
Exhibition, Convention & Hotel	Impact, REITs	4,307	51.1	4,610	57.8	4,153	44.7
Retail	Agency	434	5.2	310	3.9	267	2.9
Building Management	MSM, MBS, RMI	164	1.9	244	3.1	158	1.7
Others	Cayman, Spooner						
<b>Total Revenue</b>		<b>8,422</b>	<b>100.0</b>	<b>7,974</b>	<b>100.0</b>	<b>9,299</b>	<b>100.0</b>

## NATURE OF BUSINESS

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

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

## BUSINESS SEGMENT

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

### 1) Real Estate

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

### 2) Exhibition, Convention & Hotel

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

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

**3) Retail**

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

**4) Infrastructure and Building Management**

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

**5) Others**

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

Spooner Limited is a Hong Kong incorporated company. It remained inactive in the year ended 31 March 2020.

# MANAGEMENT DISCUSSION AND ANALYSIS - REVIEW OF OPERATION

## PROFIT AND LOSS SUMMARY

Baht millions	Revenue		%	Profit		%
	2020	2019	Change	2020	2019	Change
<b>Business Segments</b>						
- Real Estate	3,517	2,810	25.2	613	205	199.0
- Exhibition, Convention & Hotel	4,307	4,610	-6.6	994	1,200	-17.2
- Retail	434	310	40.0	150	89	68.5
- Others	164	244	-32.8	56	167	-66.5
- Inter-segment Elimination	(1,111)	(1,145)	-3.0	(388)	(6)	6366.7
<b>Total from Operation</b>	<b>7,311</b>	<b>6,829</b>	<b>7.1</b>	<b>1,425</b>	<b>1,655</b>	<b>-13.9</b>
Corporate Expenses				(437)	(299)	46.2
<b>Recurring Profit</b>				<b>988</b>	<b>1,356</b>	<b>-27.1</b>
Non-recurring Items						
- Net Borrowing Costs				(111)	(134)	-17.2
- Gain on Exchange rate, net				1	1	0.0
- Gain on Revaluation of Investment Properties				1,796	1,954	-8.1
<b>Profit before Tax</b>				<b>2,674</b>	<b>3,177</b>	<b>-15.8</b>
Income Tax				(838)	(702)	19.4
<b>Profit for the Year</b>				<b>1,836</b>	<b>2,475</b>	<b>-25.8</b>
Minority Interest				(619)	(659)	-6.1
<b>Profit attributable to Shareholders</b>				<b>1,217</b>	<b>1,816</b>	<b>-33.0</b>

## OVERVIEW

For the year ended 31 March 2020, the Group recorded total recurring revenue in an amount of 7,311 million baht (2019 - 6,829 million baht), increasing of 482 million baht or 7.1%.

The group recorded recurring business operating profit before tax in an amount of 988 million baht (2019 - 1,356 million baht), decreasing of 368 million baht or 27.1%.

The group recorded a profit on the owners of the Company in the amount of 1,217 million baht (2019 - 1,816 million baht), decreasing of 599 million baht or 33.0%.

## REAL ESTATE

Baht millions	2020	2019	% change
Revenue	3,517	2,810	25.2
Cost of Sales	(2,639)	(2,213)	19.2
Gross Profit	878	597	47.1
Other Revenue	10	31	-67.7
Selling & Admin. Expenses	888	628	41.4
	(275)	(423)	-35.0
Contribution to Recurring Profit	613	205	199
Gross Profit Margin	25.0%	21.2%	3.7

The Company recorded sales income in an amount of 3,517 million baht (2019 - 2,810 million baht), increasing of 707 million baht or 25.2% from the increasing of right transferred land for 691 million baht, increasing of right transfer condominium for 79 million baht, decreasing of right transfer townhouse for 117 million baht and increasing in rental and service income in the amount of 54 million baht.

The Company recorded sale income gross profit margin of 25.0% (2019 - 21.2%), increasing of 3.7% from higher right transfer of lower gross profit margin of the Company's undeveloped land plot at Srinakarin road. As a foresaid plus condominium that has higher right transfer and town house that has lower right transfer and increasing in rental and service income thus increasing sale income gross profit in an amount of 281 million baht.

The Company recorded the selling and administrative expense in the amount of 275 million baht (2019 - 423 million baht), decreasing of 148 million baht or 35.0%, the decreasing of business tax expenses from right transferred land for 1 million baht, increasing of right transfer condominium for 3 million baht and decreasing of right transfer townhouse for 4 million baht.

The Company recorded a contribution to recurring profit in the amount of 613 million baht (2019 - 205 million baht), increasing of 408 million baht or 199.0%.

## EXHIBITION, CONVENTION & HOTEL

Baht millions	2020	2019	% change
Revenue	4,307	4,610	-6.6
Cost of Sales	(2,078)	(2,142)	-3.0
Gross Profit	2,229	2,468	-9.7
Other Revenue	416	427	-2.6
Selling & Admin. Expenses	2,645	2,895	-8.6
	(1,651)	(1,695)	-2.6
Contribution to Recurring Profit	994	1,200	-17.2
Gross Profit Margin	51.8%	53.5%	-1.8
Occupancy Rate (Exhibition & Convention)	46.0%	51.0%	-5.0
Customer Satisfaction Rate	90.3%	89.5%	0.8
Average Rental/Sq.M./Day (Baht)	77.25	75.46	2.4
Occupancy Rate (Hotel)	46.8%	59.2%	-12.4

## COMPETITORS AND MARKET SHARE (MICE)

Top MICE Business	Venue (sq.m.)	Number of Meeting Room	Market Share (%)	
			2019	2018
IMPACT Exhibition & Convention Center	122,165	55 (2 Ballrooms)	64.1%	61.2%
Bangkok International Trade & Exhibition Center (BITEC)	58,359	28 (2 Ballrooms)	33.8%	26.9%
Queen Sirikit National Convention Center (QSNCC) (Closed for renovation since April 2019)	17,346	11 (1 Auditorium)	-	9.8%
Royal Paragon Hall	7,100	6	2.1%	2.1%
Centara & Bangkok Convention Center at Central World	6,540	15 (1 Ballroom)	-	-
International Convention & Exhibition Center Commemorating His Majesty's 7 <sup>th</sup> Cycle Birthday Anniversary in Chiang Mai	11,340	29	-	-
The 60 <sup>th</sup> Anniversary of His Majesty the King's Accession to the Throne International Convention Center at Prince of Songkla University	9,720	9	-	-
Pattaya Exhibition & Convention Hall (PEACH)	7,000	18	-	-
RPM International Exhibition & Conference Center at Royal Phuket Marina	2,500	-	-	-
<b>Total</b>	<b>242,070</b>		<b>100.0%</b>	<b>100.0%</b>

Source : RMI Co.,Ltd. (1 Jan - 31 Dec 2019)

IMPACT's revenue came from its three principal business areas - exhibition space & hall rental, 72.6% (2019 - 69.1%); food & beverages, 18.3% (2019 - 20.8%) and hotel business, 9.1% (2019 - 10.1%).

Exhibition space utilization decreased by 5.0% to 46.0%. (2019 - 51.0%) In effect,

The IMPACT recorded exhibition space & hall rental income in an amount of 3,125 million baht (2019 - 3,185 million baht), decreasing of 60 million baht or 1.9%.

IMPACT recorded food & beverages income in an amount of 790 million baht (2019 - 958 million baht), decreasing of 168 million baht or 17.5%.

IMPACT recorded hotel business income in an amount of 392 million baht (2019 - 467 million baht), decreasing of 75 million baht or 16.1%.

Overall, IMPACT recorded rental and service income in an amount of 4,307 million baht (2019 - 4,610 million baht), decreasing of 303 million baht or 6.6%.

IMPACT recorded rental & service income gross profit margin of 51.8% (2019 - 53.5%), decreasing of 1.8% from the decreasing in rental and service income thus decreasing rental and service income gross profit in an amount of 239 million baht.

IMPACT recorded the selling and administrative expense in the amount of 1,651 million baht (2019 - 1,695 million baht), decreasing of 44 million baht or 2.6%.

IMPACT recorded a contribution to recurring profit in the amount of 994 million baht (2019 - 1,200 million baht), decreasing of 206 million baht or 17.2%.

## RETAIL AND BUILDING MANAGEMENT

Baht millions	Retail			Infrastructure, Building Management & Others		
	2020	2019	% change	2020	2019	% change
Revenue	434	310	40.0	164	244	-32.8
Cost of Sales	(275)	(189)	45.5	(63)	(55)	14.5
Gross Profit	159	121	31.4	101	189	-46.6
Other Revenue	37	10	270.0	11	15	-26.7
Selling & Admin. Expenses	196	131	49.6	112	204	-45.1
	(46)	(42)	9.5	(56)	(37)	51.4
Contribution to Recurring Profit	150	89	68.5	56	167	-66.5
Gross Profit Margin	36.6%	39.0%	-2.4	61.6%	77.5%	-15.9

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

Overall, the Group reported contributing profit in the amount of 150 million baht from its retail business and a profit in the amount of 56 million baht from its infrastructure, building management and others business for the year ended 31 March 2020.

## NON-RECURRING ITEMS

The Group recorded Baht 1 million gain on exchange rate, net (2019- Baht 1 million), Baht 1,796 million gain on revalued its investment properties (2019 - Baht 1,954 million). Net borrowing cost for the year was Baht 111 million (2019 - Baht 134 million).

## INCOME TAX

The Group recorded the income tax expense in the amount of 838 million baht while the same period last year, the Group recorded the income tax expense in the amount of 702 million baht, increasing of 136 million baht from revaluation of Investment Property and recurring business.

# MANAGEMENT DISCUSSION AND ANALYSIS

## - FINANCIAL REVIEW

### NET ASSET VALUE PER SHARE

One common benchmark to determine the underlying value of a company is by calculating its total net asset value. Using this approach, Bangkok Land's adjusted consolidated net assets value per share on 31 March 2020 stood at Baht 2.85 (2019 - Baht 2.69), representing a premium of 5.9% (2019 - discount of 2.5%) to its adjusted net asset value.

### Adjusted net asset value per share

Baht millions	2020	2019
Total shareholders' equity	53,890	54,916
Minority interest	(8,123)	(8,094)
Deferred tax on revaluation surplus of property, plant & equipments	948	949
Deferred tax on revaluation surplus of investment properties	2,766	2,297
Adjusted shareholders equity	49,481	50,068
Number of shares in issue (millions)	17,374	18,596
Value per share (Baht)	2.85	2.69
Value per share premium/(discount)	5.9%	(2.5%)
Closing market price per share (Baht) - last trading day of March	0.82	1.57
Share price premium/(discount)	(47.8%)	(15.6%)

### ASSETS

Total assets of the Group decreased 1.6% to Baht 63,224 million (2019 - Baht 64,222 million).

Key components of assets comprised "property, plant and equipment" (23.9%), "Inventory" (2.5%), "investment properties" (60.6%) as well as cash and cash equivalents, Short-term investments plus Account receivable and other receivable, net (9.8%), details of which are summarized next.

### Inventory

Inventory remained broadly unchanged compared to last year. The decrease of 62.1% to Baht 1,552 million (2019 - Baht 4,092 million) most comes from higher right transfer of undeveloped land plot at Srinakarin road.

### Property, plant and equipments

Cash out flow to purchase, building construction and equipment for the total year was Baht 224 million, most comes from the construction of IMPACT Hall interior systems and structure, buildings improvements including equipment and furniture and the construction of infrastructure in Muang Thong Thani.

After deducting the total amount of depreciation charges of Baht 536 million, reported net book value of property, plant and equipments as at 31 March 2020 decreased 1.8% to Baht 15,134 million (2019 - Baht 15,405 million).



## Investment property

Cash out flow to purchase, building construction for the total year was Baht 287 million, most comes from the construction of the Cosmo Walk. A revaluation was done in the last quarter of the year resulting in a surplus of Baht 1,796 million.

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

Taken together, total investment property increased by 5.8% to Baht 38,308 million (2019 - Baht 36,225 million) with a total revaluation surplus of Baht 1,796 million (2019 - Baht 1,954 million) recognized as other revenue in the consolidated financial statement of the Company.

## LIQUIDITY

Cash flow from operating activities plus of Baht 3,859 million primarily resulting from profit before income tax expense of Baht 2,673 million plus net adjustments to reconcile profit before income expense Baht 1,555 million and the effect of decreasing in the change in net working capital of Baht 369 million.

Cash flow from investing activities down of Baht 1,672 million primarily resulting from increasing of short-term investment of Baht 1,198 million, capital expenditure of Baht 511 million and Baht 37 million from the others.

Cash flow from financing activities down of Baht 3,004 million primarily resulting from cash paid for treasury stock of Baht 5 million, dividend payment of Baht 2,259 million, dividend payment to non-controlling interests of Baht 589 million, interest payment of Baht 145 million and Baht 6 million from repayment of long-term loan.

In effect, Bangkok Land's consolidated statements of cash flows for the year ended 31 March 2020 recorded a net decrease of Baht 817 million in cash and cash equivalent to Baht 3,572 million (2019 - Baht 4,389 million).

## LIABILITIES

Consolidated total liabilities as at 31 March 2020 increased 0.3% to Baht 9,335 million compared to Baht 9,307 million in 2019. This increased in the Group's total liabilities to equity ratio to 0.20 times from 0.20 times a year ago.

Consolidated net total liabilities (net of cash, cash equivalent and short term investments) as at 31 March 2020 was Baht 3,328 million compared to Baht 3,680 million in 2019. This decreased the Group's net total liabilities to equity ratio to 0.07 times from 0.08 times a year ago.

The following table presents a summary of the Group's total liabilities as at 31 March 2020.

Baht millions	Total	Interest Bearing	Non-interest Bearing
Long Term Loans	3,880	3,880	-
Deferred Tax	3,777	-	3,777
Other Liabilities & Accruals	1,678	-	1,678
Total Liabilities	9,335	3,880	5,455

## SHAREHOLDERS' EQUITY

Shareholders' equity decreased 2.3 percent to Baht 45,767 million (2019 - Baht 46,822 million) chiefly reflecting the consolidated net profit after tax of Baht 1,217 million and dividend payment for the year ended 31 March 2020.

## COMMITMENT AND CONTINGENT LIABILITIES

There were no other major commitment and contingent liabilities as at 31 March 2020 which might materially affect the financial position of the Group.

# CORPORATE GOVERNANCE

## SUMMARY

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

## CORPORATE GOVERNANCE PRACTICES

The Group is committed to a policy of good and adequate corporate governance. During the financial year ended 31 March 2020, Bangkok Land applied all guidelines set forth by the Stock Exchange of Thailand and the Securities and Exchange Commission with the following exception:-

There is no separation of roles of the Chairman and Chief Executive - Mr. Anant Kanjanapas (deceased on 13 April 2020) is the Company's Chairman and Chief Executive.

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

## RIGHTS OF SHAREHOLDERS

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

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

All processes and procedures for shareholders meetings are in accordance with the SET recommended best practice. To allow shareholders sufficient time and to facilitate equitable treatment of all shareholders, the Company provides shareholders, with at least 14 days in advance of the meeting and posted on its website at [www.bangkokland.co.th](http://www.bangkokland.co.th) in advance of 14 days prior to the meeting date, a notice on the meeting date, time and venue as well as an agenda with relevant supporting information and reports. Shareholders who were unable to attend a meeting in person can appoint any other person or independent director of the Company as their proxy. Voting procedures and method were explained to the shareholders during the meeting, and ballot cards are used to ensure transparency and provide evidence for any necessary future reference.

The Company's last Annual General Meeting of shareholders was held on 25 July 2019, at 11.00 a.m., at the Royal Jubilee Ballroom, Impact Challenger, Muang Thong Thani, Bannmai, Pakkred, Nonthaburi. Seven Directors, including the First Vice Chairman and four Independent Non-executive Directors, attended the meeting. Notice of the meeting with supplementary information was sent to the shareholders by mail more than 14 days prior to the date of the meeting. The same notice was also published on a daily newspaper for 3 consecutive days before the meeting. All documents were prepared in both Thai and English.

At the meeting, total shareholders attending in person or by proxy was 1,381, representing 9,095,872,617 shares or 52.3522% of the total issued shares of the Company, net 17,374,401,054 shares (deducted treasury stock). The Company's external auditor, Karin Audit Company Limited and the Company's legal advisor, Siam Premier, were invited to the meeting in order to render assistance to the Board in answering questions from the shareholders.

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

## **EQUITABLE TREATMENT OF SHAREHOLDERS**

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

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

## **ROLE OF STAKEHOLDERS**

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

### **Shareholders**

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

### **Customers**

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

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## Employees

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

The Group encourages employees to attend various work related outside courses. Selected employees are eligible to attend workshops and seminars presented by experts and academics to strengthen effectiveness and teamwork, with 30 hours average number of executive training hours for this year. Bangkok Land also provides in-house work related training programs, talks and activities at regular intervals on selected functional areas with the aim to assist professional development of individual employees and to strengthen the general work performance of the staff.

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

## Creditors

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

## Suppliers

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

## Competitors

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

## DISCLOSURE AND TRANSPARENCY

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

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

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

# RESPONSIBILITIES OF THE BOARD

## Definition of Independent Director of Bangkok Land Public Company Limited

Number of Independent Director shall be at least one third (1/3) of total number of Directors but in any case shall not be less than 3 directors. All Independent Directors must possess qualifications as follows:

1. Holding shares not exceeding one (1) percent of the total number of voting shares of the Company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director;
2. Neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the Company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest unless the foregoing status has ended not less than two years prior to the date of appointment;
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the Company or its subsidiary;
4. Not having a business relationship with the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, the manner which may interfere with his independent judgement, and neither being nor having been a major shareholder, non-independent director or executive of any person having business relationship with the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years prior to the date of appointment;

The term “business relationship” aforementioned under paragraph one includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which the value of transaction is more than Baht Twenty (20) Million or more than three (3) percent of net tangible assets, whichever is lower. The value of transaction shall be calculated according to the calculation method for value of connected transactions under the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Act of Listed Companies Concerning the Connected Transactions. According to the regulation, the transactions occurred within a year of proceeding transaction shall be included in the calculation of value of transactions

5. Neither being nor having been an auditor of the Company, its parent company, subsidiary, affiliated or juristic person who may have conflicts of interest, and not being a major shareholder, non-independent director, executive or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years from the date of appointment;
6. Neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding Baht Two (2) Million from the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and neither being nor having been a major shareholder, non-independent director, executive or partner of the professional advisor unless the foregoing relationship has ended not less than two years from the date of appointment;
7. Not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholders who are related to the Company's major shareholder;

8. Not operate any business which has the same nature as and is in competition with the business of the Company or its subsidiary or being a substantial partner in a partnership or being a director who has part in the management, or being an employee or an officer or a consultant under the pay-roll or holding shares in exceed of 1 percent of the total voting shares of another company which has the same nature as and is in competition with the business of the Company or its subsidiary.
9. Not having any characteristics which make him incapable of expressing independent opinions with regard to the Company's business affairs.

## Board Structure

### Summary

As at 31 March 2020, there were 9 directors including three Executive Directors, one Non-executive Directors and five Independent Non-executive Directors. The Board believes that the balance between Executive and Non-executive Directors is appropriate in providing adequate checks and balances to safeguard the interest of all groups of shareholders.

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

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

### Director Appointment, Re-election and Removal

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

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

### Company Secretary

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

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

## Committees

As at 31 March 2020, the Company has four committees: the Audit Committee, the Executive Board, the Nomination and Remuneration Committee and the Risk Management Committee.

### Audit Committee

The Audit Committee was established in 2001, and it consists of 3 Independent Directors. Mr. Prasan Hokchoon was the Chairman and the other members are Mr. Supavat Saicheua and Mr. Siriwat Likitnuruk.

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

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

The Audit Committee held 4 meetings during the year ended 31 March 2020. The attendance record of each member is set out below:-

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

#### Executive Board

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

The Executive Board held 24 meetings during the year ended 31 March 2020. The attendance record of each member is set out below:-

Directors	Meetings attended/Total
Mr. Anant Kanjanapas (deceased on 13 April 2020)	0/24
Mr. Sui Hung Kanjanapas	24/24
Mr. Shui Pang Kanjanapas	24/24

#### Nomination and Remuneration Committee

The Nomination and Remuneration Committee was established in 2020, and it consists of 2 Directors and 1 Independent Director. Mr. Sui Hung Kanjanapas was the Chairman and the other members are Mr. Shui Pang Kanjanapas and Mr. Jakkapan Panomouppatham.

#### Risk Management Committee

The Risk Management Committee was established in 2020, and it consists of 2 Independent Directors and 1 Director. Mr. Jakkapan Panomouppatham was the Chairman and the other members are Mr. Supavat Saicheua and Mr. Shui Pang Kanjanapas.

#### Remuneration of Auditor

The remuneration of auditors of the Group, for the year ended 31 March 2020 comprised the accounts 4.43 million baht, reviewed financial third quarter was 1.11 million baht, totaling 7.75 million baht which related parties to the auditor and audit company, Karin Audit Company Limited is an individual or entity associated with the Company.

#### Non-audit fee

- None



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## Role and Responsibilities of the Board

### Overall Responsibilities

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

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

### Role on Corporate Governance

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

### Business Conduct

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

### Conflict of Interest

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

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

During the year ended 31 March 2020 there was no contract, arrangement or transaction that demands the Board's consideration on the issue of conflict of interest.

### Internal Control

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

Bangkok Land has an internal audit department; it reports directly to the Audit Committee and performs independent regular financial as well as operational reviews to monitor the effectiveness of the internal control system of the Group. Audit reports are prepared with analysis of weaknesses and recommendations

for improvement, and these reports are reviewed by the Audit Committee. Recommended actions will be considered and implemented as and when considered appropriate.

#### Risk Management Policy

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

#### Board Meetings

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

There were 7 board meetings during the year under review. At the meetings the Directors discussed and formulated company strategies; the Directors also reviewed and approved quarter and annual results as well as other significant issues and general operation of the Group.

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

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

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

The attendance record of the Board meetings held in the year ended 31 March 2020 is set out below:-

Directors	Meetings attended/Total
<b>Executive Directors</b>	
Mr. Anant Kanjanapas (deceased on 13 April 2020)	0/7
Mr. Sui Hung Kanjanapas	7/7
Mr. Shui Pang Kanjanapas	7/7
<b>Non-Executive Directors</b>	
Mr. Burin Wongsanguan	7/7
<b>Independent Non-Executive Directors</b>	
Mr. Prasan Hokchoon	7/7
Mr. Supavat Saicheua	7/7
Mr. Siriwat Likitnuruk	7/7
Mr. Panya Boonyapiwat	7/7
Mr. Jakkapan Panomouppatham (appointed on 25 July 2019)	5/7

## Board Self Assessment

The Board of Directors has a policy to hold at least one meeting per year to review, discuss and assess the performance of its members. The last assessment meeting was held on 1 June 2020.

## Remuneration

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

## Board and Management Training

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

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

Name	Program	Class
Mr.Sui Hung Kanjanapas	Director Accrediation Program	DAP 166/2019
Mr.Shui Pang Kanjanapas	Directors Certification Program	DCP 230/2016
Mr.Prasan Hokchoon	AC Hot Update for Modern CG Director Accrediation Program	2017 DAP 164/2019
Mr.Supavat Saicheua	Advance Audit Committee Program Monitoring the Quality of Financial Reporting Monitoring Fraud Risk Management Monitoring the Internal Audit Function Audit Committee Program Directors Certification Program	Advance ACP 4/2010 MFR 11/2010 MFM 3/2010 MIA 8/2010 ACP 31/2009 DCP 126/2009
Mr.Siriwat Likitnuruk	Director Accrediation Program	DAP 40/2005
Mr.Panya Boonyapiwat	Role of The Chairman Directors Certification Program	RCP 39/2016 DCP 94/2007
Mr.Jakkapan Panomouppatham	Director Accrediation Program	DAP 166/2019

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# CORPORATE SOCIAL RESPONSIBILITY

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

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

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

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

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

# SHAREHOLDERS AND MANAGEMENT

## EQUITY

### Ordinary shares

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

On 2 October 2019, Board of Directors' meeting No. 6/2019, passed a resolution approving the reduction of the paid-up capital from Baht 18,596,569,754 to be Baht 17,374,401,054, by deduction of the share capital, the repurchase and non-distribution, totaling 1,222,168,700 shares. The Company registered the reduction of paid-up capital to the Ministry of Commerce on 11 October 2019.

As at 31 March 2020, the Company had authorized capital of Baht 26,295,658,054 divided into 26,295,658,054 shares with a par value of Baht 1 per shares. Paid-up capital was Baht 17,374,401,054 representing 17,374,401,054 ordinary shares fully paid up at a par value of 1 Baht each, treasury stock was 10,175,900 shares and voting stock minus treasury stock was 17,364,225,154 shares.

On 15 June, 2020 the Company closed its share register and its list of shareholders revealed the following major information.

- (a) Number of shareholders - 22,210
- (b) Investors holding Non-voting depository receipts ("NDVR") - 1,009,520,207 shares

Total NDVR represents 5.81% of all paid-up shares of the Company and is not entitled to vote (except in the case of delisting) in shareholders' meetings. NDVR shares information can be found at the web site of the Stock Exchange of Thailand, [www.set.or.th](http://www.set.or.th).

## MAJOR SHAREHOLDERS

Details of the 10 largest shareholders of the Company, according to the most up to date shareholder list as at 15 June 2020 are listed below.

Rank	Name	Number of shares	% to paid-up capital
1	Mr. Anant Kanjanapas	4,605,756,460	26.51
2	Thai NVDR Company Limited	1,009,520,207	5.81
3	Mr. Jean-Marie Verbrugghe	447,080,000	2.57
4	Mr. Chanya Mahadamrongkul	429,345,680	2.47
5	Mr. Jirawud Kuvanan	424,796,700	2.44
6	The Inheritance of Mr. Veraphan Teepsuwan	403,987,400	2.33
7	South East Asia UK (Type C) Nominees Limited	341,349,904	1.96
8	Bangkok Land (Cayman Islands) Limited	212,096,990	1.22
9	Mr. Smit Kanjanapas	179,501,065	1.03
10	Maybank Kim Eng Securities (Thailand) Public Co., Ltd.	170,000,000	0.98
<b>Total Major Shareholders</b>		<b>8,223,434,406</b>	<b>47.33</b>
<b>Total Monority Shareholders</b>		<b>9,150,966,648</b>	<b>52.67</b>
<b>Total Shareholders</b>		<b>17,374,401,054</b>	<b>100.00</b>

Source: Thailand Securities Depository Company Limited

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

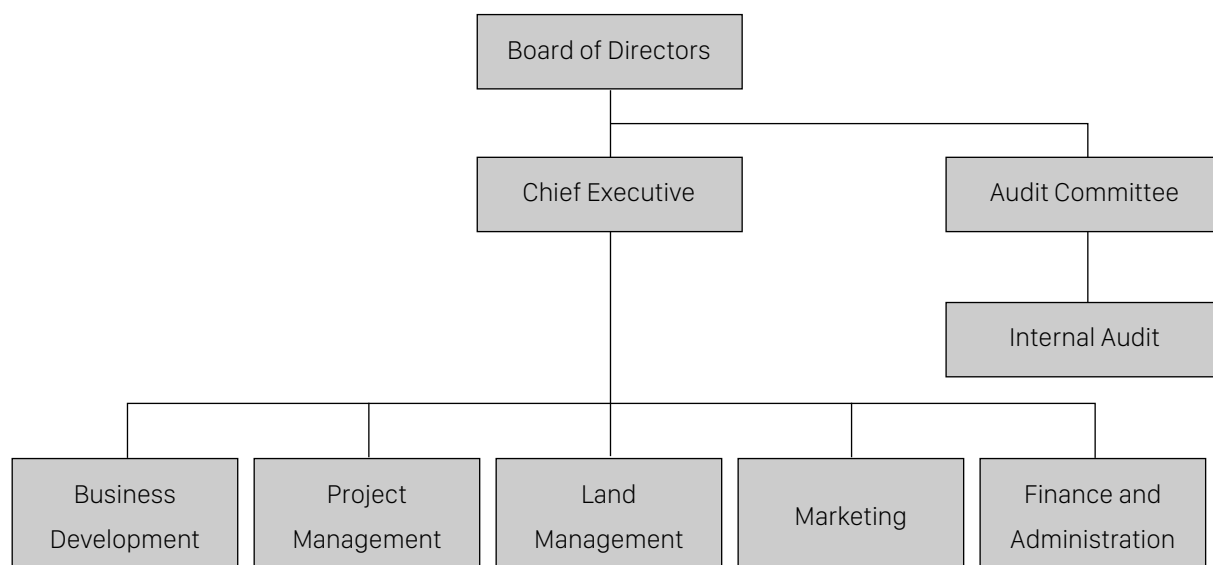
Name	Position	2019 Shares (Million)	Increase (Decrease) (Million)	2020 Shares (Million)
Mr. Anant Kanjanapas	Chairman	4,605.76	-	4,605.76
Mr. Sui Hung Kanjanapas	First Vice Chairman	15.10	-	15.10
Mr. Shui Pang Kanjanapas	Second Vice Chairman	1.05	-	1.05
Mr. Jakkapan Panomouppatham	Independent Director	3.50	-	3.50
Ms. Kunwadee Jintavorn	Director (Project Mgt.)	0.01	-	0.01
Ms. Ausakoon Srisanyanon	Manager (Finance)	0.41	-	0.41

## DIVIDEND POLICY

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

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

## ORGANISATION STRUCTURE



## MANAGEMENT STRUCTURE

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

### Executive Directors

Mr. Anant Kanjanapas \*

Mr. Sui Hung Kanjanapas \*\*

Mr. Shui Pang Kanjanapas \*\*\*

### Non-executive Directors

Mr. Burin Wongsanguan

\* Chairman of the Board and Chief Executive Officer (deceased on 13 April 2020)

\*\* First Vice Chairman

\*\*\* Second Vice Chairman

### Independent Directors

Mr. Prasan Hokchoon (Chairman)

Mr. Supavat Saicheua

Mr. Siriwat Likitnuruk

Mr. Panya Boonyapiwat

Mr. Jakkapan Panomouppatham (appointed on 25 July 2019)

## AUTHORIZED SIGNATURE

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

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

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

Duties and responsibilities of the directors are summarized next.

- 1) Perform duties in compliance with the law, the Company's objectives and article of association, and the resolutions of shareholders' meetings.

- 2) Determine and approve business policies, goals, operational plans and annual budgets of the Company.
- 3) Appoint directors, in accordance with the rules under the Public Company Act and the Securities and Exchange Act, to fill vacant positions occurred other than retirement by rotation.
- 4) Appoint independent directors and/or auditing directors under the requirement of law and guidelines of governing securities and exchange regulatory body.
- 5) Appoint another person as operator of the Company's business under the control of the Board of Directors or empower the person, within a period of time as the board thinks suitable, with the authority that the board may revoke, revise or modify.
- 6) Consider and approve transactions involving acquisitions or disposals of assets unless such transactions require approval from a meeting of shareholders. Such consideration for approval shall conform to the relevant rules, regulations and/or notifications of the securities exchange.
- 7) Consider and approve related transactions unless such transactions require approval from a meeting of shareholders. Such consideration for approval shall conform to the relevant rules, regulations and/or notifications of the securities exchange.
- 8) Consider and approve interim dividend payments to shareholders when the Company makes profits and gains liquidity that enables it to do so and report on such dividend payments to the next meeting of shareholders.
- 9) Conduct businesses that have been approved and/or assigned to the Board of Directors by a meeting of shareholders.
- 10) Implementation of an effective internal control and internal audit systems in the Company.
- 11) Schedule an annual general shareholders meeting to be organized at least once every year and a board meeting at least once every three months, and arrange to send out notices of meeting in advance according to the periods of time as required by law.
- 12) Consider and amend authorize signatures of the Company.

## SCOPE OF DUTIES AND RESPONSIBILITIES OF THE AUDIT COMMITTEE

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

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



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

## **SCOPE OF AUTHORITY, DUTY, AND RESPONSIBILITY OF THE NOMINATION AND REMUNERATION COMMITTEE**

- 1) To select and nominate a person to fill such vacancy or appointment of directors (in the event that a vacancy occurs among the Board of Directors or that the Board of Directors deems it appropriate to appoint the additional director), including to nominate the high-level management, and to determine the transparent rules and procedures for nomination process and propose the same to the Board of Directors' meetings;
- 2) To consider and nominate an appropriate person for sub-committees and/or other sub-management (if any) to the Board of Directors for appointment as it deems appropriate;
- 3) To determine fair and reasonable remuneration for Board of Directors, sub-committees and propose the same for consideration and approval of the Board of Directors' meetings and/or the shareholders' meetings;
- 4) To make suggestions, on a yearly basis, to the Board of Directors about the remuneration structure and composition;
- 5) To report to the Board of Directors on the performance of the Nomination and Remuneration Committee and to prepare the Nomination and Remuneration Committee's Report, signed by the Chairman of Nomination and Remuneration Committee, for disclosure in the Company's Annual Report; and
- 6) To perform such other duties as assigned by the Board of Directors.

## **SCOPE OF AUTHORITY, DUTY, AND RESPONSIBILITY OF THE RISK MANAGEMENT COMMITTEE**

- 1) To consider and review policies on and guidelines for the Company's risk management and propose the same for the Board of Directors' approval.
- 2) To assess the risks in strategic terms and to monitor and supervise the implementation of operation plans to minimize the risks to an acceptable level.
- 3) To monitor and assess the outcome of the risk management and to oversee the Company's implementation of the risk management policy to ensure continuous compliance with the principles of good corporate governance.
- 4) To review the risk management summary ensuing from the risk minimizing plans to ensure sufficient and acceptable risk management.
- 5) To consult with the Audit Committee about high-risk activities and assign the internal auditor the task of reviewing and assessing those activities to ensure that the Company's internal audit is appropriate to risk management.
- 6) To report, on a yearly basis, to the Board of Directors about the risks of the Company, the risk management and what needs to be improved or rectified in regard to the risks and so as to be in line with the policies and the strategic goals previously determined.
- 7) To give advice and make suggestions to any team and/or task force involving in risk management and to consider suitable approaches to the improvement of the Company's risk management; and.
- 8) To perform such other duties relating to the risk management as assigned by the Board of Directors.

The executives and/or teams and/or task force related to the risk management and/or internal auditor and/or auditor must report or suggest relevant information and documents to the Risk Management Committee to support the operation of the Risk Management Committee in achieving assigned duties.

## DIRECTORS' REMUNERATION

### 1) CASH REMUNERATION

## DIRECTORS' REMUNERATION

The Company compensated its directors in the form of an annual fee based on meeting attendance (included AGM). Payment of fees is normally made in the following financial year after the annual general meeting ("AGM"). For director, the remuneration is approved at a shareholders' meeting each year. The remuneration comes in the form of annual remuneration. The details for 2019 and 2018 are as follows.

### BOARD OF DIRECTORS

Annual remuneration	2019		2018	
	Meeting attendance Rate %	Amount (Baht million)	Meeting attendance Rate %	Amount (Baht million)
1. Anant Kanjanapas	17%	0.15	100%	0.91
2. Sui Hung Kanjanapas	100%	0.91	100%	0.91
3. Shui Pang Kanjanapas	83%	0.76	100%	0.91
4. Burin Wongsanguan	83%	0.76	86%	0.78
5. Prasan Hokchoon	100%	0.91	100%	0.91
6. Supavat Saicheua	100%	0.91	100%	0.91
7. Siriwat Likitnuruk	100%	0.91	100%	0.91
8. Panya Boonyapiwat	100%	0.91	100%	0.91
<b>Total</b>		<b>6.22</b>		<b>7.15</b>

### AUDIT COMMITTEE

Annual remuneration	2019		2018	
	Meeting attendance Rate %	Amount (Baht million)	Meeting attendance Rate %	Amount (Baht million)
1. Prasan Hokchoon	100%	0.18	100%	0.18
2. Supavat Saicheua	100%	0.09	100%	0.09
3. Siriwat Likitnuruk	100%	0.09	100%	0.09
<b>Total</b>		<b>0.36</b>		<b>0.36</b>

## SENIOR MANAGEMENT'S REMUNERATION

Salary Travel & Bonus	2020		2019	
	Number of Persons	Amount (Baht million)	Number of Persons	Amount (Baht million)
- Executive Directors	3	16.40	3	16.04
- Senior Management	10	15.20	10	14.98
<b>Total</b>	<b>13</b>	<b>31.60</b>	<b>13</b>	<b>31.02</b>

### 2) NON-CASH REMUNERATION

-None

# DIRECTORS' PROFILE

**Anant Kanjanapas Ph.D. (deceased on 13 April 2020)**

**Chairman**

**Chief Executive Officer**

Age 79, Mr. Anant Kanjanapas has been the Chief Executive Officer of the Company since 1990. He was appointed Chairman of the Group in 2003. Mr. Kanjanapas was educated in Thailand and Switzerland. He has had wide international experience in real estate, manufacturing, banking and retail sectors. Mr. Kanjanapas previously owned and operated several public and private companies in Asia, Europe and North America over a career span of more than 50 years.

**% of Shareholding as 15-Jun-2020**

26.51

**Working Experience**

**Listed Company**

None

**Non-Listed company**

Present Chairman Bangkok Airport Industry Co., Ltd.

Present Chairman Impact Exhibition Management Co., Ltd.

Present Chairman Sinpornchai Co., Ltd.

Present Chairman Muang Thong Building Services Co., Ltd.

Present Chairman Muang Thong Services and Management Co., Ltd.

Present Chairman Bangkok Land Agency Co., Ltd.

**Sui Hung Kanjanapas B.Sc.**

**First Vice Chairman and Executive Director**

Age 47, Mr. Sui Hung Kanjanapas is a son of the Chairman. He has been the director of the Company since 2001. He was appointed the First Vice Chairman of the Company in 21 March 2019. Mr. Kanjanapas was educated in Hong Kong and the United Kingdom. He is also the chairman of nomination and remuneration Committee.

**% of Shareholding as 15-Jun-2020**

0.09

**Working Experience**

**Listed Company**

None

**Non-Listed company**

Present Director Impact Exhibition Management Co., Ltd.

Present Director Bangkok Airport Industry Co., Ltd.

Present Director Sinpornchai Co., Ltd.

Present Director Bangkok Land Agency Co., Ltd.

Present Director Muang Thong Building Services Co., Ltd.

Present Director Muang Thong Services and Management Co., Ltd.

## **Shui Pang Kanjanapas B.A.**

### **Second Vice Chairman and Executive Director**

Age 45, Mr. Sui Pang Kanjanapas is a son of the Chairman. He has been the director of the Company since 2003. He was appointed the Second Vice Chairman of the Company in 21 March 2019. Mr. Kanjanapas was educated in Hong Kong and the United Kingdom. He is also a nomination and remuneration committee and a risk management committee.

#### **% of Shareholding as 15-Jun-2020**

0.01

#### **Working Experience**

##### **Listed Company**

None

##### **Non-Listed company**

Present Managing Director Impact Exhibition Management Co., Ltd.

Present Director Bangkok Airport Industry Co., Ltd.

Present Director Sinpornchai Co., Ltd.

Present Director Muang Thong Building Services Company Co., Ltd.

Present Director Muang Thong Services and Management Co., Ltd.

Present Director Bangkok Land Agency Co., Ltd.

## **Burin Wongsanguan B.Arch.**

### **Non-Executive Director**

Age 84, Mr. Burin Wongsanguan was appointed director of the Company in 1993. He was educated in Thailand and the United States of America. Mr. Wongsanguan has had significant experience in real estate business.

#### **% of Shareholding as 15-Jun-2020**

None

#### **Working Experience**

##### **Listed Company**

None

##### **Non-Listed company**

Present Director Bangkok Airport Industry Co., Ltd.

## **Prasan Hokchoon B.A.**

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

Age 64, Mr. Prasan Hokchoon was appointed director of the Company on 27 January 2016. He was educated in Thailand, certified public accountant and has had significant experience in management and corporate finance. Mr. Prasan is an independent director and the chairman of the audit committee.

#### **% of Shareholding as 15-Jun-2020**

None

#### **Working Experience**

##### **Listed Company**

None

##### **Non-Listed company**

Present Vice President Rattana Bundit University

## **Supavat Saicheua M.A.**

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

Age 62, Mr. Supavat Saicheua was appointed director of the Company on 9 August 2010. He was educated in Thailand and the United States of America. Mr. Saicheua has had significant experience in capital markets, securities trading and company research. He is an independent director, a member of the audit committee and a risk management committee.

#### **% of Shareholding as 15-Jun-2020**

None

#### **Working Experience**

##### **Listed Company**

None

##### **Non-Listed company**

Present Executive Director Governance Matter (Thailand) Co., Ltd.

Present Director and Managing Director Akanak Krabi Co., Ltd.

## **Siriwat Likitnuruk M.A.**

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

Age 67, Mr. Likitnuruk was appointed director of the Company on 19 October 2010. He was educated in Thailand and the United Kingdom. Mr. Likitnuruk has had significant experience in finance, management and banking. He is an independent director and a member of the audit committee.

#### **% of Shareholding as 15-Jun-2020**

None

#### **Working Experience**

##### **Listed Company**

None

##### **Non-Listed company**

None

## **Panya Boonyapiwat PhD**

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

Age 57, Mr. Boonyapiwat was appointed director of the Company on 19 October 2010. He was educated in Thailand and the United States of America. Mr. Boonyapiwat has had significant experience in information technology and management. He is an independent director.

#### **% of Shareholding as 15-Jun-2020**

None

#### **Working Experience**

##### **Listed Company**

Present Chairman Dimet (Thailand) Public Company Limited

##### **Non-Listed company**

Present Consultants, Strategic plan for the development of energy storage systems project in Thailand, Ministry of Energy

Present Consultant, Legal Commission Justice and Human Rights

## **Jakkapan Panomouppatham M.B.A.**

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

Age 47, Mr. Jakkapan Panomouppatham was appointed director of the Company on 25 July 2019. He was educated in Thailand and the United States of America. Mr. Panomouppatham has had significant experience in finance, management, banking and marketing. He is an independent director, a nomination and remuneration committee and the chairman of risk management committee.

#### **% of Shareholding as 15-Jun-2020**

0.02

#### **Working Experience**

##### **Listed Company**

None

##### **Non-Listed company**

Present Adviser to President Chareon Marine Co., Ltd.

# RISK FACTORS

## Demand risk

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

## Operational risk

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

## Interest rate risk

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

	Fixed interest rate borrowings	Floating interest rate borrowings	Profit effect of 1% change in interest rate
Baht millions			
Long-term Loans	-	3,880	38.80

## Liquidity risk

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

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# CONNECTED PARTIES TRANSACTIONS

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

For the year ended 31 March 2020, the Group disclosed details of transactions with related parties under note 5 of the Notes to Financial Statements. These transactions comprised those between the Company and its fully owned subsidiaries and those between fellow subsidiaries within Bangkok Land Group.

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

The external auditor of the Company has also reviewed all connected party transactions and has the opinion that these transactions were properly and fairly disclosed in the financial statements of the Company for the year ended 31 March 2020.

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



# INFORMATION OF SUBSIDIARY COMPANIES

Subsidiaries	Equity Interest	Address	Principal Activities	Issued Capital
Impact Exhibition Management Company Limited	100%	47/569-576 Moo 3, 10/F Bangkokland Building, Popular Road 3, Bannmai Pakkred, Nonthaburi 11120 Tel. (02) 980 5500 Fax. (02) 504 4445	Exhibition, convention & hotel	12,952,714,100
Bangkok Airport Industry Company Limited [Note (2)]	100%	47/569-576 Moo 3, 10/F New Geneva Building, Popular Road 3, Bannmai Pakkred, Nonthaburi 11120 Tel. (02) 504 4949 Fax. (02) 504 4982	Property development	5,320,000,000
Sinpornchai Company Limited	100%	47/569-576 Moo 3, 10/F New Geneva Building, Popular Road 3, Bannmai Pakkred, Nonthaburi 11120 Tel. (02) 504 4949 Fax. (02) 504 4982	Property development	1,180,000,000
Bangkok Land Agency Company Limited	99.3%	47/563-564 Moo 3, 9/F New Geneva Building, Popular Road 3, Bannmai Pakkred, Nonthaburi 11120 Tel. (02) 503 5040 Fax. (02) 503 5064	Retail	100,000,000
Muang Thong Services and Management Company Limited	97%	47/567-568, Moo 3, 9/F New Geneva Building, Popular Road 3, Bannmai Pakkred, Nonthaburi 11120 Tel. (02) 980 5500 Fax. (02) 503 4784	Infrastructure management	25,000,000
Muang Thong Building Services Company Limited	97%	47/567-568, Moo 3, 9/F New Geneva Building, Popular Road 3, Bannmai Pakkred, Nonthaburi 11120 Tel. (02) 980 5500 Fax. (02) 503 4784	Building management	12,500,000
Bangkok Land (Cayman Islands) Limited [incorporated in Cayman Islands]	100%	G/F, Caledonian House Mary Street, P.O. Box 1043 Cayman Islands Tel. (345) 949 0050	Issuer of USD & CHF Bonds	US\$ 10,000
Spooner Limited [incorporated in Hong Kong]	100%	27/F Stelux House 698 Prince Edward Road East San Po King, Hong Kong	Dormant	HK\$ 2
RMI Company Limited	100%	47/569-576 Moo 3, 10/F New Geneva Building, Popular Road 3, Bannmai Pakkred, Nonthaburi 11120 Tel. (02) 833 5576	REIT management	10,000,000
Impact Growth Real Estate Investment Trust	50%	47/569-576 Moo 3, 10/F New Geneva Building, Popular Road 3, Bannmai Pakkred, Nonthaburi 11120 Tel. (02) 833 4455	Real Estate Investment Trust	15,714,500,000

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

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

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# REPORT OF DIRECTORS' DUTIES ON FINANCIAL STATEMENTS

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

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

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

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

The financial statements have been audited by Karin Audit Company Limited, an independent audit firm, which was given unrestricted access to all financial records and related information, including minutes of meetings of shareholders and the board of directors. A report by the independent auditor is presented as part of this Annual Report for the year ended 31 March 2020.



Sui Hung Kanjanapas  
First Vice Chairman

# REPORT OF AUDIT COMMITTEE

Dear Shareholders,

The Audit Committee of Bangkok Land Public Company Limited has three members. On 1 June 2020 as this report is being prepared, the Chairman is Mr. Prasan Hokchoon, and other members are Mr. Supavat Saicheua and Mr. Siriwat Likitnuruk.

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

During the year ended 31 March 2020, the Audit Committee has met totally of 4 times. The attendance record of each member is set out below:-

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

Major works performed by the Audit Committee are summarized next.

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

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

The Audit Committee also has selected, for re-appointment, Karin Audit Company Limited as the Company's external auditor for the year ending 31<sup>st</sup> March 2021. The proposed audit fee is not exceeding Baht 7,300,000 which is not exceeding Baht 455,000 lower than the previous year. Because of the transaction volume of the Company and some subsidiaries has decrease from previous year. Nomination shall be submitted to the Board before seeking the approval of shareholders at the 2020 Annual General Meeting.

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



Prasan Hokchoon  
Chairman of Audit Committee  
1 June 2020

**BANGKOK PUBLIC COMPANY LIMITED**  
**FINANCIAL STATEMENTS**  
**March 31, 2020**  
**AND AUDITOR'S REPORT**

## **Independent Auditor's Report**

To The Shareholders of Bangkok Land Public Company Limited

### **Opinion**

I have audited the financial statements of Bangkok Land Public Company Limited and its subsidiaries, which comprise the consolidated and separate statements of financial position as at March 31, 2020, and the related consolidated and separate statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In my opinion, the consolidated and separate financial statements referred to above present fairly, in all material respects, the financial position of Bangkok Land Public Company Limited and its subsidiaries and Bangkok Land Public Company Limited as at March 31, 2020, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

### **Basis for Opinion**

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

### **Emphasis of Matter**

I draw attention to Note 3 to the financial statements. Due to the impact of the COVID-19 outbreak, in preparing the financial statements for the year ended March 31, 2020, the Group has adopted the Accounting Guidance on Temporary Relief Measures for Accounting Alternatives Dealing with The Impact of COVID-19 Pandemic issued by the Federation of Accounting Professions. My opinion is not modified in respect of this matter.

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### **Key Audit Matters**

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

### **Valuation of Investments Properties**

As discussed in Notes 10 to the financial statements, the Group had investments properties presented in the consolidated and separate statements financial position as at March 31, 2020, at their fair value of Baht 38,308 million and Baht 11,125 million, the fair value of these investments properties based on the value appraised by an independent appraiser the measurement of fair value was based on the assumptions and judgement of both the management and an independent appraiser. I identified the measurement of investment properties to be an area significantly impacting the financial statements.

### **Risk Responses of Auditor**

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

### **Pending Lawsuits**

As discussed in Notes 28 (c) to the financial statements, the Group had pending lawsuits in the Commercial Court in London, England, in order to the Group to pay the debts and other related debts amounting to USD 34.21 million.

### **Risk Responses of Auditor**

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



## **Other Information**

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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



(Mr. Jirote Sirirorote)

Certified Public Accountant (Thailand)

Registration No. 5113

Karin Audit Company Limited

Bangkok, Thailand

June 1, 2020

BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES  
 STATEMENTS OF FINANCIAL POSITION  
 AS AT MARCH 31, 2020

		(Unit : Baht)			
		Consolidated		Separate	
		financial statements		financial statements	
Notes		2020	2019	2020	2019
<b>ASSETS</b>					
<b>Current assets</b>					
Cash and cash equivalents		3,571,966,311	4,389,566,261	1,136,819,569	2,273,649,955
Current investments	6	2,434,605,914	1,236,910,442	1,574,409,109	72,410,620
Trade and other current receivables, net	7	208,783,689	842,880,160	3,976,045,162	3,983,688,956
Inventories	8	1,551,728,731	4,091,995,220	1,551,728,731	4,039,144,243
Short-term loans to related parties, net	5.4	-	-	3,577,329,300	3,529,369,290
Current tax assets		31,225,820	2,720,149	-	-
Other current assets		105,972,942	95,665,184	25,171,376	25,116,578
Total current assets		7,904,283,407	10,659,737,416	11,841,503,247	13,923,379,642
<b>Non-current assets</b>					
Investments in subsidiaries	9	-	-	11,137,586,908	11,255,486,908
Investment property	10	38,307,664,952	36,224,591,987	11,124,589,770	10,392,963,940
Property, plant and equipment, net	11	15,133,792,814	15,405,098,102	100,444,619	109,853,710
Deferred tax assets	16	338,916,950	338,806,629	-	-
Other non-current assets	12	1,539,687,753	1,594,228,290	1,376,406,817	1,444,411,033
Total non-current assets		55,320,062,469	53,562,725,008	23,739,028,114	23,202,715,591
<b>TOTAL ASSETS</b>		<b>63,224,345,876</b>	<b>64,222,462,424</b>	<b>35,580,531,361</b>	<b>37,126,095,233</b>

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

BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES  
STATEMENTS OF FINANCIAL POSITION (CONT.)  
AS AT MARCH 31, 2020

		(Unit : Baht)			
		Consolidated		Separate	
		financial statements		financial statements	
Notes		2020	2019	2020	2019
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current liabilities					
Trade and other current payables	13	936,386,109	1,483,863,616	774,322,982	880,967,115
Current portion of long-term liabilities	5,6,15	4,750,000	2,004,750,000	1,400,000,000	1,400,000,000
Current provisions for employee benefit	17	18,945,148	-	18,779,778	-
Current income tax payable		252,540,556	196,165,660	228,302,027	174,092,845
Other current liabilities	14	339,327,210	319,307,403	149,028,607	123,090,512
Total current liabilities		1,551,949,023	4,004,086,679	2,570,433,394	2,578,150,472
Non-current liabilities					
Long-term loans	5,6, 15	3,874,650,423	1,881,208,333	8,050,000,000	9,450,000,000
Deferred tax liabilities	16	3,776,843,439	3,326,631,523	616,171,444	471,984,766
Non-current provisions for employee benefit	17	109,434,898	60,944,856	12,881,936	-
Other non current liabilities		21,723,910	33,996,734	-	-
Total non-current liabilities		7,782,652,670	5,302,781,446	8,679,053,380	9,921,984,766
Total liabilities		9,334,601,693	9,306,868,125	11,249,486,774	12,500,135,238
Shareholders' equity					
Share capital					
Authorized share capital					
26,295,658,054 common shares of Baht 1 par value	18	26,295,658,054		26,295,658,054	
27,517,826,754 common shares of Baht 1 par value			27,517,826,754		27,517,826,754
Issued and fully paid - up share					
17,374,401,054 common shares of Baht 1 par value		17,374,401,054		17,374,401,054	
18,596,569,754 common shares of Baht 1 par value			18,596,569,754		18,596,569,754
Treasury stock	18	(8,040,720)	(2,328,244,609)	(8,040,720)	(2,328,244,609)
Premium on share capital		1,995,515,325	1,995,515,325	1,995,515,325	1,995,515,325
Retained earnings					
- Appropriated for legal reserve		904,110,957	805,527,239	904,110,957	805,527,239
- Appropriated for treasury stock reserve		8,040,720	2,328,244,609	8,040,720	2,328,244,609
- Unappropriated		11,094,993,274	10,946,490,663	4,057,017,251	3,228,347,677
Other components of shareholders' equity		14,397,833,843	14,477,947,401	-	-
Total shareholders' equity of the Company		45,766,854,453	46,822,050,382	24,331,044,587	24,625,959,995
Non-controlling interests		8,122,889,730	8,093,543,917	-	-
Total shareholders' equity		53,889,744,183	54,915,594,299	24,331,044,587	24,625,959,995
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY					
		63,224,345,876	64,222,462,424	35,580,531,361	37,126,095,233

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

BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES  
STATEMENTS OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED MARCH 31, 2020

		(Unit : Baht)			
	Notes	Consolidated		Separate	
		financial statements		financial statements	
		2020	2019	2020	2019
Revenues from sales		3,847,679,990	3,343,278,657	2,988,467,639	2,335,051,813
Revenues from rental and service	5.1	3,463,040,264	3,485,328,682	107,932,292	100,585,332
<b>Total revenues</b>		<b>7,310,720,254</b>	<b>6,828,607,339</b>	<b>3,096,399,931</b>	<b>2,435,637,145</b>
Costs of sales		(3,341,615,192)	(2,908,653,039)	(2,529,182,546)	(2,025,743,264)
Costs of rental and services		(1,199,987,924)	(914,433,188)	(74,442,212)	(143,719,968)
<b>Total costs</b>		<b>(4,541,603,116)</b>	<b>(3,823,086,227)</b>	<b>(2,603,624,758)</b>	<b>(2,169,463,232)</b>
<b>Gross profit</b>		<b>2,769,117,138</b>	<b>3,005,521,112</b>	<b>492,775,173</b>	<b>266,173,913</b>
Gain on exchange rate, net		629,408	1,036,213	-	169,779
Dividend income	5.1	-	-	378,296,000	500,000,000
Gain on revaluation of investment property		1,795,623,420	1,953,799,113	714,666,330	613,107,971
Other revenues	21	131,650,457	183,659,159	1,397,668,729	1,452,042,595
<b>Profit before expenses</b>		<b>4,697,020,423</b>	<b>5,144,015,597</b>	<b>2,983,406,232</b>	<b>2,831,494,258</b>
Selling expenses		(20,296,859)	(20,493,414)	(4,000,773)	(2,275,792)
Administrative expenses	5.1	(1,742,069,670)	(1,675,667,905)	(562,133,966)	(628,110,232)
Management benefit	24	(115,933,826)	(116,543,316)	(40,384,153)	(40,331,282)
Finance costs		(145,535,647)	(154,271,136)	-	(1,995,890)
<b>Total expenses</b>		<b>(2,023,836,002)</b>	<b>(1,966,975,771)</b>	<b>(606,518,892)</b>	<b>(672,713,196)</b>
<b>Profit before income tax expense</b>		<b>2,673,184,421</b>	<b>3,177,039,826</b>	<b>2,376,887,340</b>	<b>2,158,781,062</b>
Income tax expenses	23	(837,676,890)	(702,405,327)	(405,212,972)	(348,102,815)
<b>Profit for the year</b>		<b>1,835,507,531</b>	<b>2,474,634,499</b>	<b>1,971,674,368</b>	<b>1,810,678,247</b>
<b>Other comprehensive income (expense)</b>					
<b>Components of other comprehensive income</b>					
<b>that will be reclassified to profit or loss subsequently</b>					
Currency translation differences		302,990	202,030	-	-
<b>Components of other comprehensive income</b>					
<b>that will not be reclassified to profit or loss subsequently</b>					
Gains on remeasurement of defined benefit plans		-	-	-	-
Depreciation on surplus on revaluation of assets		(80,416,548)	(81,544,973)	-	-
Gains on revaluation of asset		-	539,508,972	-	-
<b>Other comprehensive expense for the year - net of tax</b>		<b>(80,113,558)</b>	<b>458,166,029</b>	<b>-</b>	<b>-</b>
<b>Total comprehensive income for the year</b>		<b>1,755,393,973</b>	<b>2,932,800,528</b>	<b>1,971,674,368</b>	<b>1,810,678,247</b>
<b>Profit attributable to:</b>					
Owners of the parent		1,216,596,303	1,815,820,992	1,971,674,368	1,810,678,247
Non-controlling interests		618,911,228	658,813,507	-	-
		<b>1,835,507,531</b>	<b>2,474,634,499</b>	<b>1,971,674,368</b>	<b>1,810,678,247</b>
<b>Total comprehensive income for the year</b>					
<b>attributable to:</b>					
Owners of the parent		1,136,482,745	2,273,987,021	1,971,674,368	1,810,678,247
Non-controlling interests		618,911,228	658,813,507	-	-
		<b>1,755,393,973</b>	<b>2,932,800,528</b>	<b>1,971,674,368</b>	<b>1,810,678,247</b>
<b>Earnings per share</b>					
<b>Basic earnings per share (Baht)</b>	26	<b>0.070</b>	<b>0.098</b>	<b>0.113</b>	<b>0.097</b>
(2020 : 17,374 million shares)					
(2019 : 18,597 million shares)					

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

BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES  
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY  
FOR THE YEAR ENDED MARCH 31, 2020

Consolidated financial statements															Unit : Baht		
Notes	Issued and paid-up share capital	Treasury stock	Share subscription	Premium on share capital	Retained earnings				Other components of shareholders' equity						Total		
					Appropriated for legal reserve	Appropriated for treasury share	Unappropriated	Currency translation differences	Surplus on revaluation of assets	Change in investment as of purchasing date	Net book value of subsidiaries	Gains (losses) on remeasurements of defined benefit plans	Total other components of shareholders' equity	Total equity attributable to owner's of the parent		Non-controlling interests	
	18,596,218,240	-	331,566	1,995,163,811	714,993,327	-	13,113,057,319	909,898	11,176,124,639	28,184,195	2,814,562,640	-	14,019,781,372	48,439,545,635	8,057,279,442	56,496,825,077	
	351,514	-	(331,566)	351,514	-	-	-	-	-	-	-	-	-	202,030	202,030	-	371,462
	-	-	-	-	-	-	-	202,030	-	-	-	-	-	202,030	-	-	202,030
	-	-	-	-	-	-	(1,563,609,127)	-	-	-	-	-	-	(1,563,609,127)	(622,549,032)	-	(2,186,158,159)
	-	-	-	-	-	-	-	-	(81,544,973)	-	-	-	(81,544,973)	(81,544,973)	-	-	(81,544,973)
	-	-	-	-	-	-	-	-	539,508,972	-	-	-	539,508,972	539,508,972	-	-	539,508,972
18	-	(2,328,244,609)	-	-	-	-	-	-	-	-	-	-	(2,328,244,609)	(2,328,244,609)	-	-	(2,328,244,609)
	-	-	-	-	-	2,328,244,609	(2,328,244,609)	-	-	-	-	-	-	-	-	-	-
20	-	-	-	-	90,533,912	-	(90,533,912)	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	1,815,820,992	-	-	-	-	-	-	-	-	-	-
	18,596,269,754	(2,328,244,609)	-	1,995,515,325	805,527,239	2,328,244,609	10,946,490,663	1,111,928	11,654,088,638	28,184,195	2,814,562,640	-	14,477,947,401	46,822,050,382	8,093,543,917	54,915,594,299	
19	-	-	-	-	-	-	-	302,990	-	-	-	-	302,990	302,990	-	-	302,990
	-	-	-	-	-	-	(2,258,549,056)	-	-	-	-	-	(80,416,548)	(80,416,548)	-	-	(80,416,548)
18	(1,222,168,700)	2,328,244,609	-	-	-	-	(1,106,075,909)	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	(2,328,244,609)	2,328,244,609	-	-	-	-	-	-	-	-	-	-
18	-	(8,040,720)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(8,040,720)
	-	-	-	-	-	8,040,720	(8,040,720)	-	-	-	-	-	-	-	-	-	-
20	-	-	-	-	98,383,718	-	(98,383,718)	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	(5,505,446)	-	-	-	-	-	5,505,446	5,505,446	-	-	-
	-	-	-	-	-	-	1,216,596,303	-	-	-	-	-	(5,505,446)	(5,505,446)	-	-	-
Balance as at March 31, 2020	17,374,401,054	(8,040,720)	-	1,995,515,325	904,110,957	8,040,720	11,094,993,274	1,414,918	11,553,672,090	28,184,195	2,814,562,640	-	14,397,833,843	45,766,854,453	8,122,889,730	52,889,744,183	

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

**BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
**FOR THE YEAR ENDED MARCH 31, 2020**

		Separate financial statements						(Unit : Baht)
Notes		Issued and paid-up share capital	Treasury stock	Share subscription	Premium on share capital	Retained earnings		Total
						Appropriated for legal reserve	Appropriated for treasury share reserve	
	<b>Balance as at April 1, 2018</b>	18,596,218,240	-	331,566	1,995,163,811	714,993,327	-	26,706,764,022
	Share capital increase	351,514	-	(331,566)	351,514	-	-	371,462
18	Treasury stock	-	(2,328,244,609)	-	-	-	-	(2,328,244,609)
	Dividends payment	-	-	-	-	-	-	(1,563,609,127)
	Reversal of appropriated retained earnings for treasury shares	-	-	-	-	-	-	-
20	Appropriated for legal reserve	-	-	-	-	90,533,912	-	(90,533,912)
	Comprehensive income for the year	-	-	-	-	-	-	1,810,678,247
	<b>Balance as at March 31, 2019</b>	18,596,569,754	(2,328,244,609)	-	1,995,515,325	805,527,239	2,328,244,609	24,625,959,995
18	Reduction of paid-up share capital by writing off treasury shares	(1,222,168,700)	2,328,244,609	-	-	-	-	(1,106,075,909)
	Reversal of appropriated retained earnings for treasury shares	-	-	-	-	-	(2,328,244,609)	-
18	Treasury stock	-	(8,040,720)	-	-	-	-	(8,040,720)
	Reversal of appropriated retained earnings for treasury shares	-	-	-	-	-	8,040,720	-
19	Dividends payment	-	-	-	-	-	-	(2,258,549,056)
20	Appropriated for legal reserve	-	-	-	-	98,583,718	-	(98,583,718)
	Comprehensive income for the year	-	-	-	-	-	-	1,971,674,368
	<b>Balance as at March 31, 2020</b>	17,374,401,054	(8,040,720)	-	1,995,515,325	904,110,957	8,040,720	24,331,044,587

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



BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES  
STATEMENTS OF CASH FLOWS  
FOR THE YEAR ENDED MARCH 31, 2020

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Profit before income tax expense	2,673,184,421	3,177,039,826	2,376,887,340	2,158,781,062
Net adjustments to reconcile profit (loss) before income tax expense				
to cash provided by (used in) operating activities:				
Interest expense	145,535,647	154,271,136	-	-
Interest income	(34,881,222)	(20,122,694)	(49,512,787)	(83,346,570)
Trade and other current receivables decrease	613,941,755	3,014,770,690	494,194,970	2,926,775,270
Inventories decrease	2,466,349,485	1,077,770,733	2,466,719,085	1,100,768,564
Other current assets (increase) decrease	(10,307,756)	(11,537,653)	(54,800)	52,800
Other non-current assets (increase) decrease	(10,252,746)	45,730,663	(1,424,122)	86,626
Trade and other current payables decrease	(550,818,227)	(190,830,761)	(109,984,852)	(48,846,888)
Other current liabilities increase (decrease)	20,322,796	37,446,849	25,938,095	(1,028,132)
Non-other current liabilities decrease	(12,272,824)	(8,865,417)	-	-
Depreciation and amortization	636,352,750	307,966,566	100,223,589	100,907,174
Provisions for employee benefit	66,373,313	14,627,571	31,661,713	-
(Profit) Loss on write off of fixed assets	(435,039)	3,931,217	-	-
Gains on revaluation of investment property	(1,795,623,420)	(1,953,799,113)	(714,666,330)	(613,107,971)
(Reverse) allowance for doubtful account	20,154,716	(12,425,939)	19,366,311	-
Give on debt forgiveness from subsidiary	-	-	(1,340,000,000)	(1,340,000,000)
Total adjustments to reconcile profit before income tax				
to net cash provided by operating activities	4,227,623,649	5,635,973,674	3,299,348,212	4,201,041,935
<b>Net cash provided by (used in) operating activities</b>				
Dividend income	-	-	(378,296,000)	(500,000,000)
Cash received from refundable withholding tax	1,214,287	-	-	-
Income tax paid	(365,185,813)	(395,343,046)	(206,817,111)	(265,471,537)
Cash paid for employee benefits	(4,443,568)	(4,368,981)	-	-
<b>Net cash provided by operating activities</b>	<b>3,859,208,555</b>	<b>5,236,261,647</b>	<b>2,714,235,101</b>	<b>3,435,570,398</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Interest income received	34,881,222	20,122,694	11,495,301	9,196,098
(Increase) decrease in current investments	(1,197,695,472)	1,163,959,704	(1,501,998,489)	498,213,796
Proceeds from dividend income	-	-	28,296,000	500,000,000
Increase in short-term loans and receivable to related parties	-	-	(107,960,010)	(651,906,374)
Proceeds from sale of assets	2,217,201	2,833,961	-	-
Cash paid for purchase of fixed assets	(223,853,883)	(231,529,959)	(689,733)	(1,564,768)
Cash paid for purchase of investment property	(287,449,545)	(868,413,907)	(16,959,500)	(15,990,899)
<b>Net cash provided by (used in) investing activities</b>	<b>(1,671,900,477)</b>	<b>86,972,493</b>	<b>(1,587,816,431)</b>	<b>337,947,853</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Interest expense	(145,535,647)	(154,271,136)	-	-
Proceeds from capital increase	-	371,462	-	371,462
Cash paid for treasury stock	(4,700,000)	(2,328,244,609)	(4,700,000)	(2,328,244,609)
Repayment of long-term loan	(6,557,910)	(4,750,000)	-	-
Dividend payment of subsidiaries	(589,565,415)	(622,549,032)	-	-
Dividend payment	(2,258,549,056)	(1,563,609,127)	(2,258,549,056)	(1,563,609,127)
<b>Net cash used in financing activities</b>	<b>(3,004,908,028)</b>	<b>(4,673,052,442)</b>	<b>(2,263,249,056)</b>	<b>(3,891,482,274)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(817,599,950)</b>	<b>650,181,698</b>	<b>(1,136,830,386)</b>	<b>(117,964,023)</b>
Cash and cash equivalents at beginning of the year	4,389,566,261	3,739,384,563	2,273,649,955	2,391,613,978
Cash and cash equivalents at ending of the year	3,571,966,311	4,389,566,261	1,136,819,569	2,273,649,955

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



BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES  
 STATEMENTS OF CASH FLOWS (CONT.)  
 FOR THE YEAR ENDED MARCH 31, 2020

	(Unit : Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
<b>Supplemental Disclosures of Cash Flows Information:</b>				
<b>1. Cash and cash equivalents comprised of :</b>				
Cash on hand	9,970,149	25,634,994	2,222,603	1,829,057
Undeposited cheques	23,255,028	11,994,639	9,799,429	3,088,756
Saving accounts	3,358,918,623	4,196,326,030	1,108,099,532	2,209,079,061
Current account	162,349,842	153,192,187	15,192,304	58,157,580
Fixed deposits	17,472,669	2,418,411	1,505,701	1,495,501
<b>Total</b>	<b>3,571,966,311</b>	<b>4,389,566,261</b>	<b>1,136,819,569</b>	<b>2,273,649,955</b>
<b>2. Non-cash transactions</b>				
Transfer real estate development cost to property, plant and equipment	57,228,976	77,254,000	4,378,000	77,254,000
Receivable from capital reduction in a subsidiary	-	-	117,900,000	-
Dividend receivable in a subsidiary	-	-	350,000,000	-
Payable for treasury shares	(3,340,720)	-	(3,340,720)	-

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

# BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS

MARCH 31, 2020

### 1. General information

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

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

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

### 2. Basis for preparation of the consolidated financial statements

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

The Company’s subsidiaries included in consolidated financial statements as at March 31, 2020 and 2019 comprise the following:

	Principal business	Percentage of holding.	
		2020	2019
<b>Direct investment :</b>			
Sinpornchai Company Limited	Property development	100.00	100.00
Bangkok Land (Cayman Islands) Company Limited	Financing	100.00	100.00
Muang Thong Services and Management Company Limited	Project management service	97.00	97.00
Muang Thong Building Services Company Limited	Building maintenance service	97.00	97.00
Impact Exhibition Management Company Limited	Exhibition convention & hotel	100.00	100.00
Spooner Limited	Dormant	100.00	100.00
<b>Direct and indirect investment :</b>			
Bangkok Land Agency Company Limited	Property renting	99.30	99.30
Bangkok Airport Industry Company Limited	Property development	100.00	100.00
RMI Company Limited	REIT manager	100.00	100.00
Impact Growth Real Estate Investment Trust	Real estate investment trust	50.00	50.00

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

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

**3.1 Basis of preparation**

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

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

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

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

**3.2 Coronavirus disease 2019 Pandemic**

The Coronavirus disease 2019 pandemic is continuing to evolve, resulting in an economic slowdown and adversely impacting most businesses and industries. This situation may bring uncertainties and have an impact on the environment in which the group operates. The Group'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.

**3.3 New financial reporting standards**

**3.3.1 Financial reporting standards that became effective in the current year**

During the year, the Group has adopted the revised (revised 2018) and new financial reporting standards and interpretations which are effective for fiscal years beginning on or after January 1, 2019. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards. The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements. However, the new standard involves changes to key principles, which are summarised below

**TFRS 15 Revenue from Contracts with Customers**

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

TAS 11 (revised 2017)	Construction contracts
TAS 18 (revised 2017)	Revenue
TSIC 31 (revised 2017)	Revenue - Barter Transactions Involving Advertising Services
TFRIC 13 (revised 2017)	Customer Loyalty Programmes
TFRIC 15 (revised 2017)	Agreements for the Construction of Real Estate
TFRIC 18 (revised 2017)	Transfers of Assets from Customers

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

This standard does not have any significant impact on the Group's financial statements.

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

The Federation of Accounting Professions issued a number of new and revised financial reporting standards and interpretations, which are effective for fiscal years beginning on or after January 1, 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 except the following new standards which involve changes to key principles, which are summarised below:

Financial reporting standards related to financial instruments:

A 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
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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 amortized cost (taking into account the type of instrument, the characteristics of the contractual cash flows and the business model), calculation of impairment using the expected credit loss method, and hedge accounting. These include stipulations regarding the presentation and disclosure of financial instruments. When the TFRSs related to financial instruments are effective, some accounting standards, interpretations and guidance which are currently effective will be cancelled.

The management of the Group is currently evaluating the impact of these standards on the financial statements in the year when they are adopted

#### **TFRS 16 Leases**

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

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

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

#### **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.

The Group has elected to apply the following temporary relief measures on accounting alternatives:

- Not to use information relating to the COVID-19 situation in determining whether sufficient taxable profits will be available in future periods against which deferred tax assets can be utilised.
- Not to consider the COVID-19 situation as an impairment indicator for property, plant and equipment, investment properties, intangible assets.

### 3.4 Significant accounting policies

#### 3.4.1 Use of accounting estimates

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

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

#### 3.4.2 Foreign currency transactions

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

#### 3.4.3 Revenue recognition

##### Property development business

Revenues from sales of land and houses and sales of residential condominium are recognized at a point in time as income when ownership of the asset has been transferred to the buyer.

##### Retail business

Sales of goods are recognized when the company has transferred the control of the goods of ownership have passed to the customers, with revenue being recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods. Sales are the invoiced value, excluding value added tax, of goods supplied after deducting discounts.

Property rental business

Rental income is recognized on an accrual basis by the straight - line method over the term of the lease.

Services income is recognized when the service has been provided to customers by considering the success stage of the work in determining the timing of delivery of controls to assess whether income is recognized at certain times or over a period of time.

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

Interest income is recognized on an accrual basis based on the effective interest rate.

Dividend incomes are recognized when the company has the right to receive dividends.

**3.4.4 Real estate development cost**

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

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

**3.4.5 Cash and cash equivalents**

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

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

**3.4.6 Trade receivables**

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

**3.4.7 Investments in subsidiaries**

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

**3.4.8 Capitalisation of borrowing costs**

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

**3.4.9 Investment property**

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

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

**3.4.10 Property, plants and equipment**

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

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

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

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



The depreciation as calculated above are recorded as follows:

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

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

#### **3.4.11 Income tax**

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

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

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

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

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

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

#### **3.4.12 Foreign currency translation**

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

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

#### **3.4.13 Financial instruments**

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

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

#### **3.4.14 Provisions**

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

#### 3.4.15 Employee benefits

##### Short-term employee benefits

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

##### Post-employment benefits

- Defined contribution plans

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

- Defined benefit plans

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

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

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

#### 3.4.16 Impairment of assets

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

The Group elected to exclude the COVID-19 situation as impairment indicator for property, plant and equipment, investment properties, intangible assets, and elected to exclude the COVID-19 situation, which may affect future financial forecasts, from the impairment testing factors of goodwill, other intangible assets with an indefinite useful life.

#### 3.4.17 Fair value measurement

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

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

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

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

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

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

#### 4. Significant accounting judgments and estimates

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

##### Allowance for doubtful accounts

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

# BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS

MARCH 31, 2020

### Impairment of investments

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

### Depreciation

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

## 5. Transactions with related parties

### 5.1 Significant transactions with related parties

Portion of revenues and expenses arose from transactions with related parties for the years ended March 31, 2020 and 2019 are summarized as follows:

		(Unit : Million Baht)			
		Consolidated		Separate	
		financial statements		financial statements	
Pricing Policy		2020	2019	2020	2019
<b>Income</b>					
<b>Interest income:</b>					
Bangkok Airport Industry Company Limited	(1)	-	-	38	74
<b>Rental and service income:</b>					
Impact Exhibition Management Company Limited	(2)	-	-	7	3
<b>Dividend income:</b>					
Impact Exhibition Management Company Limited	(4)	-	-	350	500
Bangkok Land Agency Company Limited		-	-	28	-
		-	-	378	500

**BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**MARCH 31, 2020**

		(Unit : Million Baht)			
		Consolidated		Separate	
		financial statements		financial statements	
Pricing		2020	2019	2020	2019
Policy					
<b>Expense</b>					
<b>Interest expense:</b>					
Impact Exhibition Management Company Limited	(1)	-	-	-	2
<b>Rental and service expense:</b>					
Bangkok Airport Industry Company Limited	(3)	-	-	109	109
Sinpornchai Company Limited		-	-	1	1
		-	-	110	110
<b>Management fee:</b>					
Impact Exhibition Management Company Limited	(2)	-	-	50	44

Pricing policy

- (1) Fixed Deposit Interest Rates of financial institutions
- (2) Actual paid
- (3) Price of area
- (4) Right to receive dividend

**BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**MARCH 31, 2020**

**5.2 Advances and other receivables from related parties, net**

The balances of advance and other receivables from related parties as at March 31, 2020 and 2019 are as follows:

	(Unit : Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
<b>Accrued income:</b>				
Bangkok Airport Industry Company Limited	-	-	26	26
Impact Exhibition Management Company Limited	-	-	356	-
	-	-	382	26
<b>Advance deposit and other receivables:</b>				
Spooner Limited	-	-	-	10
Bangkok Airport Industry Company Limited	-	-	225	225
Bangkok Land Agency Company Limited	-	-	118	-
	-	-	343	235
<b>Interest receivables:</b>				
Bangkok Airport Industry Company Limited	-	-	2,534	2,496
Sinpornchai Company Limited	-	-	203	203
Muang Thong Building Services Company Limited	-	-	1	1
	-	-	2,738	2,700
	-	-	3,463	2,961

**BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINACIAL STATEMENTS**

**MARCH 31, 2020**

**5.3 Investment in loans**

	(Unit : Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Bangkok Airport Industry Company Limited	-	-	475	475

Investment in loans comprised of:

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

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



**BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**MARCH 31, 2020**

**5.4 Short-term loans to related parties, net**

Short-term loans to related parties as at March 31, 2020 and 2019 are as follows:

	(Unit : Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Bangkok Airport Industry Company Limited	-	-	3,363	3,261
Sinporchai Company Limited	-	-	214	268
	-	-	3,577	3,529

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

**5.5 Payables to related parties**

The balances of payables to related parties as at March 31, 2020 and 2019 are as follows:

	(Unit : Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
<b>Accrued management fee:</b>				
Bangkok Airport Industry Company Limited	-	-	372	270
<b>Advance and payables:</b>				
Sinporchai Company Limited	-	-	1	1
Impact Exhibition Management Company Limited	-	-	7	9
Bangkok Land (Cayman Islands) Company Limited	-	-	125	144
Muang Thong Services and Management Company Limited	-	-	4	4
Muang Thong Building Services Company Limited	-	-	4	4
	-	-	141	162
	-	-	513	432

## BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES

### NOTES TO FINANCIAL STATEMENTS

MARCH 31, 2020

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

Long-term loans from related parties as at March 31, 2020 and 2019 comprise of:

<u>Loans from</u>	(Unit : Million Baht)	
	Separate financial statements	
	2020	2019
Sinpornchai Company Limited	9,450	10,850

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

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

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

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

**BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**MARCH 31, 2020**

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

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

The Company has recognized the gain from debt repayment of Baht 1,340 million to other income in the statement of income for the year ended March 31, 2020.

Maturity of long-term loans from related parties are as follows:

	(Unit : Million Baht)	
	Separate financial statements	
	2020	2019
Within in 1 year	1,400	1,400
Over 1 years	8,050	9,450
Total	<u>9,450</u>	<u>10,850</u>

**BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**MARCH 31, 2020**

**6. Current investments**

As at March 31, 2020 and 2019 short-term investments comprise of:

	(Unit : Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Fixed deposit	628	325	500	-
Investment in short-term debt instruments	1,807	912	1,074	72
Total	2,435	1,237	1,574	72

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

Trade receivable and other current receivable as at March 31, 2020 and 2019 are as follows:

	(Unit : Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Promissory note	-	446	-	446
Trade receivables	170	179	6	4
Less Allowance for doubtful accounts	(72)	(71)	-	-
Trade receivables, net	98	554	6	450
Advances and other current receivables from related parties (Note 5.2)	-	-	3,463	2,961
Investment in loans to related parties (Note 5.3)	-	-	475	475
Prepaid expenses	34	64	13	45
Revenue department receivables	31	45	-	-
Accrued income	19	120	9	40
Other current receivables, net	27	60	10	13
Total trade and other current receivables, net	209	843	3,976	3,984

The aging of trade receivables are as follows :

Up to 3 months	82	93	6	4
3 - 6 months	7	9	-	-
6 - 12 months	9	6	-	-
Over 12 months	72	71	-	-
Total	170	179	6	4

**BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

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**8. Inventories**

Inventories as at March 31, 2020 and 2019 comprises:

	(Unit : Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Land	15,296	15,295	14,636	14,636
Construction in progress	19,039	19,019	8,731	8,711
Infrastructure cost - areas for sale	1,656	1,733	1,529	1,606
- public areas	2,127	2,127	2,127	2,127
Project management fee	994	994	483	483
Borrowing costs	3,969	3,969	1,346	1,346
Other related costs	1,336	1,294	915	872
	44,417	44,431	29,767	29,781
<u>Less: Transfer to cost of sales to date</u>				
- Cost of sales	(38,150)	(35,698)	(25,237)	(22,785)
- Accumulated depreciation of public area infrastructure	(1,498)	(1,422)	(1,498)	(1,422)
- Allowance for net realizable value discounts	(2,187)	(2,187)	(503)	(503)
- Transfer to property, plant and equipment	(57)	-	(4)	-
Total	2,525	5,124	2,525	5,071
<u>Less: Real estate development cost classified as current assets</u>	(1,552)	(4,092)	(1,552)	(4,039)
Net (Note 12).	973	1,032	973	1,032

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

	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Percentage of land mortgaged	0.09	1	0.09	1
Percentage of condominium units mortgaged	3	2	3	2

**BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES****NOTES TO FINANCIAL STATEMENTS****MARCH 31, 2020**

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

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

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

On November 23, 2018, the Company entered into an agreement to buy and sell land with three unrelated companies for the sale of a total of 11 rai of land at a price of Baht 120 million and the land will be transferred when the Company executes the court order and also completion of land separation as detail below:

Year (Transfer)	Area (Rai)	(Unit : Million Baht)	
		Land for sell recorded in	
		Real estate development cost	Investment property
2016	43	-	542
2017	228	2,169 *	659
2018	196	2,058 **	-
2019	356	4,352 ***	-
2020	11	120	-
	834	8,699	1,201

**Investment property**

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

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**BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINACIAL STATEMENTS**

**MARCH 31, 2020**

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**Real estate development cost**

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

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

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

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

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

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

\*\*\*The Company transferred certain partial of land to the buyer on October 25, 2019 and November 6, 2019.

\*\*\*The Company transferred certain partial of land to the buyer on January 10, 2020 and February 25, 2020.

# BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS

MARCH 31, 2020

### 9. Investment in subsidiaries

As at March 31, 2020 and 2019, investment in subsidiaries comprise of:

	Separate financial statements							
	Million Baht		Percentage of holding		Million Baht		Million Baht	
	Paid-up share capital				At cost		Dividend	
	2020	2019	2020	2019	2020	2019	2020	2019
<b>Investment in subsidiaries</b>								
Impact Exhibition Management								
Company Limited	12,953	12,953	100	100	9,848	9,848	350	500
Sinporchai Company Limited	1,180	1,180	100	100	1,180	1,180	-	-
Muang Thong Building							-	
Services Company Limited	12	12	97	97	15	15	-	-
Muang Thong Services and							-	
Management Company Limited	25	25	97	97	10	10	-	-
Bangkok Land Agency								
Company Limited	100	400	99	99	81	199	28	-
Bangkok Airport Industry								
Company Limited	5,320	5,320	60	60	3	3	-	-
Bangkok Land (Cayman Islands)	USD	USD						
Company Limited	0.01	0.01	100	100	-	-	-	-
Spooner Limited	-	-	100	100	-	-	-	-
Total					11,137	11,255	378	500

On January 24, 2020, the extraordinary of shareholders meeting of Bangkok Land Agency Co.,Ltd. (“the subsidiary”) No. 1/2020, passed a resolution to approve decrease the authorized share capital from 4 million ordinary shares with a par value of Baht 100 per share to 1 million ordinary shares with a par value of Baht 100 per share. The Company registered the decreased share capital with the ministry of commerce on February 5, 2020. However, amount of capital reduction has not yet been repaid to shareholders.



**BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**MARCH 31, 2020**

Details of non-wholly owned subsidiaries which have material non-controlling interests as at March 31, 2020 and 2019 are as follows;

Company's name	Proportion of equity interest held by non-controlling interests		Accumulated balance of non-controlling interests		Profit/loss allocated to non-controlling interests during the year		Dividend paid to non-controlling interests during the year	
	2020	2019	2020	2019	2020	2019	2020	2019
	(Percentage)	(Percentage)						
Impact Growth Real Estate Investment Trust	50.00	50.00	8,054	8,094	619	659	659	622

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

	(Unit : Million Baht)	
	Impact Growth Real Estate Investment Trust	
	2020	2019
<b>Statement of financial position as at March 31,</b>		
Total assets	20,409	20,737
Total liabilities	(4,301)	(4,549)
Net assets	16,108	16,188
Carrying amount of non-controlling interest	8,054	8,094
<b>Statement of comprehensive income for the year ended March 31,</b>		
Revenues	2,312	2,483
Net profit	1,238	1,318
Gain allocated to non-controlling interest	619	659
<b>Statement of Cash Flows for the year ended March 31,</b>		
Dividends paid to non-controlling interests	659	622
Cash flows provided operating activities	1,925	1,369
Cash flows provided from financing activities	(1,480)	(1,412)
Net increase (decrease) in cash and cash equivalents	445	(43)

**BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**MARCH 31, 2020**

**10. Investment property**

During the years ended as at March 31, 2020 and 2019 the movements of investment property are as follows:

	(Unit : Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
<b>Appraised Value</b>				
Beginning balance	36,225	33,479	10,393	9,841
Increase	287	869	17	16
Gain on revaluation	1,796	1,954	715	613
Transfer to property, plant and equipment	-	(77)	-	(77)
Ending balance	<u>38,308</u>	<u>36,225</u>	<u>11,125</u>	<u>10,393</u>

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

**BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**MARCH 31, 2020**

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

	Consolidated (In Million Baht)							
	Land	Buildings and other construction	Impact Hall interior systems	Impact Hall structure	Buildings improvements	Furniture and fixtures	Motor vehicles	Construction in progress
<b>Total</b>								
<u>At cost</u>								
As at March 31, 2019	1,000	169	4,620	3,394	381	1,634	112	203
Increase	-	2	13	19	-	95	5	88
Decrease	-	-	-	-	-	(12)	(2)	-
Transfer in (Transfer out)	-	32	-	145	4	-	-	(124)
As at March 31, 2020	1,000	203	4,633	3,558	385	1,717	115	167
<u>Accumulated depreciation</u>								
As at March 31, 2019	-	109	2,464	723	209	1,209	94	-
Increase	-	3	225	104	21	108	5	-
Decrease	-	-	-	-	-	(11)	(2)	-
Transfer in (Transfer out)	-	-	-	-	-	-	-	-
As at March 31, 2020	-	112	2,689	827	230	1,306	97	-
<u>Differences on revaluation of assets</u>								
As at March 31, 2019	5,244	43	1,598	2,310	-	-	-	-
Increase	-	-	-	-	-	-	-	-
Decrease	-	-	-	-	-	-	-	-
Transfer in (Transfer out)	-	-	-	-	-	-	-	-
As at March 31, 2020	5,244	43	1,598	2,310	-	-	-	-
<u>Accumulated depreciation – differences on revaluation of assets</u>								
As at March 31, 2019	-	26	220	249	-	-	-	-
Increase	-	4	23	56	-	-	-	-
Decrease	-	-	-	-	-	-	-	-
Transfer in (Transfer out)	-	-	-	-	-	-	-	-
As at March 31, 2020	-	30	243	305	-	-	-	-
<u>Net book value</u>								
As at March 31, 2019	6,244	77	3,534	4,732	172	425	18	203
As at March 31, 2020	6,244	104	3,299	4,736	155	411	18	167

**BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

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As at March 31, 2020 and, 2019, a portion of property with historical costs of Baht 1,539 million and Baht 1,344 million, respectively, are in use but fully depreciated (Separate : Bath 60 million and Baht 56 million, respectively).

As at March 31, 2020 and, 2019, a certain parcel of land and building with amount of Baht 17,959 million of a subsidiary have been mortgaged as collateral for long-term loan (Note 15).

As at March 31, 2020, the Company and its subsidiaries have reclassified the depreciation of buildings and equipment during the temporary shutdown in accordance with surveillance measures and the prevention of the spread of the Covid-19 virus. It was administrative expenses in the amount of Baht 7.12 million.

	Separate (In Million Baht)			
	Building Improvements	Furniture and fixtures	Motor vehicles	Total
<u>Cost</u>				
As at March 31, 2019	159	21	15	195
Increase	-	-	-	-
Transfer from inventories	4	-	-	4
Decrease	-	-	-	-
As at March 31, 2020	163	21	15	199
<u>Accumulated depreciation</u>				
As at March 31, 2019	53	20	12	85
Increase	13	-	1	14
Decrease	-	-	-	-
As at March 31, 2020	66	20	13	99
<u>Net book value</u>				
As at March 31, 2019	106	1	3	110
As at March 31, 2020	97	1	2	100

**BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**MARCH 31, 2020**

**12. Other non-current assets**

The balances of other non-current assets as at March 31, 2020 and 2019, are as follows :

	(Unit : Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Real estate development cost (Note 8)	973	1,032	973	1,032
Deposits pledged as collateral	67	68	47	46
Non-current tax assets	97	93	-	-
Others	402	401	356	366
<b>Total</b>	<b>1,539</b>	<b>1,594</b>	<b>1,376</b>	<b>1,444</b>

**13. Trade and other current payables**

The balances of trade and other current payables as at March 31, 2020 and 2019, are as follows :

	(Unit : Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Payables to related parties (Note 5.5)	-	-	513	432
Trade payables	76	261	-	-
Advance received	348	657	162	377
Accrued expenses	206	219	9	7
Other payables	306	347	90	65
<b>Total</b>	<b>936</b>	<b>1,484</b>	<b>774</b>	<b>881</b>

**BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**MARCH 31, 2020**

**14. Other current liabilities**

The balances of other current liabilities as at March 31, 2020 and 2019 are as follows:

	(Unit : Million Baht)			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Deposit	152	117	113	82
Security deposit	110	66	27	27
Retentions	59	112	7	11
Others	18	24	2	3
Total	339	319	149	123

**15. Long-term loans**

	(Unit : Million Baht)	
	Consolidated financial statements	
	2020	2019
1. A long-term credit facility amounting to Baht 2,000 million carry interest at floating rates not exceeding MLR-1.50% per annum, with interest payable every month-end and principal to be paid in full within 2019	-	2,000
2. A long-term credit facility amounting to Baht 1,900 million carry interest at floating rates not exceeding MLR-1.50% per annum, with interest payable every month-end and principal repayment for 72 monthly installments on monthly basis as from April 2016	1,882	1,886
3. A long-term credit facility amounting to Baht 2,000 million carry interest indicated in loan agreement plus fixed interest rate with interest payable monthly and principal to be paid in full within 2024	2,000	-
Total	3,882	3,886
Less: deferred amortization on front end fee	(2)	-
Total	3,880	3,886
Less: current portion of long-term loans	(5)	(2,005)
Long-term loans - net of current portion	3,875	1,881

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

**BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

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

As at March 31, 2020, the subsidiary has unutilized credit facilities with two financial institution amounting to Baht 280 million (March 31, 2019 : Baht 180 million).

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

	(Unit : Million Baht)	
	Consolidated financial statements	
	2020	2019
Within in 1 year	5	2,005
Over 1 - 5 years	3,875	1,881
Total	3,880	3,886

**BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**MARCH 31, 2020**

**16. Deferred tax**

Deferred tax as at March 31, 2020 and 2019 comprises:

	(Unit : Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Deferred tax assets	339	339	-	-
Deferred tax liabilities	(3,777)	(3,327)	(616)	(472)

The components of deferred tax assets were as follows:

	(Unit : Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
<b>Deferred tax assets (liabilities)</b>				
Allowance for doubtful accounts	10	10	-	-
Provision for long-term employee benefits	1	1	-	-
Gain on sale of assets	328	328	-	-
<b>Total deferred tax assets, net</b>	<b>339</b>	<b>339</b>	<b>-</b>	<b>-</b>
<b>Deferred tax assets (liabilities)</b>				
Revaluation of property, plant and equipment	(948)	(949)	-	-
Revaluation of investment property	(2,766)	(2,298)	(628)	(478)
Income recognition of real estate business	2	6	2	6
Allowance for doubtful accounts	10	3	4	-
Provision for long-term employee benefits	25	12	6	-
Provision for loss on pending from lawsuits	-	1	-	-
Unrealized gain on change in value of investment	-	(2)	-	-
Other	(100)	(100)	-	-
<b>Total deferred tax liabilities, net</b>	<b>(3,777)</b>	<b>(3,327)</b>	<b>(616)</b>	<b>(472)</b>



**BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**MARCH 31, 2020**

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

An independent actuary carried out an evaluation of the Company's obligations for employees' long-term benefits using the projected unit credit method. The Company and subsidiary have provided the provision for employees' long-term benefits for the year end March 31, 2020 and 2019, as follows:

	(Unit : Million Baht)			
	Consolidated		Separate	
	2020	2019	2020	2019
Current provisions for employee benefit	19	-	19	-
Non- current provisions for employee benefit	109	61	13	-
Total provisions for employee benefit	128	61	32	-

	(Unit : Million Baht)			
	Consolidated		Separate	
	2020	2019	2020	2019
Employee benefit obligations – beginning of year	61	51	-	-
Employee benefit expenses				
Current service costs	19	13	1	-
Interest on obligation	2	1	-	-
Actuarial (gains) loss from employee benefit	5	-	-	-
Past Service Cost	45	-	31	-
Benefit Paid	(4)	(4)	-	-
Employee benefit obligations – ending of year	128	61	32	-

Principal actuarial assumptions at the reporting date (Actuarial basis) are summarized below :

	Consolidated		Separate	
	2020	2019	2020	2019
Discount rate (%)	1.77-2.48	2.32-2.48	2.13	-
Future salary increase rate (%)	4.00-5.00	4.84-5.00	4	-
Retirement age (years old)	60	60	60	-

**BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

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

Assumptions that affect	(Unit : Million Baht)			
	As at March 31, 2020			
	Consolidated		Separate	
	Increase rate	Decrease rate	Increase rate	Decrease rate
Discount rate (1.00%)	(8)	9	(1)	1
Future salary increase rate (1.00%)	10	(9)	1	(1)

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

As at March 31, 2020 and 2019, the maturity analyses of undiscounted cash flows of benefit payments are as follows:

	(Unit : Million Baht)			
	Consolidated		Separate	
	2020	2019	2020	2019
Within 1 year	22	4	19	-
Within 2 - 5 years	48	38	6	-
Within 6 - 10 years	88	103	4	-
Within 11 - 15 years	25	-	3	-
Over 16 years	3	-	1	-

On 5 April 2019, the Labor Protection Act was amended to include a requirement that an employee, who is terminated after having been employed by the same employer for an uninterrupted period of twenty years or more, receives severance payment of 400 days of wages at the most recent rate. The Company has therefore amended its retirement plan in accordance with the changes in the Labor Protection Act in 2019. As a result of this change, the provision for retirement benefits as well as past service cost recognised increased.

**18. Treasury stock**

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

On October 2, 2019, Board of Directors' meeting No. 6/2019, passed a resolution approving the reduction of the paid-up capital from Baht 18,596,569,754 to be Baht 17,374,401,054 by deduction of the share capital, the repurchase at the amount of 1,222,168,700 shares under share repurchase project 3. The Company registered the reduction of paid-up capital to the Ministry of Commerce on October 11, 2019. The Company reversed all the appropriated retained earnings for treasury shares after decreasing paid-up share capital by writing off the treasury shares as stated above.

The Board of Directors' meeting on March 4, 2020, the Board of Directors passed a resolution approving the share repurchase program for the fourth financial management in the amount not exceeding Baht 2,085 million, representing a repurchase not exceeding 1,737,440,105 shares with a par value of Baht 1, the share price to be repurchased is not more than 10% of the total paid-up shares and the repurchase period is 6 months from the date of share repurchase for a period not to exceed 1 year (ended September 28, 2020).

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

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

As at March 31, 2020, the Company has 10,175,900 repurchased shares or equal to 0.06% of paid-up share capital which is Baht 8.04 million.

**19. Dividend payment**

The ordinary shareholders' meeting held on July 25, 2019, passed the resolution to approve the dividend payment at the rate of Baht 0.09 per share, totaling Baht 1,564 million. Which will be paid to shareholders.

The Board of Directors' meeting held on February 14, 2020, passed the resolution to approve the interim dividend payment at the rate of Baht 0.04 per share, totaling Baht 695 million. The payment of this interim dividend shall be paid on March 2020.

**BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINACIAL STATEMENTS**

**MARCH 31, 2020**

**20. Legal reserve**

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

**21. Other revenues**

Other revenues for the years ended March 31, 2020 and 2019 comprise:

	(Unit : Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Interest income	35	20	50	83
Gain on debt forgiveness from subsidiary (Note 5.6)	-	-	1,340	1,340
Unrealized gain on valuation of current investment	14	15	2	2
Others	83	149	6	27
Total	132	184	1,398	1,452

**22. Expenses classified by nature of expenses**

Significant expenses by nature for the years ended March 31, 2020 and 2019 are as follows:

	(Unit : Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Salary and wages and other employee benefits	1,185	1,111	83	51
Depreciation and amortization	563	545	100	101
Professional fee	62	82	78	106
Advertising expense	16	17	4	2
Other charges	71	79	9	10
Commission	54	123	54	123
Rental and service expense	91	70	113	111
Tax expense	118	105	89	80

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**23. Income tax**

Income tax recognized in profit or loss

For the years ended March 31, 2020 and 2019, income tax expenses are as follows:

	(Unit : Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
<b>Corporate income tax:</b>				
Corporate income tax	388	343	261	200
<b>Deferred income taxes:</b>				
Relating to origination and reversal of temporary differences	450	359	144	148
Income tax in statements of comprehensive income	838	702	405	348

Reconciliation of effective tax rate

	(Unit : Million Baht)			
	Consolidated financial statements			
	Rate (%)	2020	Rate (%)	2019
Profit before income tax expense		2,673		3,177
Income tax using the Thai corporation tax rate	20	535	20	635
Tax effect of income and expenses that are not taxable income or not deductible in determining taxable profit-net		(147)		(292)
Total		388		343

	(Unit : Million Baht)			
	Separate financial statements			
	Rate (%)	2020	Rate (%)	2019
Profit before income tax expense		2,377		2,159
Income tax using the Thai corporation tax rate	20	475	20	432
Tax effect of income and expenses that are not taxable income or not deductible in determining taxable profit-net		(214)		(232)
Total		261		200

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**BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES****NOTES TO FINACIAL STATEMENTS****MARCH 31, 2020**

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**24. Management benefit expenses**

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

Management benefit expenses for the years ended March 31, 2020 and 2019 are as follows:

	(Unit : Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Management benefit expenses presented in costs of sales	20	19	-	-
Management benefit expenses presented in administrative expense	116	117	40	40
Total	136	136	40	40

**BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

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**25. Segment information**

Consolidated financial statements (Million Baht)							
For the year ended March 31, 2020							
	Real estate Business	Retail business	Exhibition center business	Other service	Total	Elimination	Total
Segment revenue	3,517	434	4,307	164	8,422	(1,111)	7,311
Segment profit	613	150	994	56	1,813	(388)	1,425
Corporate expenses					(437)	-	(437)
Interest income					73	(38)	35
Dividend income					1,151	(1,151)	-
Gain on debt forgiveness from subsidiary					1,380	(1,380)	-
Gain on exchange rate					1	-	1
Gain on revaluation of investment property					2,025	(229)	1,796
Finance costs					(184)	38	(146)
Income tax expense					(838)	-	(838)
Profit of non-controlling interests					-	(619)	(619)
Net profit of year					4,984	(3,767)	1,217

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

**26. Earnings per share**

**Basic earnings per share**

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



**27. Financial instruments**

As at March 31, 2020 and 2019 the Group has the following risks relating to significant financial instruments:

a) Interest rate risk

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

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

b) Currency risks

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

c) Liquidity risk

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

d) Fair value of financial assets and liabilities

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. The fair value is the price at which an orderly transaction to sell an asset or to transfer a liability would take place between market participants at the measurement date. Fair values have been determined for measurement and/or disclosure purposes based on the following methods.

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

**BANGKOK LAND PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

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

(Unit : Million Baht)

	Consolidated financial statements							
	Level 1		Level 2		Level 3		Total	
	2020	2019	2020	2019	2020	2019	2020	2019
<b>Financial assets measured at fair value</b>								
Held for trade investments*	-	-	1,297	912	-	-	1,297	912
<b>Financial assets for which fair value are disclosed</b>								
Investment properties	-	-	23,349	21,230	14,959	14,995	38,308	36,225

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

(Unit : Million Baht)

	Separate financial statements							
	Level 1		Level 2		Level 3		Total	
	2020	2019	2020	2019	2020	2019	2020	2019
<b>Financial assets measured at fair value</b>								
Held for trade investments*	-	-	1,074	72	-	-	1,074	72
<b>Financial assets for which fair value are disclosed</b>								
Investment properties	-	-	10,526	9,769	599	624	11,125	10,393

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

**28. Pending lawsuits**

As at March 31, 2020, the Company has pending lawsuits as summarized below:

- a) On January 16, 2015, the Company was sued that the Company had breached the reciprocal agreement. The plaintiffs claimed that the Company sold certain piece of land without the approval and consent of the plaintiffs who were the sole agent. Then, the plaintiffs sued the Company to transfer the land to the plaintiffs. If not, the Company has to pay compensation to the plaintiffs. The Company had submitted a statement to the Court on May 15, 2015 and the Court has judged to dismiss the case on August 25, 2016. The plaintiff has appealed to the Court on September 23, 2016, subsequently, The Company has filed an defense. Subsequently, on July 27, 2017, the Court of Appeal has dismissed the judgment. The plaintiff filed the petition and the Company filed the petition. Subsequently, on July 18, 2019, the Supreme Court dismissed the case, therefore, the case is final judgment.
- b) On January 31, 2017, seven holders of exchangeable notes in Swiss Francs term have jointly filed a petition for the winding up of Bangkok Land (Cayman Islands) Company Limited to the Grand Court of Cayman Islands claiming that Bangkok Land (Cayman Islands) Company Limited is insolvent and unable to pay principal and interest on the of exchangeable notes in Swiss Francs term, and on May 3, 2017, the Cayman Islands Court has issued an order to dismiss the company's winding up petition of the seven plaintiffs.
- c) On February 9, 2017, Deutsche Trustee Co., Ltd., Trustee of the 4.5% p.a. USD 150,000,000 exchangeable bonds due 2003 (the "Exchangeable Bonds"), filed a plaint in its own name and on behalf of the holders of the Exchangeable Bonds against Bangkok Land (Cayman Islands) Company Limited as the issuer of the Exchangeable Bonds and Bangkok Land Public Company Limited as the guarantor of the Exchangeable Bonds in the Commercial Court in London, England requiring the group company to repay the indebtedness under the Exchangeable Bonds and related indebtedness in the total amount of USD 34,208,463.12 and interest calculated on a daily basis of USD 2,328.22 a day.

Bangkok Land (Cayman Islands) Company Limited and Bangkok Land Public Company Limited have filed their defence and counterclaim on March 30, 2017, requesting the Court to enforce the plaintiff to return all the dividends that the Trustee has paid for the interest arrears and fees and expenses of the Trustee. The amount of debt claiming by the plaintiff was overrated. The Court was also requested to enforce the plaintiff to return a total of 212,096,990 shares pledged to Bangkok Land (Cayman Islands) Company Limited. On March 19, 2019, the Commercial Court of England sentenced Bangkok Land Public Company Limited and Bangkok Land (Cayman Islands) Limited to repay debt in US Dollars bonds, including interest as money number 28,201,848.12 US Dollars and the cost of such litigation is 1,761,838.84 pounds sterling and the Company's lawyer commented that the judgment of the English court will not be in force in Thailand but the Deutsche Trustee Co.,Ltd must bring the case to the court in Thailand in order to the court in Thailand to have a judgment to force the Company (as the guarantor) to pay the such USD currency debt and the English court judgment can only be used as evidence in the case of Thailand. However, the Company has been sued for debt repayment in

US Dollars in Thailand and on October 1, 2012, the Central Intellectual Property and International Trade Court has a verdict in undecided case No. Kor Kor. 20/2009, decided case No. Kor Kor. 202/2012, the judge dismissed the plaintiff because of precluded by prescription. Subsequently, on December 4, 2014, the Supreme Court of Intellectual Property and International Trade Litigation Division with the judgment of No. 15979/2014 by the confirmation of the judgment for the plaintiff under the Central Intellectual Property and International Trade Court which the case has final judgment.

In July 2018, Trustee has filed a petition to the Commercial Court, England requesting for issuance of the court's order for the interim anti-suit injunction to restrain Bangkok Land Public Company Limited and Bangkok Land (Cayman Islands) Company Limited from commencing and cease any proceeding in relation to the Trust Deed, the exchangeable bonds in US Dollar term or the shares pledged of Bangkok Land Public Company Limited, as well as discontinue any relevant case (if it already commenced), whether in Thailand or in any other jurisdiction. On July 27, 2018, the Commercial Court, England has issued an order as requested by the Trustee to restrain Bangkok Land Public Company Limited and Bangkok Land (Cayman Islands) Company Limited (including their directors, officers, or agents) from commencing and cease any proceeding in relation to the Trust Deed, the exchangeable bonds in US Dollar term or the shares pledged of Bangkok Land Public Company Limited, as well as discontinue any relevant case (if it already commenced), whether in Thailand or in any other jurisdiction, and to pay the Trustee the damages in the sum of GBP 40,712.16 (as at March 31, 2020, Baht 1.66 million).

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

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

However, the Company filed a lawsuit against Deutsche Trustee Co.,Ltd and its partisans to prosecute in a court of Thailand, claiming damages of Baht 625.61 million. The court has scheduled an appointment to determine the proceedings on December 23, 2019 and the Supreme Court has scheduled to hear the judgment on September 30, 2020.

- d) On April 18, 2019, the Company was sued by a person in a criminal case, offense according to the Securities and Exchange Act, and fraud, and also on May 8, 2019, the Company was also sued by such person in the civil case, offenses under the offense of the Securities and Exchange Act, infringement by claiming damages Baht 100 million. The criminal case is scheduled for an appointment for investigation on February 17, 2020. As for the civil case, the court considered to temporarily dispose of civil cases until the such criminal case is finalized, when the criminal case has an outcome on the verdict, then the parties of the court to bring up the civil case for further consideration. Therefore, the civil case is currently temporarily discharged in order to wait for the result of the criminal trial.

The lawyer of the Company has a opinion that the civil case being filed as a civil case related to the criminal case, therefore, has to wait for the results of the appointment for investigation of the criminal case and also the Company is not the offender or violated the plaintiff's claim.

**29. Capital management**

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

As at March 31, 2020, debt to equity ratio in the consolidated financial statements is 0.17: 1.00 (Separate: debt to equity ratio is 0.46: 1.00).

**30. Commitments and contingent liabilities**

- a) As at March 31, 2020, the Company's and its subsidiaries had capital commitments to the principal building contractor for the construction of real estate agreements amounting to approximately Baht 124 million (Separate: Baht 37 million).
- b) As at March 31, 2020, the Company's and its subsidiaries had contingent liabilities in respect of bank guarantees issued by the banks on behalf of the Company and its subsidiaries in the normal course of business amounting to approximately Baht 97 million (Separate: Baht 43 million).

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- c) As at March 31, 2020, and 2019, the subsidiary has a commitment in respect of payments in accordance with the rental and service agreement as follows:

	(Unit: Million Baht)	
	2020	2019
Payable:		
In up to 1 year	99	75
In over 1 and up to 5 years	44	54

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

**31. Reclassification**

Certain amounts in the financial statements for the year ended March 31, 2019, have been reclassified to conform to the current period, which no effect on net income or shareholders’ equity previously reported.

**32. Events after the reporting period**

At the Board of Directors Meeting No. 3/2020 of the REIT Manager held on May 21, 2020, the Board of Directors approved the appropriation of interim distribution of Baht 0.05 per unit, totaling amounting to Baht 74.13 million. Such interim distribution will be paid to its unitholders in June 2020.

**33. Approval of financial statements**

These financial statements have been approved by the Company's Board of Directors on June 1, 2020.