



Empowering for Sustainability

ANNUAL REPORT **2020**

PP Prime Public Company Limited

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Financial Statements and Notes to Financial Statements Investor can learn more company information form Annual information form 56-1 which has been shown at www.sec.or.th or the company website.

Vision, Mission and Corporate Values;



Vision

Because humans are crucial force behind all of our businesses, we aim to improve the lives of humans to be more stable and sustainable.

Through various innovative creations, we are determined to improve humans' lives and societies by choosing to invest in sustainable businesses, which provide ample wealth and high growth potential in the future.

Mission

1. Emphasize maximum profits and cash flow from business operations;
2. Enhance sustainable business growth;
3. Continuously develop working systems and processes for corporate efficiency
4. Develop human resources to obtain more knowledge and working capacities and creative thinking;
5. Maintain good relationships and create satisfactions to customers and trading partners;
6. Take corporate social and environmental responsibilities under the principles for good governance and ethical practice, which shall lead to sustainable development;

Corporate Value

“Quality Prioritized, All Processes in Our Sights”

1. **Integrity;**
Adhered to the principle of corporate governance, honesty and common interest (rather than personal interest);
2. **Discipline;**
Be disciplined and adhered to duties and committed to learning of new things;
3. **Quality;**
Focused on the quality and services, devote oneself to professional performance of work, maintain the standard and create satisfactions to business-related parties;
4. **Improvement;**
Committed to creating performances and continuous development of innovation and excellent performances;
5. **Engagement;**
Devoted oneself for common interest, having teamwork skills for creation of performances;



Message from the Chairman

Dear Shareholder

The year 2020 was a very challenging year in conducting business due to the widespread impact of the Coronavirus 2019 (Covid-19) situation since the beginning of the year. At the end of the year the new outbreak of Covid-19 at the shrimp market in Samut Sakhon Province is the factor that causes the decline in shrimp consumption, shrimp cannot be sold. Also, the surveillance, prevention and control measures for Covid-19 disease in various vulnerable areas are affecting the domestic transportation system and international for exporting shrimp.

However, the business regarding the production and distribution of aquaculture feed was under the unfavorable circumstances, the income from pet food production has continued to grow. In the previous year, the Company revenue from pet food production is at Baht 311 million, an increase of 68% compared to the year 2019. Throughout the business operation, the Company has committed to maintain the product quality together with the improvement of machine efficiency for higher productivity to ensure the farmers as well as customers to receive products with standard production process in accordance with the company commitment, “Staying with Thai farmers, Including the efforts and dedication of the employees of the whole organization on budget management in accordance with appropriate income, reduction of unnecessary expenses in order to achieve the desired results for the benefit of customers, partners, shareholders, employees and the society as a whole.

Throughout the business operation, we have received great support from our employees, business partners, customers, shareholders, as well as stakeholders and patrons.

I would like to thank all of you for your continued support. The years of the great change in the world have passed; however, I will go forward with all of you to continue to the success.



Mrs. Namkang Pungthong

Chairman of the Board of Director

Message from Audit Committee

The Board of Directors of PP PRIME Co., Ltd., appointed the Audit Committee as per resolutions of the Board of Directors. All directors had proper qualifications as prescribed by the Stock Exchange of Thailand (SET); and the Board of Directors determined components of the qualifications and term in office of the Audit Committee that consisted of only 3 independent directors who have knowledge of finance and accounting as follows:

1. Mr. Teerawit Tanakijsoontorn as Chairman
2. Pol.Lt.Col. Thienrath Vichiensan as Director.
3. Lt.Gen. Krisana Waropas as Director.

The Audit Committee had its powers, duties and responsibilities as specified in writing in the Charter of the Audit Committee.

In the accounting period of 2020, the Audit Committee operated its duties independently and completely as assigned; and convened meetings with the Management, auditors and Internal auditors from outside agencies (Outsource) and the head of the internal audit department according to the relevant agenda. Which can be summarized as follows :

1. The Audit Committee reviewed the quarterly and annual financial statements together with the auditors. In order to comply with generally accepted accounting standards That are correct, complete, reliable, in accordance with relevant laws and announcements.
2. The Audit Committee has considered and recommends reviewing the plans. Supervise and internal audit quarterly and annually. Follow up on the correction of defects both from audits by the internal audit department. Internal auditors from outside agencies (Outsource) and auditor as well as suggesting for more effective supervision and internal audit. In accordance with the rules Regulations according to the external governing body and the company has set the standards for professional practice. Including ensuring that the assessment The Company's internal control system There is sufficient and appropriate as well as support the internal supervision and audit department to be independent
3. The Audit Committee has determined the remuneration and selected the auditor by proposing to the Board of Directors. To propose to the shareholders' meeting for approval. Including meeting with the auditors Without the management to attend the meeting to consider suggestions on the internal control system and the annual audit plan of the company and companies in the group.
4. Audit Committee Reviewed and revised the charter of the Audit Committee to cover more operating rules Both in terms of good corporate governance and anti-corruption to ensure that The performance of the past year is complete as assigned and duties and responsibilities are in line with the good practice of the Stock Exchange of Thailand (SET).
5. The Audit Committee evaluated the assessment form of adequacy of the internal control system in accordance with the concepts of COSO (Committee of Sponsoring Organizations of the Tread Way Commission). This assessment form was used as guidelines for assessment or review of adequacy of the

internal control system. The availability of good internal control system was essential to the listed companies or public companies and enabling companies to prevent, manage and handle potential risks and damage to the Company and its stakeholders.

6. The Audit Committee has reviewed the company's internal control system in line with the self-assessment guidelines with regards to the 71 anti-corruption measures and the company was renewed to be a member of Thailand's Private Sector Collective Action Coalition against Corruption on 31 December 2020 for a period of 3 years from the date of the resolution to approve. Adopted on December 31, 2020 and due on December 31, 2023.
7. The Audit Committee established the whistleblower system in the Company for more efficiency and for providing an easy and convenient channel for its stakeholders to give data to the Audit Committee directly and confidentially.
8. The Audit Committee invited the Management to attend meetings for discussions and sharing of ideas continuously and to acknowledge the amendment of work rules and regulations of the Company for efficient performance of duties and for keeping up with potential changes.
9. The Audit Committee reviewed with the Management relating to the risk management policy, compliance with policies and guidelines for risk management of the Company and also consider the disclosure of the Company's data, in case, there were related transactions or transactions with potential conflicts of interest, thus, for correctness and completeness.

In conclusion, the Audit Committee is of the opinion that in the past year, the company There are adequate financial reporting and disclosure. Carefulness follows generally accepted accounting principles. There is an effective risk management and internal control system. As well as having a good corporate governance system Is sufficiently independent for the benefit of all stakeholders equally and practice in accordance with the law with securities and stock exchange Regulations of the Stock Exchange or the laws relating to the Company's business.



Mr. Teerawit Tanakijsoontorn
Chairman of the Audit Committee
On behalf of the Audit Committee.

Report of the Nomination and Remuneration Committee

Dear Shareholders,

The Company has recognized the importance of selecting qualified candidates to be our directors and executives and to provide them proper remuneration package. According to the resolution of the Board of Directors' meeting no. 15/2019 held on 30 July 2019, the Board of Directors has appointed the Nomination and Remuneration Committee to perform the duty of recruiting, selecting and nominating knowledgeable and qualified candidates to the director and executive positions. The Committee is also responsible for proposing an appropriate policy and guidelines of remuneration and other benefits for the Company's directors, members of sub-committees as well as other executives, ensuring that the packages are well balanced between each position's responsibilities, the Company's operating results and market situations with the aim to motivate and retain the directors and executives with good performance with the Company.

In 2020, the Nomination and Remuneration Committee has arranged 3 meeting to consider the following matters and has submitted the meeting minutes together with its opinions and recommendations to the Board of Directors for consideration and approval.

- **Recruit, select and nominate candidates to replace directors who retire by rotation**

The Committee has recruited, selected and decided to nominate the candidate to replace the directors who retire by rotation to the Board of Directors meeting for concurrence before submitting to the Shareholders' meeting for approval.

- **Recruit, select and nominate candidates to replace the resigned directors**

The Committee has recruited, selected and decided to nominate the candidate to replace the resigned directors to the Board of Directors meeting.

- **New Directors Appointment**

The Committee has proposed to appoint Mrs. Namkang Pungthong, M.L. PhanPiengDuen Sungkahapong, and Lt.Gen. Krisana Waropas to serve as the Chairman of the Board of Directors and company directors to make the business management of the company more efficient. To be in line with the expansion of the business of the company.

- **Determine remuneration for directors and members of each sub-committee**

The Committee has determined remuneration packages for directors and members of each sub-committee by considering the appropriateness when comparing to other companies in the same industry and the aim to motivate and retain qualified directors with the Company. Therefore, directors who are assigned with more responsibilities or work for each sub-committee are compensated accordingly.

The Nomination and Remuneration Committee has reported its meeting results to the Board of Directors on continual basis. In 2020, the Committee has performed its duties and assignments completely, carefully, cautiously and independently, providing forthright opinions for the highest benefit of shareholders and all other stakeholders. The Committee is committed to perform its duties based on the principle of equality, fairness and transparency in order to conform to the good governance principle stipulated by the Stock Exchange of Thailand and to be well-accepted on the international level.



(Pol.Lt.Col. Thienrath Vichiensan)

Chairman of the Nomination and Remuneration Committee

Board of Directors



Mrs. Namkang Pungthong

- Chairman of the Board of Director



M.L. Phanpiengduen Sungkahapong

- Director / Chief Executive Officer



Dr. Denchai Akaradajdachachai

- Director



Mrs. Kanokwan Wannabuit

- Director / Chief Administrative Officer



Ms. Phatcharada Jutaprateep

- Director / Chief Compliance and Corporate Secretary



Mr. Theera Kitjarurat

- Director / Supply Chain Management



Mr. Theerawit Thanakijsumtorn

- Independent Director / Chairman of the Audit Committee



Pol. Col. Thienrath Vichiensan

- Independent Director / Audit Committee



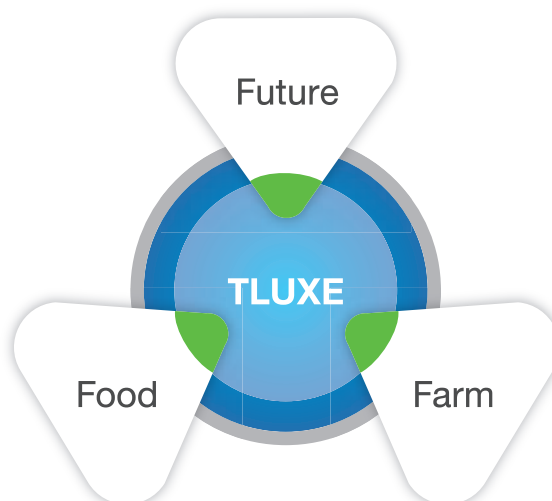
Lt. Gen. Krisana Waropas

- Independent Director / Audit Committee

Financial Information

		2020	2019	2018
Sales	(Baht)	1,701,078,205	2,133,458,468	2,123,569,317
Net Profit (Loss)	(Baht)	(329,576,749)	(1,463,200,930)	(110,084,444)
Earning (Loss)per Share	(Baht)	(0.48)	(2.35)	(0.20)
Total Asset	(Baht)	1,898,830,435	2,457,263,778	3,424,377,871
Total Liabilities	(Baht)	1,825,771,077	2,013,114,409	2,543,733,783
Shareholders' Equity	(Baht)	73,059,358	444,149,369	880,644,088
Book Value	(Baht)	0.11	0.65	1.56
Return on Asset	(%)	(15.13)	(49.75)	(2.97)
Return on Equity	(%)	(127.44)	(220.89)	(9.75)
Debt to Shareholders	(times)	24.99	4.53	2.89
Dividend Yield	(%)	0.00	0.00	0.00
P/E Ratio	(times)	0.00	0.00	0.00

Policy and Business Overview



The company focuses on developing the business in line with the full-cycle strategy i.e. FOOD-FARM-FUTURE, operating the main business of manufacturing and distributing aquatic animal feed and pet feed, divided into 2 main divisions i.e.:

1. Shrimp Feed.
2. Fish Feed and Pet Food.

The company manages the farms as the center for research and development in aquatic animal feed. In addition, the company operates new businesses with good returns that is sustainable for the future.

Thai Luxe Enterprises PCL was established on 11 June 1987 with registered capital of 20 million baht. The company's initial objective was to import aquatic animal feed for local distribution and raise black tiger shrimp for sale, later expanded to manufacture shrimp and fish feeds. At present, the company no longer raises black tiger shrimp for sale. During the past 30 years or so, the company develops various products continuously and in 2015 signed an agreement to become a contract manufacturer of pet food in order to fully utilize the existing production capacity. Towards the end of 2015, the Board of Directors approved the investment in geothermal electricity generating business in Beppu, Japan which gradually generates revenues from commercial sales of electricity (COD) since the middle of 2016.

Originally, the company only had a factory to produce shrimp feed and fish feed at Samut Songkram Province. Later, in 1999, the company expanded by opening a new factory in Petchaburi Province, closing the shrimp feed production line at Samut Songkram and change the production base of shrimp feed to the new factory in Petchaburi. In 2004, production of fish feed was discontinued at the Samut Songkram factory and production lines were added at the Petchaburi factory instead and the Samut Songkram factory ceased production. Thai Luxe Food Service Co., Ltd. (previously SMP Food Products Co., Ltd.) which at the time was an associate company rented parts of the area to produce and sell processed frozen food and finished frozen seafood and later on changed its name to NPP Food Service Co., Ltd. In 2015, the company established a new

aquatic animal feed factory in Song Khla Province to manufacture aquatic animal feed and pet food for customers in the south and neighboring country.

In 1999, the company opened a processed frozen shrimp factory by investing 100% in Thai Luxe Food Products Co., Ltd. or “Thai Luxe Food” (previous name SMP Food Products Co., Ltd.) which changed its name to NPP Food Service Co., Ltd. producing processed frozen shrimp for export and frozen ready to eat food.

In 2014, the company increased the proportion of shareholding in SMP Food Products Co., Ltd. to 97.79% and changed the name to Thai Luxe Food Products Co., Ltd. In 2015 has reduce shareholding proportion the company holds 55% in the company and Nippon Pack (Thailand) PCL, 45% (of paid-up capital).

After that the company jointly invested with NPP Food Incorporation Co., Ltd. to manage the A&W restaurant. And NPP Food Service Co., Ltd. holds 45% in the company and Nippon Pack (Thailand) PCL, 55% (of paid-up capital). Later in July 2016, as the company deems that food business is highly competitive and that it has no expertise in this area, the investment in NPP Food Service Co., Ltd. and. were sold to Nippon Pack (Thailand) PCL to enable the company to focus on animal feed business and electricity generation from renewable energy.

In 2009, the company invested in T Luxe Global Business Co., Ltd. (previously known as Thai D Meter Co., Ltd. or “Thai D”) in the ratio of 100% to operate trading business to supplement the group income by starting production of agricultural raw material used in producing animal feed to small animal feed producers and small farmers who do not have bargaining power against major raw material suppliers.

Towards the end of 2015, the company had the policy to invest in geothermal energy business in Japan by acquiring PPSN Co., Ltd., a juristic entity in Japan which owns 4 geothermal electricity generating units. In 2016, the company bought Sumo Power Co., Ltd. (SUMO), a Japanese juristic entity which operates 8 geothermal electricity generating units. Subsequently, the company restructured the internal organization resulting in PPSN Co., Ltd. owning 3 geothermal electricity generating units all of which started generating revenues whereas Sumo owns 9 geothermal electricity generating units of which 1 has already generated revenues.

Moreover, the company jointly invested with Setouchi Natural Energy Co., Ltd. (Setouchi) which is an expert in geothermal electricity generation to establish a new juristic entity, namely, M-Luxe Energy Co. Ltd. or “M-LUXE”, a Japanese juristic entity which is 25% owned by PPSN Company Limited or “PPSN” and Setouchi Natural Energy Co., Ltd., owning the balance 75%, of registered capital of 10 million yen. M-LUXE was established to develop land equipped with the utilities ready for sale to investors in geothermal electricity generating projects. At present, TLP acquired the shares in M-LUXE from PPSN at the same ratio.

Later, in March 2017, the company invested in geothermal electricity generating plants which is already operated and has been registered this plant under SNS Power Co., Ltd. (SNS Power)

In August 2017 approved investment in the company in Fino Binary Power Plant Limited Liability Company (FINO) (Japanese juristic entity) which operates 2 geothermal electricity generating plants. And in September 2017 the company enter into share purchase agreement and control authority in 4 companies such as Beppu Tsurumi Onsen Geothermal Power Station No. 1 Liaison Company (BEPPU) (Japanese juristic entity), NIS Binary Power Plant Limited Liability Company (NIS) (Japanese juristic entity), Dual Energy Binary - Power Plant No. 1 Limited Liability Company (DUAL) (Japanese juristic entity) and Lena Power Station No. 1 Limited Liability Company (LENA) (Japanese juristic entity) which operates total 8 geothermal electricity generating plants. As of 31 December 2017, the company has 23 geothermal electricity generating units and revenue recognition 15 units.

However, in the year 2018 in January The Company has resolved to invest in wind power plant project in Aomori city. 20 projects in Japan, and on May 18, 2018, according to the resolution of the Board of Directors

Meeting No. 8/2561, the Company approved Sell the geothermal energy project located at Oaxasu Rumi Beppu, Oita Prefecture In japan with a purchase price of approximately 320 million yen per project or approximately 91.71 million baht per project, representing a total value of not less than 4,800 million yen or 1,375.69 million baht (based on exchange rates at 28.6602 baht per 100 yen from the Bank of Thailand On May 17, 2018) to the Relocation Group, which is a company established under the laws of Japan (“Buyer”). The Company considers selling power plant projects in the form of selling shares in the Company’s subsidiaries, which is the owner of power plant projects or by selling the assets of the power plant project. In which the company entered into a preliminary agreement and received a deposit of 200 million yen on 21 June 2018.

On February 21, 2019, Relocation House Corporation (Relocation Group) transferred rights and obligations under the Initial Agreement (Memorandum of Understanding, MOU) to Beppu Forest Power Co., Ltd. and extended the time to 30 June 2019.

On February 25, 2019, PPSN Co., Ltd. and Beppu Forest Power Co., Ltd. entered into an agreement. It was agreed that Beppu Forest Power Co., Ltd. would pay a second deposit of 400 million yen and transfer 25% of Beppu Forest Power Co., Ltd.’s shares to PPSN Co., Ltd. by the 15th. March 2019 and PPSN Co., Ltd. will transfer ownership of 4 power plants (part of the 15 plants above) to Beppu Forest Power Co., Ltd. within 15 days of receiving payment.

On April 5, 2019, PPSN Co., Ltd. entered into a property sales agreement of 4 power projects (part of the above 15 plants, comprising two P-Power and two Lena - 1 power plants with Beppu Forest Power Co. , Ltd. for 800 million yen, with payment of 400 million yen within 2 weeks after the contract is made and another 400 million yen within 1 year after the contract. And making additional memorandum of agreement, entering into contracts to sell the assets of the power projects for 4 plants must be approved by the Board of Directors.

On April 11, 2019, PPSN Co., Ltd. received a deposit of 400 million yen from Beppu Forest Power Co., Ltd.

The company received a total deposit of 600 million yen (approximately 165.56 million baht) presented as a deposit. Under other current liabilities.

On December 23, 2019, the Board of Directors Meeting No. 22/2019 considered the progress of the sale of 15 power plants in geothermal power projects in Japan, summarizing the events as follows:

In the sale of geothermal power plants In Japan, 15 plants according to the resolution of the committee on May 15, 2018, selling at a price of 320 million yen per plant according to the preliminary agreement (Memorandum of Understanding, MOU) dated June 21, 2018, The sub-contract of Japan entered into 3 contracts with the following key points.

The first contract dated February 25, 2019, with the essence of that, Beppu Forest Power Co., Ltd. will pay a second deposit of 400 million yen (about 116.28 million baht) and will transfer 25% of the shares to PPSN Co. , Ltd. and PPSN Co., Ltd. will transfer ownership of 4 power plants to Beppu Forest Power Co., Ltd. within 15 days of receiving payment.

The second contract, dated April 5, 2019, is a memorandum of agreement that Beppu Forest Power Co., Ltd. and PPSN Co., Ltd. agreed that Beppu Forest Power Co., Ltd. has the right to terminate the agreement if the property transfer agreement. (Contract 3) not approved by the Board of Directors

The third contract, dated April 5, 2019, has four parties: Beppu Forest Power Co., Ltd., PPSN Co., Ltd., Lena Power Station No. 1 LLC., And the company which this agreement was signed by Beppu Forest. Power Co., Ltd. and PPSN Co., Ltd., which only mentioned the purchase of power plants at a price of 200 million yen per plant, ownership of 2 PPSN Co., Ltd. and Lena Power Station No. The total is four plants worth 800 million yen and does not mention a 25% share transfer, which is against the first contract.

The company Consulted with a legal advisor in Japan In the case of the third contract It will be binding on the company or not. The legal advisor has a Legal Opinion, with the following conclusions.

1. In the case of Lena Power Station No.1 LLC. If it can be proven that Lena Power Station No.1 LLC. Has not authorized PPSN Co., Ltd. to sign an agreement on its behalf. It will not be binding on Lena Power Station No. 1 LLC.
2. In the case that the company can prove that The company does not authorize PPSN Co., Ltd. to sign an agreement on their behalf. Will not be binding on the company

PPSN Co., Ltd. by former director (Mrs. Yoko Kando) at that time informed that in person he did not sign by himself. But the former director (Takashi Nishida) signed instead by the Japanese legal advisor informed that According to Japanese law, this is the case of True Intention, it is the real intent of the contract. If contrary to the intent of the signatory This contract will be null and void. If it can be proven that the former 2nd director has not signed this contract, but the former director No.1 has signed on behalf of this agreement, PPSN Co., Ltd. will not be bound as well.

In accordance with the resolution of the Board of Directors Meeting No. 22/2019 held on December 23, 2019, resolved to send a notice informing Beppu Forest Power Co., Ltd. to pay the remaining 4,200 million yen to the company by date. January 31, 2020, if Beppu Forest Power Co., Ltd. ignores the remaining payment. Let the company exercise the right to terminate the contract and seize the deposit of 600 million yen (or approximately 176 million baht), as well as hurry to find other investors interested in the future. Along with accelerating production efficiency improvements and acknowledge the arbitrary contract of the subsidiary in Japan.

Later on December 25, 2019, the company sent a letter according to the resolution of the meeting to Beppu Forest Power Co., Ltd., summarized as follows.

The company insisted on selling the power plants at a price of 320 million yen per plant, rejecting the contract that Beppu Forest Power Co., Ltd. made later to buy four power plants at a price of 200 million yen each and asked. Let Beppu Forest Power Co., Ltd. make the remaining payment according to Initial agreement (Memorandum of Understanding, MOU) of 4,200 million yen by January 31, 2020, otherwise the company will cancel the contract and continue to seize the deposit.

Subsequently, on January 24, 2020 and February 20, 2020, the Company was notified by the Subsidiary in the Electricity Generating Group that the Purchaser had informed the Subsidiary that the Purchaser had taken the payment for the electricity they had to pay In 2020, four power plants comprised two P-Power and two Lena - 1 power plants the company had to receive from electricity sales revenue of JPY 11,383,944 and JPY 16,599,528 respectively. Oita Legal Affairs Bureau (Oita Legal Affairs Bureau) due to Beppu Forest Power Co., Ltd., which has entered into an agreement to buy 15 power plants from a group of power generating companies. Have asked the buyer of electricity Pay electricity bills to Beppu Forest Power Co., Ltd. Power buyers therefore have questions about their right to receive electricity bills. For the period January to July 2020 due in February to August 2020, placed at the Oita City Law Office (P-Power and Lena stopped producing electricity in August 2020 and June 2020, respectively).

According to the resolution of the Board of Directors Meeting No. 1/2020 held on February 5, 1820, it resolved to acknowledge the progress of the sale of 15 power plants. At present, Beppu Forest Power Co., Ltd. has not yet paid the rest. With the company Therefore, the management will seize the deposit of 600 million yen by going to consult with the legal advisor.

On June 18, 2020, PPSN Co., Ltd. received a letter from Beppu Forest Power Co., Ltd., a counterparty to acquire PPSN Co., Ltd.'s geothermal power plant by Beppu Forest Power Co., Ltd., referring to the contract No. 2 dated April 5, 2019, whereby the contents of this agreement will sell four power plants at a price of 200

million yen each, totaling 800 million yen by Beppu Forest Power Co., Ltd. 400 million yen will be paid within 2 weeks, and the remaining 400 million yen will be paid within a year. Four of the power plants are owned by PPSN Co., Ltd. 2 and 2 are owned by Lena Power Station No. 1 LLC. Beppu Forest Power Co., Ltd. will cancel the purchase of 2 power plants of Lena Power Station No. 1 LLC., A 100% subsidiary of the company.

And on July 17, 2020, PPSN Co., Ltd. received a “summons to report on the 1st oral announcement and a letter of response request” from Beppu Forest Power Co., Ltd. demanding PPSN Co., Ltd. pays to Beppu Forest Power Co., Ltd. in an amount of 40,540,542 yen plus accrued interest at the rate of 3% per annum from May 2, 2020 until the payment is completed and paid. In this regard, “the summons for reporting on the day of the 1st oral statement and the letter of response,” requires PPSN Co., Ltd. to submit the testimony on 27 August 2020.

On August 6, 2020, PPSN Co., Ltd. received an order to temporarily freeze assets. From the Tokyo District Court in Japan, number 2, the essence of the temporary asset freeze order can be summarized as follows

1. Temporary seizure order No. 1 The court issued an order to temporarily freeze 2 land plots of PPSN Co., Ltd., which is the location of 1 power plant (Unit B power plant), designated Beppu Forest Power Co., Ltd. has a guarantee of 300,000 yen. Or withdraw an order to temporarily freeze assets.
2. Temporary Freezes Order No. 2 The Court issued an order to temporarily freeze revenue from the sale of electricity of Unit B power plant from July 17, 2020 to July 16, 2021, requiring Beppu Forest Power Co., Ltd. to place Insurance 7,900,000 yen If PPSN Co., Ltd. can place a collateral amount of 39,433,306 yen, PPSN Co., Ltd. can suspend this order. Or withdraw an order to temporarily freeze assets.

The company has assigned a lawyer responsible for the case. Submitting a petition against the attachment of both copies, which are expected to be completed within the first quarter of 2021.

On August 27, 2020, the Director and Chief Executive Officer of PPSN Co., Ltd. reported himself by the 1st oral statement. PPSN Co., Ltd. appointed a lawyer on that date and PPSN Co., Ltd. has clarified the information to the court on October 6, 2020 and November 5, 2020.

On December 24, 2020, Beppu Forest Power Co., Ltd. and PPSN Co., Ltd. reported to the court on time, the Beppu Forest Power Co., Ltd. announced to the court that Beppu Forest Power Co., Ltd. will ask for further additions. The Court therefore required Beppu Forest Power Co., Ltd. to submit an objection against the testimony by February 5, 2021, with the fourth hearing scheduled for February 15, 2021.

On February 15, 2021, PPSN Co., Ltd. and Beppu Forest Power Co., Ltd. submitted to the court and clarified the information to the court. By setting the date for the 5th hearing on April 13, 2021.

In addition, at the meeting No. 8/2018 on May 18, 2018, the Board of Directors approved the Company (Or the Company’s subsidiary) entered into a joint investment transaction with Rich Partners Co., Ltd. (“Rich Partners”), a company established under the laws of Japan. (Or a subsidiary of Rich Partners) in real estate projects Under a project called Riverside Tower (“Riverside Project”) located in Da Nang city. Vietnam It was developed under the project owner company called Sun Frontier Investment Company Limited, a company established under the law of Vietnam and on August 21, 2018, the Company established a subsidiary of the Company. In Singapore under the name P PRIME SINGAPORE PTE. LTD., In which the Company holds 100% of the shares in that company. To enter into investment transactions in the Riverside Project With a subsidiary of Rich Partners in Singapore on June 25, 2018, a deposit of 210 million yen was paid and the rest of the payment will be made upon the conditions precedent. As stipulated in the joint venture agreement Completed.

Subsequently, the Board of Directors’ Meeting No. 15/2019 held on July 30, 2019, passed a resolution approving the Company to issue a letter of cancellation of the said investment. And request a refund Because the development of the project was delayed beyond what was agreed. In addition, development costs of the

project are higher, on November 1, 2019, the company received the deposit back in the amount of 171 million yen from Rich Partners Co., Ltd.

On May 1, 2020, the Company received a further deposit of 5 million yen (equivalent to 1.48 million baht) from Rich Partners Co., Ltd.

At present, the company is in the process of following closely. And will take legal action to demand reimbursement.

The company has started investing in wind power projects in Aomori since 2017 by setting up a new company in Japan totaling 7 units worth 232 million yen. Sold Later in January 2018, the company passed a resolution to invest in a wind power plant project at Aomori. Japan added 20 projects.

According to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2018 on July 16, 2018, approved the business restructuring plan. Allowing the company Established a new subsidiary company named (Thai Luxe Enterprise (Thailand) Company Limited) to accept the transfer of aquaculture feed and pet food business. By accepting partial business transfer (PBT), which is the production of aquaculture feed, namely shrimp feed and fish feed production line, and the production of pet food (FOOD), all assets and liabilities involved and used in the Operate such businesses, contracts, licenses and relevant investment promotion certificates Including all personnel related to the aforementioned business With the establishment of Thai Luxe Enterprise (Thailand) Company Limited was completed on September 18, 2018 in the amount of 1 million baht (100,000 ordinary shares at 10 baht per share), the company holds 99,997 shares. Shares or 99.99 percent of the registered capital.

According to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2019 on February 8, 2019 of Thailuxe Enterprise (Thailand) Co., Ltd. approved an amendment to the details of the transfer of aquaculture feed business from PP Prime Public Company Limited, which consists of assets, liabilities, business licenses. And all employees involved in the said animal feed business Effective from January 1, 2019 (Business Transfer Date), by determining the value of the business transfer according to the book value according to the partial business transfer criteria.

The Board of Directors' Meeting No. 22/2019 held on December 23, 2019 resolved to acknowledge the progress of partial business transfer that The company was notified by the Revenue Department about taxes that will be exempt from the transfer of part of the company. Found that they did not comply with the rules and regulations for the submission of tax exemption on the partial business transfer.

The Revenue Department has a conclusion for the company. That is, the company is not eligible for specific business tax exemption. (For real estate) and VAT The reason is that the total assets of Thai Luxe Enterprise (Thailand) Company Limited are less than the assets transferred from PP Prime Public Company Limited. Problems for the Company's business transfer are 2 options as follows:

- 1) cancel the transaction Or reverse the entire business transfer It is regarded as that this transaction has not happened. But in this case, there will be a problem in which the company has pledged the shares of Thai Luxe Enterprise (Thailand) Company Limited with the issuance of debentures No. 1/2019.
- 2) Does not provide benefits And considered to be a sale of assets, transfer of assets that are real estate (Do not transfer land) of both factories in Phetchaburi and Songkhla, such as machinery, raw materials, finished products. Which does not pay tax on the transfer, but will pay Vat 7% and will have a double penalty and a 1.5% increase per month, including the value added tax that the company has to pay in total approximately 25 million baht.

However, in 2019, the company has recorded an additional penalty of Baht 25 million in the financial statements of 2019.

According to the Board of Directors meeting No. 1/2020 held on February 5, 2020, the important resolutions are as follows:

1. The company does not comply with the tax exemption conditions in the business transfer of the Revenue Department. Therefore are not eligible for specific business tax exemption (For real estate) and VAT (For real estate) The company will have to pay tax, there are 2 approaches that we ask to consider:
 - 1) Have the Revenue Department make a letter informing the company that it is not exempt from tax. In this case, the Revenue Department will consider reducing the VAT penalty for the company by approximately 50% of the tax payable.
 - 2) If the company makes a letter of consent to withdraw the business transfer request The company will reduce the VAT penalty approximately 100% of the tax payable.
2. Has a resolution not to withdraw the business transfer request for tax exemption on the business transfer

The company met with a large tax business administration center, the Revenue Department found that the company did not meet the criteria for applying for tax exemption on partial business transfers. As a result, the company has to pay tax on the partial business transfer. Subsequently, on July 15, 2020, the Company made payment of value added tax and surcharge. Only for the transfer of movable assets such as machinery, raw materials and other assets used in the business of production for export only in the amount of 5,454,548.81 baht consisting of

1. VAT Calculated from the value of the transferred assets Total tax to be paid in the amount of 3,295,799.89 baht.
2. Penalty 80% discount, remaining penalties to be paid in the amount of 1,318,319.95 baht.
3. Additional money to be paid in the amount of 840,428.97 baht.

That the company has not yet transferred ownership of land and buildings Therefore, the company has no obligation to be responsible for the tax at the time of registration of the ownership transfer, including transfer tax, specific business tax, etc. However, the company has set an estimate of the expected tax payable in the amount of 23,584,405.83 baht in the financial statements.

Some items of assets that the Company has transferred to subsidiary companies are not yet able to transfer legal ownership to subsidiaries. However, the subsidiary company has the ability to command the usage. And the beneficiary of such property from the normal use of the subsidiary company.

Note that during the period the company operates the aquatic animal feed business, it consistently and continuously develops the manufacturing process applying new technology. At present, the company was awarded the following certification standards:

1. Certification on management standards system ISO 9001:2015 from Euro Veritas Certification (Thailand) Co., Ltd.
2. Certification on environmental management standards system ISO 14001:2015 from Euro Veritas Certification (Thailand) Co., Ltd.
3. Certification on Good Manufacturing Practice for animal food production from the Department of Livestock Development, Ministry of Agricultural and Cooperatives.
4. Certification on hazard analysis Critical Control Points (HACCP) from the Department of Livestock Development, Ministry of Agricultural and Cooperatives.
5. Certification on agricultural and food products standards system Q Mark.
6. Certification on standards system ISO/IEC 17025:2005 from the Department of Science Service, Ministry of Science and Technology which is an international standards certification for assessing the technical capability of the operating room.

7. Received certification for good production standard and safety system compatible with the Islamic concept (HALAL) at the Song Khla factory from the Central Islamic Council of Thailand.
8. Energy management system jointly with the Department of Alternative Energy Development and Efficiency, Ministry of Energy.
9. Received Best Aquaculture Practices Certification (BAP) for the factory producing shrimp feed from the Aquaculture Certification Council, Inc. which is an independent US organization.

The company is the first aquatic animal feed manufacturer using the system GMP and HACCP even before the government announces the year 2004 as the Year of Safety. It can thus be proclaimed that the company is the leading producer of aquatic animal feed in Thailand.

Year	Important changes and development
1987	Established the company on 11 June to import shrimp feed from Taiwan and raise black tiger shrimp.
1989	Built aquatic animal feed factory and the factory to process frozen shrimp at Samut Songkram Province.
1990	Began producing shrimp feed for local distribution and processed frozen products for export and reduce import of aquatic animal feed.
1993	Add fish feed production line and was awarded an outstanding company for export of agricultural industry products in 1993.
1994	Converted to public company limited in February to sell common shares to raise capital from the general public and in September was approved to list the common shares in the Stock Exchange of Thailand.
1998	Ceased the production of processed frozen food due to economic recession in the country.
1999	Open a new factory in Petchaburi Province to produce aquatic animal feed and move shrimp feed production to the new factory. Invested up to 10% in SMP Food Products Co., Ltd. which produces processed frozen shrimp for local and overseas distribution.
2001	Awarded the quality standards certification system ISO 9002 from UKAS, United Kingdom. The factory is the first of its kind in Thailand to have been certified under ISO 9002.
2003	Awarded the quality standards certifications system ISO 9001:2000 from UKAS, United Kingdom and the shrimp feed factory was awarded the quality standard certification system GMP and HACCP from the Department of Livestock Development which is the first shrimp feed factory in Thailand to have received certifications from 2 systems and also received Q Mark certification from the Department of Livestock Development.
2004	Expanded fish feed production capacity at the Petchaburi factory and increased shareholding proportion in SMP Food Products Co., Ltd. by 11.43% to 21.43%.
2005	Reduced par value of common share from 10 baht to 1 baht and increased registered capital to accommodate warrant conversion to common shares by the company's directors and its staffs.
2007	The fish feed factory in Phetchaburi received quality standards for production system by GMP and HACCP from the Department of Livestock Development resulting in the company having received certifications on complete production system.

Year	Important changes and development
2008	Cease production of fish feed at the Samut Songkram factory to shift production to the Phetchaburi factory.
2009	Awarded quality certification system standards ISO 9001:2008 and changed the company's logo for sustainable development. The new logo reflects step by step progress towards the ultimate success, paying attention to the environment and the society.
2011	<ul style="list-style-type: none"> • Increase registered capital to accommodate warrant conversion to common shares by the existing shareholders, company's directors and its staffs and to accommodate the issuance of Taiwan Depository Receipts: TDRs. • Began the aquatic animal hatchery business. • Awarded the Best Performing Company title and the senior management was awarded 'outstanding management' and are eligible to compete for the title "CEO Awards" in the SET AWARDS 2011 organized by the Stock Exchange of Thailand. • Increased shareholding proportion in SMP Food Products Co., Ltd. by 74.97% to 96.43% and changed the status from associate to subsidiary.
2012	Awarded certification on environmental management standards system ISO 14001:2015 from Euro Veritas Certification (Thailand) Co., Ltd.
2013	<ul style="list-style-type: none"> • Invested 100% in Thai D Meter Co., Ltd. to sell raw materials for producing animal feed. • Open a research and development center for aquatic animal feed at Samut Songkram Province to conduct research and development on food and specimen of economic aquatic animals.
2014	<ul style="list-style-type: none"> • Increased the proportion of shareholding in SMP Food Products Co., Ltd. to 97.79% and changed the name to Thai Luxe Food Products Co., Ltd. (presently MPP Food Service Co., Ltd.). • Awarded certification on standards system ISO/IEC 17025:2005 from the Department of Science Service with the scope on protein and fat in order to gain trust and creditability in the test outcome produced by the company's operating room.
2015	<ul style="list-style-type: none"> • Appointed ACM Pitthaporn Glinfueng as the Chairman of the Board. • In July, opened a new animal feed factory in Songkhla. • In August, signed an agreement as contract manufacturer of pet food jointly with Nutrix PCL. • Appointed Mr. Kittiphat Chollavudhi as the Chief Executive Officer. • Reduce shareholding proportion in Thai Luxe Food Products Co., Ltd. (presently NPP Food Service Co., Ltd.) to 55% and Nippon Pack (Thailand) PCL holds the balance 45% (of paid-up capital). • Established a new associate company, namely, NPP Food Incorporation Co., Ltd. to manage the A & W restaurant. The company holds 45% in the company and Nippon Pack (Thailand) PCL, 55% (of paid-up capital). • Towards end of December 2015, the company's BOD had approved to invest in the geothermal electricity generating project which is anticipated to generate revenues in 2016.
2016	<ul style="list-style-type: none"> • In February, the company invested in the common shares of ACAP Advisory PCL ("ACAP") in the value not exceeding 280 million baht and the company entered into an agreement to rent the People Park Project Onnut which is a home office project totaling 8 units for the rental period of 18 years to develop the pet food business to become PET CENTER or comprehensive service center for pet lovers (at the present the People Park project is in the middle of construction and the company shall begin to pay rent upon occupying the place).

Year	Important changes and development
	<ul style="list-style-type: none"> • In February, established T Luxe Power Co., Ltd., a Thai juristic entity. The company holds 100% share of its registered capital of 100,000,000 baht. • In April, established T Luxe Investment Co., Ltd., a Mauritius-based juristic entity with registered capital of USD 10,000.- 100% owned by T Luxe Power Co., Ltd., then established T Luxe Holding Co., Ltd., a Hong Kong-based juristic entity with registered capital of USD 10,000.-, 100% owned by T Luxe Investment Co., Ltd. to invest in the geothermal electricity generating business. • In May, the company acquired the business (4 geothermal electricity generating units) from PPSN Co., Ltd., a Japanese juristic entity. • In June, 2 geothermal electricity generating units began to commercially generate revenues (COD) and the company bought the business from Sumo Power Co., Ltd. (SUMO), a Japanese juristic entity which owns 8 units of geothermal electricity generating units. Furthermore, the company entered into a new agreement involving contract manufacturing of pet food jointly with Nutrix PCL. • In July, the company sold all the shares in Thai Luxe Food Products Co., Ltd. and in NPP Food Incorporation Co., Ltd. to Nippon Pack (Thailand) PCL. • In August, the company entered into a joint venture with Setouchi Natural Energy Co., Ltd. (Setouchi) via PPSN Co., Ltd. (PPSN) by establishing a new company, namely, M Luxe Energy Co., Ltd. (M-LUXE), a Japanese juristic entity. PPSN holds 25% in M-Luxe whereas Setouchi holds 75% of its registered capital of 10 million yen. • Towards year end, PPSN established Otoyama Co., Ltd. (100% owned by PPSN) and SUMO established S Power Co., Ltd. and SNS Power Co., Ltd. (100% owned by SUMO) applied to seek approval to manage the existing electricity generating projects.
2017	<ul style="list-style-type: none"> • In January, Khun Arporn Seniprakornkrai resigned from the directorship position. • In March, the company invested in 1 geothermal electricity generating project in Beppu, Oita Province via SNS Power Co., Ltd. (SNS Power). • In February, invested in wind turbine electricity generating project at Aomori, Japan totaling 5 projects. • In March, invested in wind turbine electricity generating project at Aomori, Japan totaling 1 project. • In April, the Board appointed Dr. Pongrak Jindasombatcharoen and Police Lieutenant Colonel Thienrath vichiensan as directors. • In May, Dr. Denchai Akkradejdechachai resigned from his capacity as the Chairman of the Audit Committee but retain his executive director position and Police Lieutenant Colonel Thienrath Vichiensan replaces him as the Chairman of the Audit Committee. • In July, Khun Patcharada Juthapratheep resigned from the position of Vice President - Accounting & Finance Division and was re-appointed as Vice President - Office of the Secretary to the Board of Director and the company appointed Khun Suwit Wannasirisook as her replacement. • In July, issue and sell debenture amounting 260.5 million baht. • In August, Khun Kittiphat Chollavudhi resigned from the position of Chief Executive Officer (CEO), a director, Managing Director and a director in all subsidiaries. The company then appointed General Chaowarit Prapajit as acting CEO and appointed Khun Suwit Wannasirisook to assume the position of company director, Managing Director and directors of subsidiaries in place of Khun Kittiphat Chollavudhi

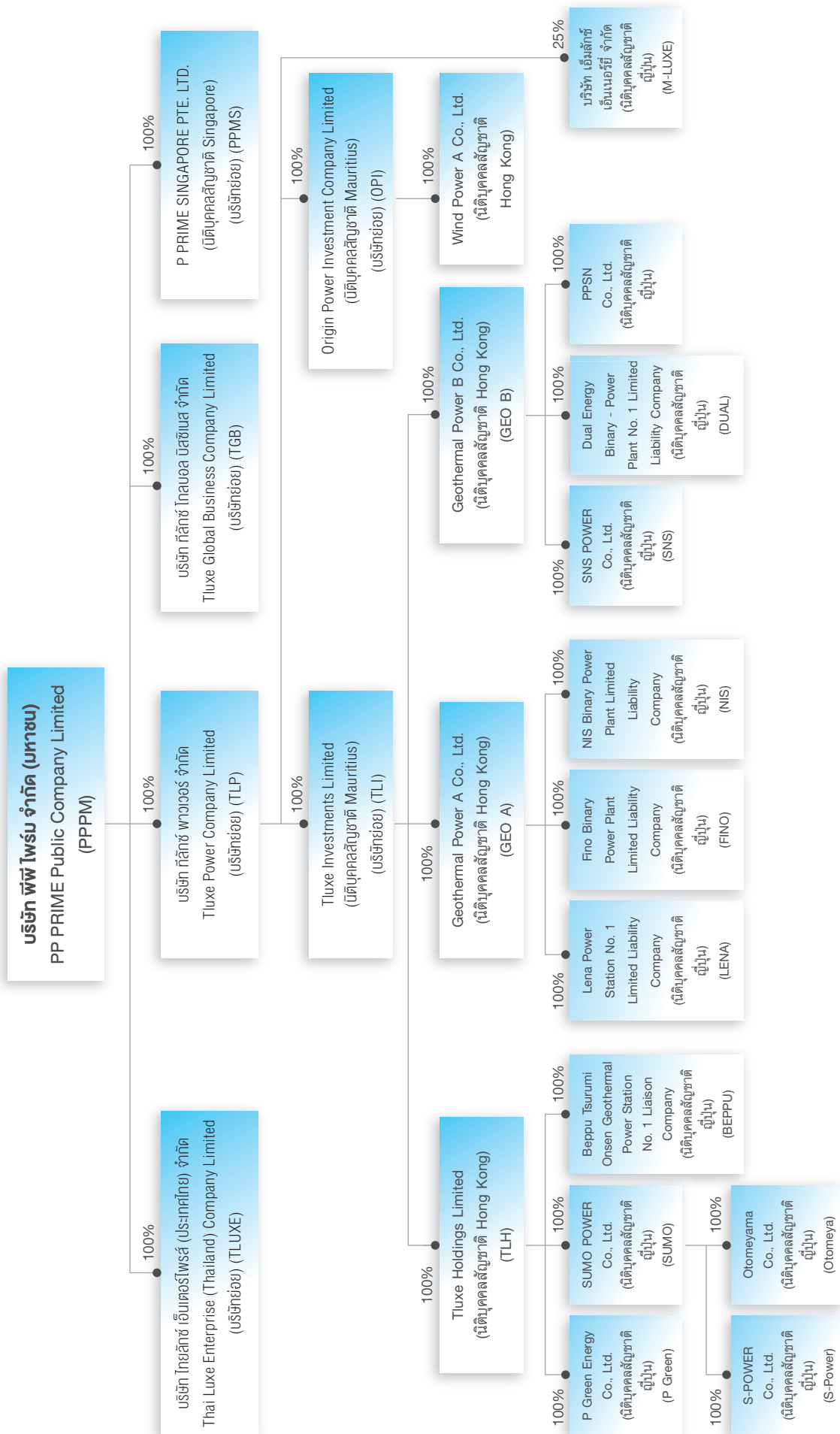
Year	Important changes and development
	<ul style="list-style-type: none"> • In August, the company enter into share purchase agreement and control authority in Fino Binary Power Plant Limited Liability Company (FINO) (Japanese juristic entity) which operates 2 geothermal electricity generating plants. • In September 2017 the company enter into share purchase agreement and control authority in 4 companies as follow <ul style="list-style-type: none"> - Beppu Tsurumi Onsen Geothermal Power Station No. 1 Liaison Company (BEPPU) (Japanese juristic entity) which operates 2 geothermal electricity generating plants. - NIS Binary Power Plant Limited Liability Company (NIS) (Japanese juristic entity) which operates 2 geothermal electricity generating plants. - Dual Energy Binary - Power Plant No. 1 Limited Liability Company (DUAL) (Japanese juristic entity).which operates 2 geothermal electricity generating plants. - Lena Power Station No. 1 Limited Liability Company (LENA) (Japanese juristic entity) which operates 2 geothermal electricity generating plants. • In September, General Chaowarit Prapajit resigned from his position as deputy Chairman of the Board but retained his directorship position. Also appointed DR. Pongrak Jindasombatcharoen to the deputy Chairman of the Board position and appointed General Chaowarit Prapajit as the company's CEO. • In October, invested in P Green Energy Co., Ltd. (a Japanese juristic entity established in Japan). • In November, repaid principal of a debenture totaling 500 million baht (not include interest) (please refer to the issuance and offering of debenture on 18 February 2016 of 500 million baht). • In December, approved to invest in 9 geothermal electricity generating projects at Beppu, Oita Province, Japan.
2018	<ul style="list-style-type: none"> • In January, 20 projects were invested in wind power plants in Aomori, Japan. • In March, established Origin Power Investment Company Limited by Tluxe Power Company Limited (a subsidiary company) holding 100% of the registered capital. To arrange tax structure for investment in wind power plant projects • In May <ul style="list-style-type: none"> - Resolved to approve the distribution of geothermal power plants for 15 projects - Joint investment in real estate projects in Vietnam with Rich Partners Company Limited under the project named "Riverside Project" - Repayment of debentures with interest of 386.2 million baht • In June, Mr. Pongrak Jindasombatchareon Resigned from the position of Vice Chairman of the Board of Directors, Chairman of the Executive Committee and Chairman of the Investment Committee And other sub-committees By appointing General Chaowarit Prapajit to be the Vice Chairman of the Board of Directors, Chairman of the Investment Committee instead • In July <ul style="list-style-type: none"> - The shareholders' meeting resolved to transfer some business (Partial Business Tranfer: PBT) in the business of animal feed production to a newly established subsidiary (Thai Luxe Enterprises (Thailand) Company Limited)

Year	Important changes and development
	<ul style="list-style-type: none"> - The shareholders' meeting resolved to issue and allocate the warrants to purchase the newly issued ordinary shares of the Company to the existing shareholders of the Company. According to the shareholding proportion at the rate of 4 to 1, amount not exceeding 140,762,672 baht - The shareholders' meeting resolved to issue and offer and allocate Newly issued convertible debentures and granting the right to convert into ordinary shares of the Company to private persons (Private Placement) which are major investors and / or institutional investors With the offering value not exceeding 980,000,000 baht - The shareholders' meeting resolved to reduce the registered capital of the company to 563,050,687 baht - The shareholders' meeting resolved to increase the registered capital of the company to 843,813,359.baht. • In August, Mr. Nasu Chunsom took up the position of Director, Executive Director, Chief Executive Officer (Joint), Investment Committee. • In September <ul style="list-style-type: none"> - Mr. Suwit Wannasirisook resigned from the position of Director, Executive Director, Director of all subsidiaries and Chief Finance Officer By appointing Ms. Nasu Chunsom as the Chief Finance Officer - Change the company name from the former Thai Luxe Enterprises Public Company Limited to change to PP Prime Public Company Limited, change the symbol abbreviation, change the logo and the company's seal To comply with changing the company name - Thai Luxe Enterprises (Thailand) Company Limited is registered as a Thai legal entity. Which the company holds 100% of the registered capital, registered capital of 1,000,000 baht (which is a subsidiary of the company To accept the transfer of part of the business of the company
2019	<ul style="list-style-type: none"> • In January <ul style="list-style-type: none"> - Mr. Nasu Chunsom resigned as Chief Finance Officer, Director, Executive Committee and Director All subsidiaries and the finance and accounting director - Issuing and offering debentures in the amount of 207.6 million baht • In June <ul style="list-style-type: none"> - The shareholders' meeting has a resolution to allocate new ordinary shares of the Company to the existing shareholders of the company according to the proportion of shareholding in the ratio of 2: 1, not exceeding 281,525,344 baht - The shareholders' meeting has a resolution to issue and offer warrants to purchase the ordinary shares of the company, version 4, to the existing shareholders of the company. According to the proportion of shareholding in the ratio of 3 to 1, not exceeding 281,525,344 baht - The shareholders' meeting resolved to reduce the registered capital of the company to 563,050,687.- baht - The shareholders' meeting resolved to increase the registered capital of the company to 1,126,101,375.- baht

Year	Important changes and development
	<ul style="list-style-type: none"> • In July <ul style="list-style-type: none"> - Mr. Suthee Tantiwanichanon take the position of Chief Finance Officer, Director, Executive Committee, - Mr. Suthee Tantiwanichanon Resigned from the position of Accounting and Finance Director, Director, Executive Committee, - Approved the cancellation of investment in a real estate project in Vietnam with Rich Partners Company Limited in the project called “Riverside Project” - Has approved the setting up of the Nomination and Remuneration Committee • In August <ul style="list-style-type: none"> - Paid of Baht 134 million of debentures - A.C.M. Pitthaporn Glinfueng resigned from the position of Chairman of the Board of Directors. By appointing Mr. Parin Chanuntranont to be the Chairman of the Board of Directors instead - GEN Chaowarit Prapajit resigned Vice Chairman of the Board of Directors, Chairman of Executive Committee, Chief Executive Officer. By appointing Mr. Waroon Atthakorn to replace the position - Mrs. Natee Chuansanit resigned from the position of Audit Committee by appointing Mr. Boonjing Cholviroj to be the member of the Audit Committee instead - Mr. Theera kitjarurat Take position as a director, executive committee - Mr. Praween Deekajonedej took position Executive Committee, Chief Finance Officer and directors in subsidiaries • In September <ul style="list-style-type: none"> - Resolution canceling the investment committee - Hold the bondholders’ meeting, version TLuxe198A, on 2 September 2019 to revise the terms and conditions to extend the term of the debentures from the original due on 2 August 2019 to 2 July 2020. • In November <ul style="list-style-type: none"> - Hold a meeting of bondholders of model TLuxe205A on 12 November 2019 to amend the terms and conditions for using TLuxe Power shares as additional collateral.
2020	<ul style="list-style-type: none"> • In February <ul style="list-style-type: none"> - Ms. Namkang Phungthong takes position as Chairman of the Board of Directors - Has passed a resolution approving the establishment of a foreign investment committee. - Hold TLUXE205A bondholders meeting on February 27, 2020 to amend the terms and conditions to extend the maturity period of the debentures from the original maturity date of May 8, 2020 to the maturity of 8 May 2021, with a partial redemption of 15% (30 million Baht) and request to redeem 18,900,200 shares of Star Universal Network Public Company Limited for sale and payment of debentures (as of December 31, 2020, the company has not redeemed Star shares for sale) and amend the terms. Rights by requesting exemption of conditions for maintaining debt to equity ratio.

Year	Important changes and development
	<ul style="list-style-type: none"> - Hold TLUXE198A bondholders meeting on February 27, 2020 to amend the terms and conditions to extend the maturity period of the debentures from the original maturity date 2 July 2020 to the maturity 2 July 2021 with a partial redemption of 20% (63.9 million baht) - Hold a bondholders meeting, model PPPM213A, on February 28, 2020 to amend the terms of the right to maintain the debt to equity ratio from 3: 1 to 7:1. • In March <ul style="list-style-type: none"> - Hold a meeting of bondholders, model TLUXE198A on March 24, 2020 to amend the terms of the right to maintain the debt to equity ratio from 3: 1 to 7:1. • In June <ul style="list-style-type: none"> - The shareholders' meeting resolved to reduce the Company's registered capital to 916,901,123. baht - Hold TLUXE205A bondholders meeting on June 9, 2020 to redeem land with buildings and vacant land. At Samut Songkhram Province and shares of Tluxe Power Company Limited from being collateral and bringing machines to Songkhla Come as collateral instead • In July <ul style="list-style-type: none"> - Mr. Waroon Atthakorn resigned from the position of Director, Chief Executive Officer, Chief Executive Officer and directors of all subsidiaries - Mr. Boonjing Cholwiroj resigned from the position of Audit Committee - M.L. Phanpiengduean Sungkahaphong as Director, Chairman of Executive Committee, Chief Executive Officer, Foreign Investment Supervisory Committee And Director of the Subsidiary - Lt.Gen. Krisana Waropas assumed the position of Audit Committee.

Business Structure



Nature of Business

Income Structure

Income	2018		2019		2020	
	Million Baht	%	Million Baht	%	Million Baht	%
Income from the sale of animal feed	1,984.35	93.44%	2,047.89	95.99%	1,642.34	76.98%
Income from the sale of frozen food	-	-	-	-	-	-
Income from farming	-	-	-	-	-	-
Income from electricity sale	76.63	3.61%	71.27	3.34%	21.42	1.00%
Others	-	-	0.26	0.01%	0.08	0.00%
Total income from sales	2,060.98	97.15%	2,119.42	99.34%	1,663.84	77.99%
Received Interest income	8.74	0.41%	1.75	0.08%	1.90	0.09%
Gain on investment in securities	1.60	0.08%	-	-	-	-
Gain on disposal of investment in subsidiaries	4.53	0.21%	0.21	0.01%	1.75	0.08%
Gain on disposal of investment in joint ventures	-	-	-	-	-	-
Other income	-	-	-	-	-	-
Total income	47.72	2.25%	12.08	0.57%	33.59	1.57%
Total income from sales	2,123.57	100.00%	2,133.46	100.00%	1,701.08	79.73%

Product Description or Service

- FOOD**

Animal Feed Business

Animal feed business is divided into 2 main parts: production line of shrimp feed, production lines of fish feed and pet feed. Currently, the factory is located in Phetchaburi province. It is a fully integrated factory, starting from raw material procurement, manufacturing and distribution with a shrimp feed production capacity of 80,400 tons per year, with fish and pet feed production capacity of 61,000 tons per year. Each production line is composed of shrimp feed production, fish feed production and pet feed production. The Company classifies the production lines according to its own products, including the storage of raw materials separately. This is to maximize the efficiency in the production and storage of raw materials for each product. Other management functions are centralized in many areas such as sale and marketing, procurement, quality assurance departments, etc.

Animal feeds are produced in the granular form from the agricultural products such as fish meal, wheat flour and soybean meal, etc. and they are produced by controlling the recipes and the production in every step are performed by modern machinery to obtain the equal quality of animal feed within the specified standards.

The Company has a research and aquaculture development center at Samut Songkhram province to increase the capacity of research and development of aquaculture products and to response with the change in food technology all the time together with the development of food recipe for aquatic animals

to allow a high growth rate per day (ADG) and low feed conversion ratio (FCR) (FCR is the efficient rate to feed in low quantity but obtaining the better weight of fish).

The Company has set up a new animal feed factory in Songkhla province and it has begun to produce and sell animal feed since the second quarter of the year 2015 with a shrimp feed production capacity of 60,000 tons per year and a fish feed production capacity of 72,000 tons per year, which begins the production of food to support the market expansion in the southern part and Malaysia.

Capacity Management

The Company has two production factories for animal feed at Phetchaburi province and Songkhla province. The production plan is to support the production order capacity and response the needs of market continuously to avoid the over-capacity or under-capacity and to manage the increase or decrease orders to be consistent and suitable with current production capacity.

Animal feed products are divided into

- 1) Shrimp feed products are 3 types:
 1. Black Tiger Shrimp under the brand name “Thai Luxe Gold Thai Luxe Lucky Speed”
 2. Vannamai White Shrimp under the brand name “Vanna Thailuxe Work”
 3. Supplementary Shrimp Feed under the brand name “Thai Luxe Pro Choice”
- 2) Fish feed products are available in 6 types and 1 type of frog feed which are:
 1. Catfish Feed under the brand name “Thai Luxe, Lucky Work Speed and Pro Choice”
 2. Tilapia Feed under the brand name “Thai Speedway and Speedway”
 3. Herbivore Fish Feed under the brand name “Thai lux and work”
 4. Sea Bass Feed under the brand name “Thai Luxe”
 5. Trichogaster pectoralis Fish Feed under the brand name “Thai Luxe”
 6. Frog Feed under the brand name “Thai Luxe”
- 3) Pet Feed Products that are made by order such as dog feed, cat feed, beautiful fish feed and bird feed.

• **FARM**

Aquaculture for Research and Product Development

The concept of aquaculture is focused on research and development of good products by adopting various technologies and technologies to find out how to prevent plague in aquatic animals. This can be achieved by focusing on Biotechnology farming and avoiding the use of drugs and chemicals for sustainable aquaculture including the contamination protection system of various pathogens and the vectors that cause the contamination of pathogen and damage to the production of Bio-security. This will be a sample farm for interested farmers.

At present, there are areas for aquaculture. By improving of the Company’s aquaculture farms at Tambon Khlong Khon, Samut Songkhram Province on the area more than 240 Rai, the area is used for aquaculture for research and development of the Company’s total of about 72 acres to develop farming systems and international standards in order to meet the demand for fish consumption for health today under the good and effective farm management.

Investment encouragement

PP Prime Public Company Limited (formerly Thai Luxe Enterprises Public Company Limited) is granted by tax privileges under the Investment Promotion Act with the approval of the Board of Investment under the promotion certificate as follows: Certificate No. 2091 (2) / 2011 on August 31, 2011 for the production and distribution of aquatic animal feed under some terms and conditions. The privileges include the exemption from personal income tax. The net profit from the promoted business for a period of 8 years started from the date of commencement of business operation (June 1, 2012). The excess value of personal income tax that is exempted shall not more than the value of investment excluding land property and working capital. The reduction of import duty for machines is approved by the board and the exemption of income tax for dividends paid to shareholders. This is paid from the profits of the promoted business throughout the period of exemption from corporate income tax.

In addition, the Company has received the promotional privileges from the Board of Investment No. 1856 (2) / 2013 on June 19, 2013 and the promotional certificates No. 1131 (2) / 2015 on February 4, 2015 for the production and distribution of aquatic animal feed under the specific terms and conditions including the exemption of corporate income tax for the net gain from promoted businesses for a period of 8 years starting from the date of commencement of the business (For Certificate No. 1856 (2) / 2013 No income and for Certificate No. 1131 (2) / 2015 will commence on April 30, 2015). The exempted corporate income tax amount shall not exceed the value of investment excluding land property and working capital. The reduction of import duty for machines is approved by the board and the exemption of income tax for dividends is paid to shareholders. This is paid from the profits of the promoted business during the period of exemption from corporate income tax and is allowed to be deducted by the investment in the installation or 25% of the investment, in addition to normal depreciation.

- **FUTURE**

Geothermal Power Plant Business

As mentioned above, the company considered investment in geothermal energy business in Japan. Has an investment structure that can receive benefits under the Double Tax Convention. The investment in the geothermal power plant (FUTURE) enables the company to establish TLUXE POWER in Thailand. To conduct energy business and structuring for TLUXE POWER to hold shares in Tluxe Investment Company Limited (a subsidiary) 3 companies, namely Tluxe Holding Company Limited (subsidiary), "TLUXE HOLDING", Geothermal Power A Company Limited (subsidiary) "GEO A" and Geothermal Power B Company Limited (subsidiary) "GEO B" (Hong Kong nationality entity) to hold shares in Companies that operate power plants, geothermal in Japan.

After conducting a geothermal power plant, the company foresees the business opportunity for joint development of land in Beppu, Oita Prefecture in Japan for offering to those interested in the geothermal power plant, therefore, jointly invested with Setouchi Natural Energy Company Limited (Setouchi), which owns the said area. Establishment of a new entity named M-LUXE ENERGY Co., Ltd ("M-LUXE") with a subsidiary in Japan named PPSN holding 25% of shares and Setouchi holding 75% of the registered capital of 10 million yen and the Company has paid an investment of approximately 8 plots of land amounting to 200 million yen in the form of loans and carries interest at a rate of 3 percent per annum which is determined from the cost of the company's investment at that time and compared with the loan interest of financial institutions in Japan. At present, the new shareholding structure has been established, with Tluxe Power Company Limited ("TLP") holding shares in the same ratio as PPSN Company Limited (PPSN).

Real Estate Business (In Vietnam)

The company (or its subsidiary) joins with Rich Partners Co., Ltd (“Rich Partners”), a company established under the laws of the country Japanese (Or subsidiary of Rich Partners) in mixed use projects under the name project Riverside or Riverside Tower (“Riverside Project”) is located in Danang, Vietnam. The project is developed under Project owner company named Sun Frontier Investment Company Limited or Sun Frontier Investment Co., Ltd. (“Sun Frontier Investment”), which is a company established under the laws of Vietnam And for tax benefits. On 21 August 2018, the Company established a subsidiary of the Company. In Singapore under the name P PRIME SINGAPORE PTE. LTD. Which the company holds 100 percent of shares in that company to enter the Riverside investment project With the subsidiary of Rich Partners in Singapore and on July 30, 2019, The Board of Directors Meeting No. 15/2019 has resolved to cancel the investment. Due to the project development is delayed than agreed In addition, the cost of developing the said project is higher.

Marketing and Competition

The characteristics of company’s customers and distribution channels can be classified into the following categories: Aquaculture and geothermal energy business. The details are as follows.

Aquatic Feed Business

1) Customer characteristics

Currently, the group of customers is domestic, focusing on aquaculture farmers and distributors of the Company in each province. The proportion is as follows.

The Company’s main target customers are composed of 2 groups:

1. 70% of sales agents in each province
2. 30% of aquaculture farmers

2) Distribution channels

The Company sells products through distributors and other animal feed companies which are distributed all over the country (dealers) and sold directly to farmers who own the farms or farmers who group as clubs or co-operatives. However, all distribution will be made through the following offices and distribution agents of the Company.

The Company has 4 offices and 3 distribution channels of aquaculture animals as follows:

1. Head Office
69/5 Moo 5, Rama 2 Road (Km 71), Tambon Bang Khanan, Amphoe Mueang, Samut Songkhram Province 75000
2. Petchaburi Office and production factory
62 Moo 2, U-Tapao Road, Nong Chumphon, Khao Yoi, Phetchaburi 76140
3. Songkhla Office and production factory
4 Moo 13, Petchkasem Rd., Km 1232, Bang Rieng, Khuan Niang, Songkhla 90220
4. Bangkok Office
486 People Park, E1 Building 3rd Floor, On Nut Road, On Nut, Suan Luang, Bangkok 10250
5. Distribution center for 2 unit and distribution centers 1 units

East Southern Gulf of Thailand Southern Andaman Coast	1. Distribution Center Chantaburi province 2. Distribution Center Surat Thani province 3. Distribution Dealer in Takua Pa (Phang Nga)
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3) **Marketing Strategy of aquaculture products**

Marketing Strategy of shrimp feed products.

Market leaders of shrimp feed products are about 2-3 companies with a market share of 35-40% (based on MD and FMD data, Department of Fisheries, 2017), followed by medium-sized companies with 5-6 companies. Market share is between 4-8% with a combined share of approximately 30% -35% of total shrimp feed sales.

The Company is medium-sized. In addition, there are small companies since the market leader monopolizes the market by adopting a quality breed strategy followed by the use of monopoly company feed. Farmers have no choice because they want their breeds to grow fast. This is very much accepted by the farmers. As a result, the market for this type of business is highly competitive. Therefore, the shrimp sales department has set up a comprehensive marketing strategy, allowing the customers are partners with the Company such as white shrimp and black tiger shrimp, quality of food, quality and export markets.

Marketing strategy for fish feed products

The market leaders of fish feed products are 4 companies with a combined market share of 45-50% of total fish feed sales. Secondly, medium-sized companies are between 6 and 7 percent of the total market share, accounting for 25-30 percent of total fish feed sales. Small companies or OEMs have a combined market share of around 25-30% of total fish feed sales. Information from the Agricultural Information Development Board (in September, 2017).

The Company is located in a medium-sized company since the market leader has a strategy by offering price insurance to insure fish prices at the farms for farmers. It is popular with farmers because they reduce their risks of fish price reduction. Therefore, the fish sales department has set up a comprehensive marketing strategy, allowing the customers are partners with the Company such as quality fish breed, quality feed and markets definitely buy the products.

The Company mainly focuses on the quality of its products and services. Customers can be assured that the Company's products contain ingredients, property, and nutrition according to the product label. Although occasionally the raw material price is increased, the Company still focuses on producing products to provide farmers with quality products suitable for aquaculture. Although, the price of feed cannot be adjusted and animal feed is a commodity that the price must be controlled by the Department of Internal Trade. As for the delivery service to customers, the Company focuses on the freshness and the new products by increasing the direct delivery from the factory to the customer and also having agents/ distribution centers to support the customers for three locations throughout the country to handle the customers more thoroughly and more convenient.

It also focuses on the production of quality products and standards according to the Company policy, manufactured by efficient machines and advanced production technology as well as the product inspection in every step. This allows the Company's products to be certified for world-class quality.

Geothermal power plant business

The geothermal power plant business that the Company invests is the energy business, which is the basis of today's world. When performing according to the legal process, the Company will receive an electricity sale contract with a large-scale private electricity buyer in Japan with a price of 40 yen per kilowatt (The price is not included for Tax) for 15 years (starting from the date distributing to the COD). After expiry date, the price will be reduced by the notification of Ministry of Economy, Trade and Industry (METI) at that time. Therefore, the Company does not need to perform any marketing strategy or competition because it is a monopoly power contract under METI's policy.

The Company has seen an opportunity to generate revenue and diversify the risk of business. The Company has invested in such renewable energy plants.

As for the development of land with facility to be ready to sell to the interested investors of geothermal power plant business of the M-LUXE project, It is a joint venture with Setouchi Natural Energy Company Limited (Setouchi) specialized in this business and they sets up an corporate called M-LUXE Company Limited ("Japanese Company"), where PPSN company limited holds 25% and Yi Co., Ltd. holds 75% of the registered capital of 10 million yen. The Mlux Energy Company Limited is an associate of the Company. The project has specific customers who are interested in the geothermal power plant business.

In the year 2018, the Board of Directors meeting approved the Company Distribution of 15 geothermal energy projects ("Power Plant Project") with a purchase price of 320 million yen per project or approximately 91.71 million baht per project, representing a total value Total not less than 4,800 million yen or 1,375.69 million baht. The company received a deposit of 200 million yen and in April 2019 the company received an additional 400 million yen deposit until the end of the year 2019. The company had not yet received money from the sale of the remaining power plants. The delay caused the meeting of the Board of Directors No. 22/2019 on December 23, 2019, resolved to send a letter notifying Beppu Forest Power., Ltd. to pay the remaining amount of 4.200 million yen to the company within January 31, 2020, if Beppu Forest Power., Ltd ignores the remaining payment The company has the right to cancel the contract and confiscate the entire deposit of 600 million yen, as well as hasten to find other investors to continue.

Industry Trend

Aquatic feed business

Shrimp feed market and its Trend

Shrimp situation in Thailand during the first 6 months of 2020 (White shrimp vannamei And black tiger shrimp) from traditional culture The total output is 130,636.92 tons, consisting of 116,779.35 tons of fish shrimp produced from the aquaculture report (MD: Movement Document), or approximately 89.39% of the marine shrimp production. Development The yield was 109,693.96 tons of white shrimp (93.93%) and white shrimp 7,085.39 tons (6.07%), compared with the same period of the previous year. Seafood shrimp yields in MD systems fell 4.50%, with white shrimp production increasing 4.85% while black tiger prawns increased 1.34%. The 2020 MD-traded shrimp yields 13,857.57 tonnes, or 10.61% of the output. Total production was 130,636.92 tons, of which the total production was 10.71% lower compared to 2019, the overall 2020 shrimp yield forecast was 270,000 tons, down from the 2019 shrimp yield at approximately 290,000 tons. This was due to a decrease of 7% over the previous year (36% from the lower South, 32% from the upper South, 21% from the East and

11% from the central region). Epidemic story Outbreak of red and white dandelion disease in shrimp farming areas in the central and eastern regions And the symptoms of white disease, especially in the Andaman side, including EMS, farmers faced the problem of slow-growing shrimp. EHP infection as a result of the epidemic caused the product to not meet expectations. Many farmers have adjusted their farming style, such as adjusting to a small pond. PE use for paving the pond And release a thinner density To reduce the risk of pandemic diseases And the red and white virus Regarding the uncertainty about the COVID-19 situation With the declaration of an emergency decree hinder transportation and exports. Affect the market In terms of global shrimp production is expected to be around 3.3 million tonnes, down 3% as the major shrimp producing countries have decreased in almost every country except Ecuador which has increased production. And the expected price situation in 2021 to produce 310,000 tons or increase 15 percent.

Vannamai white shrimp prices at the Thai market, shrimp of all sizes are still declining. From the previous year in the same period However It can be seen that the shrimp prices at the beginning of the year are low due to the COVID-19 outbreak. This affected the demand for shrimp in the market. For the months of May - June. Shrimp prices began to rise as a result of consumer demand in retail stores. Businesses (supermarkets and online) have increased, while restaurants continue to be affected by the outbreak.

Shrimp exports in 2020 (Jan. - Jun.) Marine shrimp exports (Not including lobster Thai lobster and shrimp paste) export volume 70,045.69 tons, worth 20,370.97 million baht, compared to the same period of 2019, the export volume and value decreased by 60.31% and 60.61%, respectively. Shrimp and shrimp products are the United States, Japan, China, South Korea and ASEAN, with a share of export value of 27.83%, 23.30, 16.17, 4.58 and 4.95, respectively. COVID-19 outbreak This caused a state of emergency declaration in many countries. It is an obstacle to transportation and exports. Global producers have shrimp volumes. Which is prepared to export residues in large quantities Ready to be sold at a low price as a result, shrimp prices in the world market weaken.

Fish feed market and its industry trend

Production situation information Tilapia production from preliminary aquaculture in 2020 amounted to 205,971 tons, land area 437,811 rai, average yield per rai 471 kilograms compared to 2019, found that the yield decreased by 3.7 percent, farmed area decreased by 1.8 percent and average yield per rai decreased. 1.9 percent. Tilapia production in 2020 decreased due to Drought situation As a result, the amount of water in dams and natural water sources is insufficient for rearing. Causing farmers to delay farming Reduce the farming cycle Or reduce the rate of release of the offspring As a result, the overall productivity of the country decreases. Tilapia production in 2021 is expected to be 210,419 tons, a 2.2 percent increase from 2020 due to sufficient water supply for the yearly production. The amount of rain that falls thoroughly in every area, together with the price in front of the farm that Sales of agriculture has risen. Encourage farmers to start raising again. After the pond Or reduce the farming cycle Due to the drought in 2020, farmers have nursed large-sized fish before releasing them to the pond to increase their survival rate. Including increasing the rate of release of offspring As a result, yields per rai and tilapia production in 2021 have increased compared to 2020. The price situation that farmers can sell in front of the farm Price of tilapia that farmers can sell in front of farms in the central region In 2020, small sizes 26.03 baht / kg, medium sizes 35.74 baht / kg and large sizes 44.69 baht / kg, with small and medium sizes declined 3.8 and 3.0 percent, respectively, while large sizes increased. 5.8 percent compared to 2019 Due to the situation of the COVID-19 epidemic The first wave in the country As a result, traders reduce the trading volume. A large amount of tilapia remains on farms, including those that farmers plan to produce for sale during the Songkran festival when the government postpones the holidays during the festival. Inevitably affects farmers Later, when the government began to release measures for relief, restaurants and fresh markets

were able to operate normally. Productivity began to come to the market more and more. Resulting in the price of tilapia started Decreased both small and medium. Big exception Which is the size that the market is in high demand After that born The situation of the COVID-19 epidemic In the second round of the country at the end of the year, the demand for tilapia decreased, resulting in a drop in prices.

The export volume of tilapia fish and products of Thailand in 2020 amounted to 5,572.9 tons, representing a value of 194.9 million baht, both in volume and in value, decreasing by 42.6% and 42.7%, respectively compared to 2019. The most exported form of tilapia is frozen whole tilapia. Accounting for 67.3% of export value The following were chilled fresh fish 19.4%, frozen fish 6.9%, live fish 6.3%, and chilled tilapia 0.1% (Table 5 and Figure 5), with the main markets being the Middle East 31.5%, the ASEAN group 26.1%. United States 20.0%, EU group 11.6%, British 3.9% and others 6.9% (Figure 6). Thai tilapia exports declined. Due to the situation of the COVID-19 epidemic That happened to many main importing countries Together with the baht appreciation This affects the competitiveness of Thai exports. Challenging the price of Thai tilapia higher when compared to Competing country Therefore, Thailand should look for additional new markets such as ASEAN markets. And a promising market Increase the consumption of tilapia such as Mexico, Saudi Arabia, Canada, Cote d'Ivoire and Russia, etc.

Pet food market

Pet Food Industry Overview Over the past 10 years, the pet food industry has grown an average of 10% every year. This growth comes from more Thai people raising their pets. This growth comes from the Thai people are more popular with pets. Pet food is another type of product that the market still needs and grows well. Even in the situation of the coronavirus outbreak. Because pets are consumed on a regular basis In addition, the sitter cares about the importance of pets as family members. Causing a spare pet food to be purchased Like other essential products, it is in line with Thailand's pet food export statistics in the first quarter of 2020 (January - March 2020) with an export value of 466.5 million US dollars. Compared with the same period of 2019, it was found to expand by more than 10 percent, while exports to major trading partners expanded satisfactorily, such as India, 52 percent, export value of 19 million USD, the United States expanded. 19 percent, export value of US \$ 104 million, ASEAN expansion of 13 percent, export value of USD 111 million. And Australia Growth of 9 percent, export value of US \$ 22.5 million. The main export product in this group is food for dogs and cats. With the largest percentage of exports at 81%, the demand for pet food is still rising despite the crisis. This gives Thai entrepreneurs the opportunity to expand their exports. Especially in the trading partner market in which Thailand has a free trade agreement.

"COVID-19" is a major turning point in which many people spend more time at home, more loneliness, and making pets one of the options for curing loneliness. It is expected that the value of 2021 has increased by 15%, valued at 40,000 million baht. The company continues to accept production orders. In the form of production (OEM) which can support the production volume Can get both factories in Phetchaburi Province And factory in Songkhla The trend of the pet business continues to grow in line with the behavior of people in society. That tend to change to raise more pets.

Geothermal power plant business

In year 2011, there are earthquake and tsunami in Japan. As a result, the nuclear power plant explodes and there is a leakage of over-regulated radiation. The Japanese government must evacuate all citizens from the surrounding areas of the power plant. The Government of Japan has a policy to support the use of renewable energy as a clean energy more. In year 2012, the Japanese parliament passed a law on special measures for

the procurement of electricity from renewable sources by electricity producers (Act on Special Measures Concerning Procurement of Electricity from Renewable Energy by Electricity Utilities). The purpose is to promote the use of renewable energy sources. This is an important factor in producing stable and appropriate energy for the economy and social environment in Japan and in the world. It also reduces the environmental costs that are rising from the production of energy. Here, renewable energy sources under this law cover the solar, wind, hydropower, geothermal and biomass energies. By this law, once electricity is produced from renewable energy sources by power generation equipment and production methods approved by Ministry of Economy, Trade and Industry (METI) as specified suppliers. These power producers can make a contract for Power Purchase Agreement (PPA) and request a connection to the electrical distribution system of the manufacturer using the PPA of METI called “Feed-In Tariff”. The power producer is obliged to enter into a contract with the specific power producers based on a fixed electricity tariff and it is a long-term contract with the government as a guarantor. From July 2012 onwards, many domestic and foreign renewable energy producers have entered into the market of electricity from renewable sources since the Japanese government has set a relatively high electricity purchase rate, such as the purchase price of electricity at 40 yen per kilowatt-hour (Excluding VAT) for geothermal power producers that are smaller than 15 megawatts.

In year 2012, METI stated in the document “Feed-In Tariff Scheme in Japan” that Japan has the world’s third largest of geothermal energy resource for 20,540 MW which is less than Indonesia at 27,791 MW and USA at 23,000 MW. However, Japan uses only 10% of its energy resources because it has installed geothermal power only 0.54 million kilowatts. Japan has much more potential to generate electricity from geothermal energy.

From the website of Asia Biomass Office of New Energy Foundation of Japan, geothermal power generation from hot springs requires knowledge of local geological conditions. It takes at least 10 years to explore the right resources, Environmental Impact Assessment and the construction of the power plant. Therefore, the electricity from the hot springs which is already used can save the budget and it can be started in a much shorter time.

Because the temperature of the hot springs is below 100 degrees Celsius, the steam cannot be used directly for turbine rotation compared to geothermal power plants with higher temperatures. Hot spring power plants require a two-cycle generator or “Binary Power Generation” by passing hot water into a heat exchanger to heat the second liquid with a low boiling point such as ammonia, freon, isobutaneisopentane, etc., which then becomes vapor and then enters the turbine and returns to the new heat exchanger. As for the hot water, after transferring heat to the second liquid, it will condense and be injected back into the energy source”

Asia Biomass Office also compares electricity production from solar power that the construction is widespread in Japan with the electricity from the hot springs. It is found that the use of solar energy is at a rate of 12%, while the use of heat from the hot spring is about 70%, so it is the more stable electricity generator.

The Company will receive a power purchase agreement with a major private power producer in Japan for 40 yen per kilowatt (Excluding VAT) for 15 years. After the expiry date of contract, the price will be reduced by the Ministry of Economy, Trade and industry, or the Ministry of Economy, Trade and Industry (METI) at that time.

Procurement of Products or Services

The Company has two manufacturing factories located at

- The Petchaburi factory No. 62 Moo 2, U-Tapao Road, Nong Chumphon Sub-district, Khao Yoi District, Phetchaburi 76140 Tel. 0-3289-9881-4 Fax. 0-3289-9985 is a shrimp feed factory with a capacity of 80,400 tons per year and the fish and pet feed factory with a capacity of 61,000 tons per year.

- The Songkhla factory No. 98 Moo 13, Petchakasem Road, Km 1232, Bang Rieng, Khuan Niang, Songkhla 90220 Tel: 074-890-765-7 Fax: 074-890-769 has a capacity of fish and livestock feed at 72,000 tons per year and shrimp feed at 60,000 tons per year (shrimp feed will be commenced in year 2017).

The Company has set the production policy for the factories as follows:

1. Produce quality products and meet the needs of customers.
2. Maintain production standards and quality in accordance with the quality policy of the Company.
3. Selection of new and good quality raw materials to produce fresh products.
4. Use advanced technology to develop production systems.
5. Reduce the amount of loss in the production process to the minimum.
6. Use the full capacity of machine.
7. Compliance with ISO 9001: 2008, ISO 14001: 2004, HACCP, GMP and ISO / IEC 17025: 2005 and BAP.

Summary table of production capacity and quantity of aquatic animal feed production from years 2018 to 2020

- **Phetchaburi Factory**

Shrimp feed

	2018	2019	2020
Shrimp feed production capacity (Ton)	39,600	39,600	39,600
Actual Production (Ton)	23,775	23,704	19,132
Production capacity use (%)	29.57	59.86	48.31
Production capacity increase rate (%)	26.79	-0.30	-19.29

Fish and Pet feeds

	2018	2019	2020
Fish and Pet feed production capacity (Ton)	37,440	37,440	37,440
Actual Production (Ton)	35,991	34,377	29,819
Production capacity use (%)	59.00	91.82	79.64
Production capacity increase rate (%)	-6.21	-4.48	-13.26

Total Capacity Output of Phetchaburi Factory

	2018	2019	2020
Feed production capacity (Ton)	77,040	77,040	77,040
Actual Production (Ton)	59,766	58,081	48,950
Production capacity use (%)	42.27	75.39	63.54
Production capacity increase rate (%)	4.63	-2.82	-15.72

- **Songkhla Factory**

Shrimp feed

	2018	2019	2020
Shrimp feed production capacity (Ton)	60,000	60,000	60,000
Actual Production (Ton)	3,044	4,080	1,634
Production capacity use (%)	5.07	6.80	2.72
Production capacity increase rate (%)	100	34.03	-59.94

Fish and Pet feeds

	2018	2019	2020
Fish feed production capacity (Ton)	30,000	30,000	30,000
Actual Production (Ton)	14,197	15,119	11,560
Production capacity use (%)	19.72	50.40	38.53
Production capacity increase rate (%)	-8.00	6.49	-23.54

Total Capacity Output of Songkhla Factory

	2018	2019	2020
Feed production capacity (Ton)	90,000	90,000	90,000
Actual Production (Ton)	17,241	19,199	13,195
Production capacity use (%)	13.06	21.33	14.66
Production capacity increase rate (%)	11.73	11.36	-31.27

* Commenced in year 2015

As for capacity management, the Company has two feed factories in Phetchaburi and Songkhla provinces. The production plan is to support the production and meet the needs of the market continuously to avoid over-capacity or lower-capacity and manage to receive more or less orders consistent and suitable with current production capacity.

Reduction of the impact of production processes that may affect environment

In addition to emphasis on quality and manufacturing standards, the Company also pays attention to environmental maintenance very well. The factory of company complies with the requirements of factory inspection division and environment department, Ministry of industry all the time and strictly in the field of industrial waste treatment and natural wastewater treatment including other operations as follows:

1. Modify the operation such as opening raw material bags. Originally, the bags are cut in which they will become garbage. Now the bags are opened so that they can be reused.
2. Waste separation from the production process of hazardous waste (chemicals) to be disposed according to the standards of Department of Industrial Works to reduce environmental pollution.

3. The installation of Jet filters in the production process to prevent dust spread in the production process affecting the neighboring communities.
4. Installing the odor removal system by spraying water to absorb odors and pass it through the cooling system before release to outside.
5. Continuous process improvement to reduce the amount of energy used to warm the machines.
6. Installation of wind turbines in front of the Company to bring the wind energy replacing electricity consumption.
7. Installation of solar cells in wastewater treatment tank to produce electricity for aerator for wastewater treatment.
8. Installing the RO system to produce water for boiler use to reduce energy consumption and waste water drained out of boiler.
9. Aerated Lagoon wastewater treatment system for wastewater treatment from factory activities using water in sufficiency economy Park inside the factory and it will not leave to the communities.

In the past three years, the Company has complied with the factory inspection division and environment department, Ministry of industry according to the law. The Company does not receive any disputes or lawsuits in any matters about environment.

Raw material procurement

The main raw materials in aquatic animal production are fish meal which is an important source of protein in animal feed production. The ingredients are derived from trash fish, small fish or fish heads from the sea and the remains of a canned fish factory. The raw materials can be found in the country. Fish meal production is diverse in quality. Therefore, in fish meal trading, it is divided according to protein percentage in fish meal.

Wheat flour is produced from wheat pellets and processed to obtain wheat flour that meets the requirements of the user. Some imported from Turkey which is a major wheat producer of the world market.

For soybean meal, due to the inadequate productivity of domestic demand, raw materials must be imported from other countries such as Brazil, Argentina and USA.

Corn is an important crop for the livestock industry because of its high energy. The production volume of corn depends on season/harvest Raw materials can be found in the country.

Cassava in forms of chips and pellets where raw materials can be found in the country is a high carbohydrate plant and high-energy.

The raw materials for the production of the Company's products will come from both domestic and foreign. In the procurement of raw materials, the Company has a policy to buy sufficiently to meet the needs to keep the production continuously and gain the fresh raw materials including purchasing to meet the characteristics specified by the food regulator. The Company purchases both directly from the manufacturer and through a brokerage company to obtain a reasonable price compared to the overall market.

For the relationship with suppliers of raw materials, the Company will contact the supplier listed on the Company's lists approved that raw materials are acceptable in quality and standards. The Company will purchase with a company that offers the right price compared to the market price. For raw materials from

overseas, the Company will make contracts with manufacturers or distributors to set prices in advance for 3-6 months. This may be affected if the order is in the monsoon period. The goods will arrive late. The Company has prevented by storing the raw materials in the warehouse more than the normal consumption of about 25%

Geothermal power plant business

For geothermal power plant business, the excessive consumption of fossil fuels causes global warming and environmental pollution. People are turning their attention to renewable energy. This binary power system will use the heat that was left unused and utilize in efficient and cost-effective power generation.

The Company has geothermal power plant projects using binary power generation technology, for example, passing the heat from hot water or steam through heat exchanger and transferring the heat to coolant with low boiling point to become gas and turning the turbine into electricity. Coolant is used as a substance that is not toxic to the body even inhaled into the body. It is inert gas not flammable and no adverse effects on the ozone layer. It has a boiling point of 15 °C at 1 atmospheric pressure. When heated at 100 degrees Celsius, it becomes gas and it is used to spin the turbine for electricity generation. Therefore, the use of heat from geothermal power in the form of steam or hot water passing through the heat exchanger to heat the hot water in the system and heat the coolant to become a gas to turn the turbine of a binary power generator module. The obtained 125 kW electric power is applied to a 19 kW power plant and delivered 106 kW of power to the transmission line, with a cooling system of 240 tons / hr of cooling water, which allows the coolant to change in the liquid state and it can be reused in the system.

Advantages of the binary power system are:

- It has more than 150 machines submitted worldwide.
- Use low friction magnetic bearings in the turbine generator. No need to maintain or add lubricant.
- Compact design and high speed rotation.
- High energy saving with high PE coefficient, low loss
- Designed to fit the customer's power plant according to customer requirements.
- Systematic production / distribution / after-sales service since there is a production base in Japan.

However, the Company has insured all-risk property protection projects. Currently, the Company the company has 23 geothermal electricity generating units and revenue recognition 15 units.

For geothermal heat from hot springs (onsen) which is estimated to be about 100 years old, it is sufficient for electricity generation during the 15-year contract period.

At present, the company has 15 geothermal power plants capable of supplying electricity to the commercial system (COD). Currently, there are 5 power plants capable of generating electricity.

Risk Factors

Risk of raw material prices

Producing aquatic animal feed is necessary to use raw materials from the nature in order to process into food quality and meeting the right standards. The major raw materials are important to produce such products, fish meal, soybean meal, wheat flour, and corn, but, mostly the products are on commodity prices and are set by supply and demand in the worlds' markets.

So, whenever the price of raw materials increases, the costs of aquatic animal feed will result in increase along with the inevitable. However, the company tries to manage the risk of raw materials by updating the situations about the prices of the raw materials in order to analyze closely, and then, targeting the price, quantity and delivery time with raw material suppliers. Other than that, the companies has a policy of purchasing raw materials diversely and geographically dispersed and keep finding new sources in raw materials.

Risk of exchange rates

The company imports some of the raw materials, which includes: squid liver powder, wheat flour, fish soluble meal that is important that is used for the aquatic animal feed, which gives proteins and fats from the aquatic animal feed. The company will pay for the raw materials with the currency of Yen and U.S. dollar. This gives changes in exchange rates and affects the costs of production and its operations directly from the income of the company that comes from the dealer of the products domestically and group farmers. The company has income in Baht and some transactions are denominated in foreign currencies.

However, the company has a policy of hedging foreign exchange agreement in purchasing and selling and entered into foreign bank in advance (Forward Contract) in order to hedge the risk in the period of 3-6 months, depending on the duration of the transit time. The company paid closely attention with the statistics of the exchange rates of each currency to analyze before making decision for each exchange agreement.

On foreign exchange risk which may add to the cost of geothermal electricity generating business, the company may be exposed to the risk in future if the yen depreciates in value. The company shall evaluate various ways to mitigate the risk suitably when it foresees returns from the investment in the form of dividend as and when that happens.

In 2018, 2019 and 2020, the Company has purchased raw materials in foreign currencies, totally 187.94 million Baht, 71.17 million Baht and 22.16 million Baht, respectively, equal to 12.74%, 5.61% and 2.34% respectively of its total quantity of purchase of raw materials.

Risks of competing major vendors and the market leader of animal feed

The market leader of the shrimp feed is divided in the market share at approximately 20- 30%* of the total sales of the shrimp feed, following by 5-6 medium-sized companies also divided in market between 5-20% each company, which are combined with a share of 50-60% of the total shrimp feed sales, the company was ranked in the medium-size company, where as other companies are small size companies. The market leader gained highly confidence from the farmers, who have been feeding shrimp as a product of the top leading company in the long run, which gave the company problems by competing in the market share.

The company has a marketing strategy, both short and long term, such as improve and develop products to meet the customers demand to create success for the farmers and dealers to sell their products to customers, while also increasing product variety to meet the needs of customers all the circumstances having

regard to the cost of farmers is most important, offering promotions from time to time as a special case in order to compete in the market, joining trade fair, etc. Besides, the company has focused its services to attract dealer and the farmers and manufacture higher quality feed compared with the same feed type of the others. This helps us to maintain market share, for fish feed and shrimp feed exclusively. The food quality is fresh and in just-cooked condition without contaminants and dangerous bacteria.

Risk of the revenue from the sale of goods domestically

The company's income from the sale of goods within the country, so that if any year is to feed a local decrease in the environment or weather conditions are unfavorable and it will impact significantly on the amount and distribution of revenue from the sale of the company.

The typical volume of distribution for its products will fluctuate seasonally. The sales volume of shrimp feed and fish feed are lower in the late rainy season to cold season, due to the shrimp and fish eat less feed. And if there are epidemic or flooding, it will impact the demand of feed, and impact on sales.

However, the company still considers investment that provides good returns in other business models to replace such risks

Risk of being affected by the operations and financial position of the subsidiaries

Performance of the group is based on the performance of the company; also, it depends on the operating results of the subsidiaries. If you have a problem with its implementation, it will affect the performance of the company's consolidated financial statements.

The group has defined measures for the implementation of its policies, by controlling and monitoring the operations of its subsidiaries, as well as, representatives of the company into a subsidiary and associate director of the policy and to safe the interests of the company. Subsidiaries and associated companies are operating in the same direction. This is will lead to the cost management maximum performance and operational efficiency.

Risk from balance of power

The number of 9 Directors in total which consists of 3 Independent Directors, it has already constituted a fair power of checks and balances. However, roles and duties of Directors, Executive Board of Directors, Chief Executive Officer (CEO) and Department Directors have clearly been divided into 5 factions. Apart from these, the decision making and inter-transactions which are not related to the ordinary course of the Company's business operations are subject to go through the considerations of the Company Board of Directors in which there are 3 Audit committee being the Independent Directors to take part in the considerations on the risk, as well. The Inter-transaction Report shall be prepared by taking into considerations on the Company's benefits as the significant matter.

Risk from new business operation

The company sees the opportunity to generate revenue and diversify risks from the main business. Therefore invested in different industries from the end of December 2015 to the present year 2018. The Board of Directors approved the investment in geothermal power plants in Japan. At present, the company has invested in 23 projects and is able to recognize 15 projects. The company has set up a joint venture with Setouji Natural Energy Company Limited to develop the land and sell it to investors. Interested in doing geothermal power plants.

In addition, in middle 2018, the Board of Directors approved investment in real estate projects. "Riverside Project" is located in Danang, Vietnam which developed the project under the project owner company named Sun Frontier Investment Co., Ltd. However, on 30 July 2019, The Board of Directors Meeting No. 15/2019 has

resolved to cancel investment in real estate projects. “Riverside Project” is already due to the project development is delayed than agreed In addition, the cost of developing the said project is higher.

Risk factors on the investments in foreign country are as follows: Business culture in Abroad may be different from Thailand whether on the aspects of personnel, language, law and Regulations which may affect the efficiency on the risk operational controls on the aspects of monetary value, risk relating to disaster including the risk relating to the manufacturing process, machine maintenances which the Company can prevent them from occurring by recruiting knowledgeable and competent personnel to be responsible for the project and entering into disaster insurance contract, including rate of exchange risk insurance from the project operation, entering into various contracts/agreements, land development operations as well as land transfer registration in delay behind the prescribed schedule will affect the revenue recognition from the sales of lands not to be in accordance with the mapped out plan

Risks from Investment in Equity and Debt Instruments

The Company decided to invest its excess liquidity in equity and debt instruments in order to benefit from the higher returns compared to normal deposit at banks. Financial investments consists of deposit at banks, investment in Bills of Exchange (B/E), debenture issued by SET-listed companies (including MAI) or public companies for higher interest income or to reduce interest cost at any one time. The Company has invested in equity; therefore, it may have risks from devaluation of investment due to risks from price volatility and market mechanism, risk from operations of equity issuers, risk from external factors resulting in volatility of share prices such as domestic economic condition. Regarding the majority of equity, the Company has its policy of long-term investment in the manner of strategic partner, rather than speculation from equity prices.

Investment risk of geothermal power plant project

Investment risk of geothermal power plant project Can be summarized as follows

- The risk of the temperature of the hot water used to generate electricity is not as specified.
The Company entered into a damage insurance contract with the hot water delivery company. In the event that the hot water delivery company cannot deliver hot water according to the specified temperature or not enough to produce electricity as agreed in the contract. Will have to pay compensation to the Company.
- Risk from doing business in foreign countries
Business operations in foreign countries have a different business model from Thailand. In terms of personnel, language, culture, laws and regulations May affect the efficiency of operation control. The company has assigned personnel with knowledge. Ability to take responsibility for the project.
- Risk from the construction project being delayed
It will delay the revenue recognition of each project as well. The company has entered into a damage insurance contract with the construction company. In case of delay.
- The risk of power loss during the transmission process is greater than expected.
- Risk of disaster
Disaster is an uncontrollable factor, however, the company has an income insurance plan to compensate for the damage that may arise from the risk of a disaster.
- Foreign exchange risk
The company has an investment risk if the baht appreciates in the future. However, the company will not be affected by the currency of the financial institution loan. Because the company requested a loan from a financial institution in Japan in Yen.

General Information and Others Important Information

Company Name	: PP Prime Public Company Limited formerly Thai Luxe Enterprises Public Company Limited
Type of Business	: Distribution aquatic animal feed business and pet food
Head Office	: 69/5 Moo 5 Rama II Road, Muang District, Samutsongkram 75000 Tel : (66) 3477-1444 Fax : (66) 3477-1025
Petchburi Factory	: 62 Moo 2 Utapao Road, Kaoyoi District, Petchburi 76140 Tel : (66) 3289-9881-4 Fax : (66) 3289-9885
Songkhla Factory	: 98 Moo 13 Petchkasem Road, KM 1232 Bang Rieng, Khuan Naing, Songkhla 90220 Tel : (66) 7489 0765-8 Fax: (66) 7489 0769
Bangkok Office	: 486 People Park, E1 Building 3 rd Floor, On Nut Road, On Nut, Suan Luang, Bangkok 10250 Tel : (66) 2029-1480 Fax : (66) 2029-1482
Registration Number	: 0107537000670
Home Page	: www.ppprime.co.th
Registered Capital	: 916,901,123 Baht (As of 31 December 2020)
Paid Up Capital	: 688,066,476 Baht (As of 31 December 2020)

Other Reference Person

1. Registrar

Thailand Securities Depository Company Limited

4th, 6-7th Floor, The Stock Exchange of Thailand Building, 62 Rachadapisek Road, Klongtoey, Bangkok 10110 Tel : (662) 229-2800 Fax : (662) 359-1259

2. Auditor

Karin Audit Company Limited

72 CAT Telecom Tower, Floor24, Charoen Krung Road, Bangrak, Bangkok. 10500 Thailand

Tel : (662) 105-4661 Fax : (662) 026-3760

The list of authorized auditors

- | | | |
|----|--------------------------|--|
| 1. | Miss Kannika Wipanut | Certified Public Accountant Registration No.7305 and /or |
| 2. | Mr. Jadesada Hungsapruet | Certified Public Accountant Registration No.3759 and /or |
| 3. | Mr. Jirote Sirirorote | Certified Public Accountant Registration No.5113 |

3. Financial Institution with Regular Contacts:

- **Siam Commercial Bank (Public) Co., Ltd.,**
Head Office, 9 Ratchadapisek Road, Chatuchak Sub-district, Chatuchak District, Bangkok 10900
Tel : (662) 544-5631
- **Kasikorn Bank (Public) Co., Ltd.,**
Head Office, 1 Soi RatBurana 27/1, RatBurana Road, Rat Burana Sub-district RatBurana District, Bangkok 10140 Tel : (662) 222-000
- **United Overseas Bank (Thai) Public Company Limited**
Head Office, 191 South Sathon Road, Bangkok 10120 Tel : (662) 343-3000
- **Export-Import Bank of Thailand (EXIM Thailand)**
Head Office, EXIM Building, 1193 Phaholyothin Road, Samsen Nai, Phayathai, Bangkok 10400
Tel : (662) 271-3700, (662) 278-0047, (662) 617-2111

4. Legal Consultant

- **Insight Legal**
89/369 Moo 5, 345 Road, Bangtanai, Pak Kret, Nonthaburi 11120
Tel : 02-838-1750
Fax : 02-838-1795
- **PHOENIX ADVISORY SERVICES Company Limited**
88 Pasa Tower, 17th Floor, Unit B, Silom Road, Suriyawong, Bang Rak, Bangkok 10500
Tel : (662) 634-3335 ext. 28
Fax : (662) 634-3988

5. Registrar

Siam Commercial Bank Public Company Limited

9 Ratchadaphisek Rd, Khwaeng Chatuchak, Khet Chatuchak, Bangkok 10900
Tel : (662) 544-5631

6. Bond/Debenture Holders' Representative

Siam Commercial Bank Public Company Limited

9 Ratchadaphisek Rd, Khwaeng Chatuchak, Khet Chatuchak, Bangkok 10900
Tel : (662) 544-5631

KTB Securities (Thailand) Public Company Limited

87/2 CRC Tower, All Seasons Place, 9th, 18th, 39th and 52nd Floor,
Wireless Road, Lumpini, Pathumwan, Bangkok 10330, THAILAND
Tel : 02 648-1111

General information of the Subsidiary and the Associate

Company Name	Type of Business	Registered Capital	Paid Up Capital	Type of Shares	% of Shareholder
The Subsidiary					
Thai Luxe Enterprise (Thailand) Company Limited 62 Moo 2, Utapao Road, Kaoyoi District, Petchburi 76140 Tel: (66) 3289-9881-4 Fax: (66) 3289-9885	Operate aquatic feed production business and pet food	1,000,000 Baht	1,000,000 Baht	Common Shares	100
Thuxe global business Company Limited (Formerly known as Thai Demeter Company Limited) 486 People Park, E1 Building 3 rd Floor, On Nut Road, On Nut, Suan Luang, Bangkok 10250 Tel: (66) 2029-1480 Fax: (66) 2029-1482 ext. 777	Distributing of aquafeed raw materials	3,000,000 Baht	3,000,000 Baht	Common Shares	100
Thuxe Power Company Limited 486 People Park, E1 Building 3 rd Floor, On Nut Road, On Nut, Suan Luang, Bangkok 10250 Tel: (66) 2029-1480 Fax: (66) 2029-1482 ext. 777	Investment of Energy Business	1,100,000,000 Baht	1,100,000,000 Baht	Common Shares	100
P PRIME SINGAPORE PTE. LTD. 28-02 One Raffles Place Singapore (048616)	Investment of real estate projects	1,000 USD	1,000 USD	Common Shares	100
Thuxe Investments Limited 10 th Floor, Standard Chartered Tower, 19 Cybercity, Ebene, Mauritius.	Investment of Energy Business	10,000 USD	10,000 USD	Common Shares	100 (By TLP)
Origin Power Investment Co.,Ltd. Mauritius.	Investment of Wind Energy Business	100 USD	100 USD	Common Shares	100 (By TLP)
Thuxe Holdings Limited 1901, 19/F Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong	Investment of Energy Business	10,000 USD	10,000 USD	Common Shares	100 (By TLI)
Geothermal Power A Company Limited 1901, 19/F Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong	Investment of Energy Business	10,000 USD	10,000 USD	Common Shares	100 (By TLI)
Geothermal Power B Company Limited 1901, 19/F Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong	Investment of Energy Business	10,000 USD	10,000 USD	Common Shares	100 (By TLI)

Company Name	Type of Business	Registered Capital	Paid Up Capital	Type of Shares	% of Shareholder
PPSN Co., Ltd 1-2-20 Kaikan Minato Tokyo Japan	Geothermal power plant	12,000,000 JPY	12,000,000 JPY	Common Shares	100 (By Geo B)
SUMO POWER Co., Ltd. 6-4-9 Minamiaoyama Minato Tokyo Japan	Geothermal power plant	1,000,000 JPY	1,000,000 JPY	Common Shares	100 (By TLH)
OTOMEYAMA ENERGY Co., Ltd 1-1-21 Toranomong Minato Tokyo Japan	Geothermal power plant	500,000 JPY	500,000 JPY	Common Shares	100 (By SUMO)
S POWER Co., Ltd 6-12-4 Roppongki Minato Tokyo Japan	Geothermal power plant	500,000 JPY	500,000 JPY	Common Shares	100 (By SUMO)
SNS POWER Co., Ltd 3-24-6 Nichichimbachi Minato Tokyo Japan	Geothermal power plant	500,000 JPY	500,000 JPY	Common Shares	100 (By Geo B)
Fino Binary Power Plant Limited Liability Company 2-2-21, Nihonbashi 2-Chome Building 4 th Floor, Chou-Ku, Tokyo	Geothermal power plant	10,000 JPY	10,000 JPY	Common Shares	100 (By Geo A)
NIS Binary Power Plant Limited Liability Company 2-2-21, Nihonbashi 2-Chome Building 4 th Floor, Chou-Ku, Tokyo	Geothermal power plant	10,000 JPY	10,000 JPY	Common Shares	100 (By Geo A)
Beppu Tsurumi Onsen Geothermal Power Station No.1 Liaison Company 2-2-21, Nihonbashi 2-Chome Building 4 th Floor, Chou-Ku, Tokyo	Geothermal power plant	10,000 JPY	10,000 JPY	Common Shares	100 (By Geo A)
Dual Energy Binary -Power Plant No.1 Limited Liability Company	Geothermal power plant	10,000 JPY	10,000 JPY	Common Shares	100 (By Geo B)
Lena Power Station No.1 Limited Liability Company 2-16-4 Dokengzaka Shibuya Tokyo	Geothermal power plant	5,000,000 JPY	5,000,000 JPY	Common Shares	100 (By Geo A)
P Green Energy Co., Ltd 24-6, Nishi Shinbashi 3-Chome, Minato-ku, Tokyo	Consultant and manage business	1,000,000 JPY	1,000,000 JPY	Common Shares	100 (By TLH)
Wind Power A Co.,Ltd. Hong Kong	Investment of Wind Energy Business	10,000 USD	10,000 USD	Common Shares	100 (By OPI)
The Associate					
M - Luxe Energy Co., Ltd 1 st Oriaon Building 2-13 Temmungjo Beppu Oita Japan	Development real asset to Geothermal power plant	10,000,000 JPY	10,000,000 JPY		25 (By TLP)

Shareholders Structure

Shareholders

As of 31 December 2019, the list of the first 10 major shareholders, including the related person under section 258 of the Securities and Exchange Act B.E.1992

Name of shareholders		Number of shares held	% held
1.	LGT BANK (SINGAPORE) LIMITED	83,317,866	12.10
2.	Mr. Parin Chanuntranont	59,518,384	8.65
3.	Jindasombatcharoen family		
1.1	Mr. Pongrak Jindasombatcharoen	40,388,504	5.87
1.2	Mr. PongsapakJindasombatcharoen ⁽¹⁾	15,077,040	2.19
1.3	Mr. Nopruj Jindasombatcharoen ⁽²⁾	12,718,970	1.85
	Total Jindasombatcharoen family	68,184,514	9.91
4.	Thai NVDR Co., Ltd.	30,417,002	4.42
5.	Mr. Theera Kittijarurat	28,151,335	4.09
6.	Ms. Yuvadee Vachiraprapa	26,162,100	3.80
7.	UOB KAY HIAN PRIVATE LIMITED	19,965,900	2.90
8.	Mr. Tanin Sajjabariboon	19,687,500	2.86
9.	Mr. SHOGO FUKUOKA	15,000,000	2.18
10.	AEC Securities Public Company Limited	12,883,700	1.87
Total		363,288,301	52.78

Source : Shareholder registration book closing (XO) as of 31 December 2020

Computed from common stocks already issued and paid-up totaling 688,066,476 shares

Remark: (1) and (2) Mr. Pongrak Jindasombatcharoen's son who have already reached legal age

Total debt from issuance of debenture/Bill of Exchange

As of 31 December 2020, the company had outstanding debts from issuance of debenture of 633.20 million baht and deferred arrangement fee for debentures of 0.97 million baht.

Total net debt outstanding from issuance of debenture totaled 632.23 million baht.

Dividend Policy

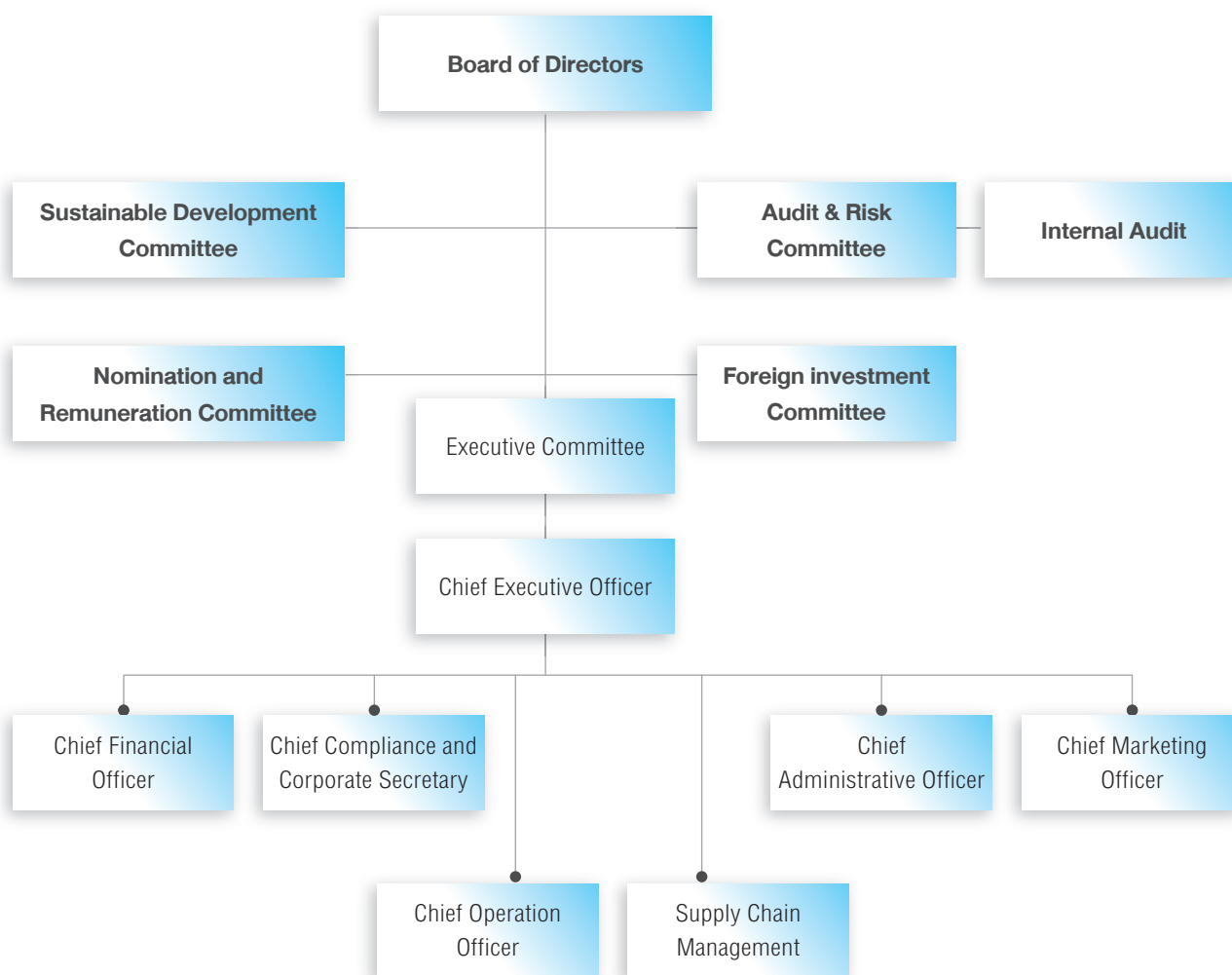
The company paid dividend is not less than 60% of net profit after tax, and also after the company's financial losses deduction and legal reserve (if any). However, the company may pay dividends at a rate less than the rate specified, depending on the need for working capital for operations, expansion and other factors involved in the management of the company. The resolution of Board of Directors approved the payment of dividends will be represented for approval at a meeting of shareholders, except interim dividend. The Board of Directors has approved payment of interim dividends will report to the shareholders which will receive in the next meeting.

	2016	2017	2018	2019	2020
Net Profit Ratio Per Share (Baht)	0.42	(0.45)	(0.20)	(2.34)	(0.48)
Dividend Ratio Per Share (Baht)	0.00	0.00	0.00	0.00	0.00
Dividend Payout Ratio Per Net Profit (%)	0.00	0.00	0.00	0.00	0.00

Management Structure

The company board's structure consists of:

- 1) Board of Directors
- 2) Sub-committee 4 committee; Audit & Risk Committee Executive Committee Investment Committee and Corporate Social Responsibility Committee
- 3) Management Team



Board of Directors

As of December 31st 2020 the board of the company consists of 8 directors:

Name	Position
1. Mrs. Namkang Pungthong ⁽¹⁾	Chairman of the Board of Director
2. M.L. Phanpiengduen Sungkahapong ⁽²⁾	Director/Executive Committee Chairman
3. Dr. Denchai Akaradechachai	Director/Executive Committee
4. Mrs. Kanokwan Wannabuit	Director/Executive Committee/ Sustainable Development Committee
5. Ms. Phatcharada Jutaprateep	Director/Executive Committee/ Sustainable Development Committee
6. Mr. Theera Kitjarurat	Director/Executive Committee
7. Mr. Theerawit Thanakijsumton	Audit Committee Chairman/Independent Director
8. Pol.Col. Thienrath Vichiensan	Audit Committee/Independent Director
9. Lt.Gen. Krisana Waropas ⁽³⁾	Audit Committee/Independent Director

Remarks ⁽¹⁾ Mrs. Namkang Pungthong was appointed Director from the board meeting session 1/2563 on 5 February 2020

⁽²⁾ M.L. Phanpiengduen Sungkahapong was appointed Director from the board meeting session 11/2563 on 21 July 2020

⁽³⁾ Lt.Gen. Krisana Waropas was appointed Director from the board meeting session 11/2563 on 21 July 2020

Resigned Directors in year 2020

Name	Tenure
1. Mr. Waroon Atthakorn	15 August 2019 - 10 July 2020
2. Mr. Boonjing Cholviroj	15 August 2019 - 10 July 2020

Authorized Directors

The authorized directors to execute and bind the company are Mrs. Kanokwan Wannabuit, or Ms. Patcharada Jutaprateep, or Mr. Denchai Akaradechachai, or Mr. Theera Kitjarurat, or Mrs. Namkang Pungthong, or M.L. Phanpiengduen Sungkahapong by two out of the six directors executing with the company's seal.

Scope of authority of the board

Apart from the authority vested in the board by the Company's Articles of Association, the board shall have the following authority:

- The authority vested by the Public Company Act 1992 and other any law in the board or the board of public companies.
- To perform duties with accountability, precautions and honesty, and comply with the laws, objectives and the Company's Articles of Association, and execute the shareholder meeting's resolutions.
- Determine business policies, financial policies, funding policies, capital management and risk management policies for the management to implement.
- Assume the authority to determine and revise the authorized directors.

5. Direct the business to achieve the set goals or beyond, and determine mitigation measures when an encumbrance arises.
6. Arrange to have general reports, financial budget data for the shareholders and general stakeholders accurately, transparently and according to the laws.
7. Acknowledge important audit reports, and determine improvement guidelines when a significant defect is found.

Assignment table of the Sub-committee of the year 2020

(1 January 2020 - 31 December 2020)

Name	Audit Committee (3 persons)	Executive Committee (6 persons)	Nomination and Remuneration Committee (3 persons)	Sustainable Development Committee (5 persons)	Foreign Investment Committee (3 persons)
1. Mrs. Namkang Pungthong	-	-	-	-	-
2. M.L. Phanpiengduen Sungkahapong	-	Chairman	-	-	Director
3. Dr. Denchai Akaradechachai	-	Director	Director	-	Chairman
4. Mrs. Kanokwan Wannabut	-	Director	-	Director	-
5. Ms. Patcharada Jutaprateep	-	Director	-	Director	-
6. Mr. Theera Kitjarurat	-	Director	-	-	Director
7. Mr. Theerawit Thanakijsumton	Chairman	-	Director	-	-
8. Pol.Col. Thienrath Vichiensan	Director	-	Chairman	-	-
9. Lt.Gen. Krisana Waropas	Director	-	-	-	-
10. Mr. Praween Dekajonedej	-	Director	-	Director	-
11. Mr. Chanchai Nuchruean	-	-	-	Director	-
Resigned directors in 2020					
1. Waroon Atthakorn	-	Chairman	-	-	-
2. Mr. Boonjing Cholviroj	Director	-	-	-	-
3. Gen. Chaowarit Prapajit	-	-	-	Chairman	-

Board of Director and Sub-committee meeting attendance of the year 2020

(1 January 2020 - 31 December 2020)

Name	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Sustainable Development Committee	Executive Committee	Foreign Investment Committee
	Total yearly Meetings 18 times	Total yearly Meetings 11 times	Total yearly Meetings 14 times	Total yearly Meetings 3 times	Total yearly Meetings - times	Total yearly Meetings 14 times
1. Mrs. Namkang Pungthong	18/18	-	-	-	-	-
2. M.L. Phanpiengduen Sungkahapong	7/7	-	7/7	-	-	14/14
3. Dr. Denchai Akaradejdechachai	16/18	-	13/14	3/3	-	14/14
4. Mrs. Kanokwan Wannabuit	18/18	-	14/14	-	-	-
5. Ms. Patcharada Jutaprateep	18/18	-	14/14	-	-	-
6. Mr. Theera Kitjarurat	18/18	-	14/14	-	-	14/14
7. Mr. Theerawit Thanakijisuntorn	17/18	11/11	-	3/3	-	-
8. Pol.Col. Thienrath Vichiensan	18/18	11/11	-	3/3	-	-
9. Lt.Gen. Krisana Waropas	7/7	5/5	-	-	-	-
Resigned directors in 2020						
1. Mr. Waroon Atthakorn	11/11	-	7/7	-	-	-
2. Mr. Boonjing Cholviroj	11/11	6/6	-	-	-	-
3. Gen. Chaowarit Prapajit	-	-	-	-	-	-

Executives

According to The Notification of Capital Market Supervisory Board number Tor Jor. 23/2008, shall mean the manager or the next four executives succeeding the manager, the persons holding equivalent position to the fourth executive and shall include the persons holding the position of manager or equivalent in accounting or finance departments.”

As of 31 December 2020, the 6 Executives consist of:

Name	Position
1. M.L. Phanpiengduen Sungkahapong ⁽¹⁾	Chief Executive Officer
2. Mr. Kitipong Thammachutaporn ⁽²⁾	Assistant Chief Executive Officer / Chief Marketing Officer
3. Mr. Theera Kitjarurat	Supply Chain Management
4. Mr. Praween Deekajonedej	Chief Financial Officer
5. Mrs. Kanokwan Wannabut	Chief Administrative Officer
6. Ms. Patcharada Jutaprateep	Chief Compliance and Corporate Secretary
Resigned executive in 2020	
1. Mr. Waroon Atthakorn ⁽³⁾	Chief Executive Officer
2. Gen. Chaowarit Prapajit ⁽⁴⁾	Chief Marketing Officer

Remark : Data as of 31 December 2020

⁽¹⁾ M.L. Phanpiengduen Sungkahapong Appointed of Chief Executive Officer on August 1, 2020

⁽²⁾ Mr. Kitipong Thammachutaporn Appointed of Assistant Chief Executive Officer and Chief Marketing Officer on August 15, 2020

⁽³⁾ Mr. Waroon Atthakorn Resigned from the Co-Chief Executive Officer on August 1, 2020

⁽⁴⁾ Gen. Chaowarit Prapajit Resigned from the Chief Marketing Officer on August 14, 2020

Scope of authority of the Chief Executive Officer

Authority and duties related to management of the company and subsidiaries as assigned by the company's board. To manage the company according to work plans and budgets approved by the company's board with honesty and precautions, protect the company's and stakeholders' interests. The authority shall include the following matters or activities:

1. Screen the goals, business plans, including budgets and projects of the company and subsidiaries to ensure that the business and management are carried out according to the defined policies, business goals, in order to present to the company board for approval.
2. Direct operations of the company and subsidiaries to ensure connections and mutual supports in the production lines, aquatic animal food sales, aquatic animal breeding, and other related businesses.
3. Control operations of the company and subsidiaries to maintain the company's interests, consistency with policies defined by the board, and report performance results directly to the company's board.
4. Arrange organizational structures and management to protect interests of the company and its subsidiaries, covering procurements, trainings, employments and terminations of non-executive employees or senior management, by acting as the authorized person on behalf of the company in executing employment contracts, issuing instructions, regulations, announcements, memorandums to ensure that the operations are carried out according to the company board's policies.
5. Control and support the company's budgeting and allocations of projects to ensure that the budgets are spent correctly and efficiently.
6. Lead the company in establishing a learning culture.
7. Take a role in maintaining a good image of the company, communicate and publicize the company to the public.
8. Authorize one person or more to perform any action deemed appropriate by granting the authority and/or assigning within the authorization scope specified in the issued authorization letter and/or as according to the rules, regulations or instructions given by the directors and/or boards and/or board of the company which the Chief Executive Officer is eligible to change or amend such authorizations.
9. Consider the profit and loss of the company, mid-term dividend payment proposals or yearly dividend for the company board's approval.
10. Assume other authorities necessary to maintain the company's operations as assigned by the board meetings and/or the company board.

Provided that the authority vested in the Chief Executive Officer and other persons approved by the Chief Executive Officers, not including any authority and/or authorization held by them that may introduce a conflict, equity or any other conflict of interests (according to regulations of the Capital Market Supervisory Board) with the company or the subsidiaries, which such authorizations must be presented to the company board and/or the shareholder meeting for approval according to the company's articles or related laws, except authorizations for normal business operations of the company that are consistent with the policies and protocols approved by the company board.

Securities holding report of PP Prime Public Company Limited of Directors and Executives as of December 30, 2020

List of Directors and Executives	Number of shares					
	As of December 30, 2020		As of December 30, 2020		Increase /	%
	Direct	Indirect	Direct	Indirect	decrease	Shareholding
1. Mrs. Namkang Pungthong	-	-	-	-	-	-
2. M.L. Phanpiengduen Sungkahapong	-	-	-	-	-	-
3. Dr. Denchai Akaradechachai	-	-	-	-	-	-
4. Mrs. Kanokwan Wannabut	-	-	-	-	-	-
5. Ms. Patcharada Jutaprateep	-	-	-	-	-	-
6. Mr. Theera Kitjarurat	28,151,335	20,000	28,151,335	-	-	4.091
7. Mr. Theerawit Thanakijsumton	-	-	-	-	-	-
8. Pol.Col. Thienrath Vichiensan	12,500	-	12,500	-	-	0.002
9. Lt.Gen. Krisana Waropas	-	-	-	-	-	-
10. Mr. Praween Deekajonedej	-	-	-	-	-	-
11. Mr. Kitipong Thammachutaporn	-	-	-	-	-	-

Remark : Indirect shareholding Which includes shares held by spouses and underage children

The Company Secretary

The Board of Directors has appointed Ms. Phatcharada Jutaprateep to be the secretary of the Board of Directors. From December 30, 2019

Authority scope of the company secretary:

The company board has appointed the company secretary to supervise the company board's meetings, shareholder's meetings and other activities of the company board to ensure that related rules and laws are complied, and support to ensure that the business are carried out according to the company's ethics.

- Encourage understandings and provide information for the company board to direct the business.
- Ensure that newly appointed directors are informed on the law issues, procedures, regulations and roles in directing the business.
- Prepare company board's meetings and shareholder's meetings to ensure compliance with the company's articles and good practices of the board.
- Record minutes of the company board's meetings and shareholder's meetings, and coordinate to inform the resolutions and policies of the boards, shareholders to related executives, follow up on the results of the resolutions and policies.
- Prepare and retain the board registration, annual reports, shareholder's meeting notifications, company board's meeting notifications, minutes of the company board meetings and share holder meetings.
- Ensure that the directors and executives prepare their own and related persons' equity reports, and retain the equity reports according to the law.
- Ensure that the secretariat office is the center of the company board's business management communication in order to provide business related information.
- Oversee activities of the company board and other activities according to the law or as assigned.

Remuneration for the directors and executives

1) Monetary remuneration

Director's remuneration

The company has set a policy on director's remuneration clearly and transparently, and offers to the company board to present to the shareholders for approval at an appropriate rate comparable to director's remunerations of registered companies in the agricultural and food industries. The company board's remunerations consist of monthly remuneration and meeting allowance, when the company board's remunerations combine with the sub boards' remunerations of the year 2019, the total amount is 3,226,704 Baht as the following details:

Remunerations of Board of Director and Sub-committee of 2019

(1 January 2020 - 31 December 2020)

Unit : Baht

Name	Board of Director		Remuneration					Total
	Monthly Remuneration	Meeting Allowance	Audit Committee	Executive Committee	Nomination and Remuneration Committee	Corporate Social Responsibility Committee	Foreign Investment Committee	
1. Mrs. Namkang Pungthong	140,000	200,000	-	-	-	-	-	340,000
2. M.L. Phanpiengduen Sungkahapong -	-	70,000	-	-	-	-	70,000	-
3. Dr. Denchai Akaradechachai	100,000	134,000	-	65,000	15,000	-	78,000	392,000
4. Mrs. Kanokwan Wannabut	100,000	134,000	-	-	-	-	-	234,000
5. Ms. Patcharada Jutaprateeep	100,000	134,000	-	-	-	-	-	234,000
6. Mr. Theera Kitijarurat	100,000	134,000	-	-	-	-	-	234,000
7. Mr. Theerawit Thanakijuntorn	100,000	124,000	110,000	-	15,000	-	-	349,000
8. Pol.Col. Thienrath Vichiensan	125,000	140,000	90,000	-	16,000	-	-	371,000
9. Lt.Gen. Krisana Waropas	-	70,000	50,000	-	-	-	-	120,000
10. Mr. Praween Deekajonedej	-	-	-	-	-	-	-	-
11. Mr. Kitipong Thammachutaporn	-	-	-	-	-	-	-	-
Resigned directors in 2020								
1. Mr. Waroon Atthakorn	100,000	54,000	-	-	-	-	-	154,000
2. Mr. Boonjing Cholviroj	100,000	54,000	35,000	-	-	-	-	189,000
3. Gen. Chaowarit Prapajit	-	-	-	-	-	-	-	-
Total	965,000	1,248,000	285,000	65,000	46,000	-	78,000	2,687,000

Remarks : The Company does not contribute to the provident fund for Board of Director and Sub-committee

Remunerations of the executives

Year 2018, 2019 and 2020 The Company has paid compensation to the management of the company as follows;

Unit : Baht

Remunerations of the executives	2018 Remuneration	2019 Remuneration	2020 Remuneration
Persons	5	6	6
Total salary	12,382,387	11,410,301	12,662,883
Total bonus	2,809,834	-	-
Others	2,373,138	1,557,655	1,190,156
Total	17,565,359	12,967,956	13,853,039

Remarks : Number of the executives is according to The Capital Market Supervisory Board.

Year 2020 the company paid the provident fund contribution 234,156 Baht for the 4 executives.

2) Other remunerations

- None -

Personnel

As of 31 December 2020, the group has 524 staffs in total. The monetary remunerations paid to non-executive staffs, including the subsidiaries' amounted to 141,303,564 Million Baht Consisting of:

Unit : Baht

	Registered company	Subsidiary	Total
1. Salary, bonus, overtime, incentives, uniforms	57,929,459	82,027,951	136,669,902
2. Social security contribution	1,182,417	2,285,137	3,053,180
3. Provident fund contribution	762,223	818,259	1,580,482
Total	59,874,098	81,429,465	141,303,564

Name/Position ⁽¹⁾	Age (Year)	Education / Training Program	Number of shares (%) ⁽²⁾	Relation with the management	Last 5 years experienced (as at 31 December 2020)		
					Period	Position	Company
2. M.L. Phaniengduen Sungkahapong Director/ Executive Committee Chairman/ Chief Executive Officer - Started the Director position on Aug 1, 2020	58	- Bachelor's degree in Accounting, Thammasat University - Master of Business Administration National Institute of Development Administration	None	None	2020 - Present	Director/Executive Committee Chairman/Chief Executive Officer	- PP Prime Public Company Limited
					2020 - Present	Director	- Thai Luxe Enterprises (Thailand) Co.,Ltd
					2020 - Present	Director	- Tluxe Power Co.,Ltd
					2020 - Present	Director	- Tluxe Global Business Co.,Ltd
					2010 - 2019 1999 - 2010	Assistant Managing Director Business Development Manager	- Serenity Assets Co.,Ltd - President Hotel and Tower Co.,Ltd

Name/Position ⁽¹⁾	Age (Year)	Education / Training Program	Number of shares (%) ⁽²⁾	Relation with the management	Last 5 years experienced (as at 31 December 2020)		
					Period	Position	Company
3. Dr. Denchai Akaradajdachachai Director - Started the director position since Jan 21, 2015 - Started the appointed as Chairman of the Audit Committee on Aug 27, 2015	56	- Doctoral Degree of Doctor Of Public Administration (DPA), University of Northern Philippines - MBA Kasetsart University - Bachelor of Economics - Industry Ramkhamhaeng University <u>Training courses</u> - Director Certification Program (DCP) Thai Institute of Directors (IOD) - Anti-Corruption: The Practical Guide (ACPG) Thai Institute of Directors (IOD) - Ethical Leadership Program (ELP) Thai Institute of Directors (IOD) - Course of Promotion of Peaceful Society (4s) Batch#4 King Prajadhikok's Institute - Thailand National Defence College DSI Batch#56 The National Defence College of Thailand (NDC) - Course of Management in Social Order Police Education Bureau Batch#2 Royal Thai Police Department	None	None	2017 - Present	Director	- PP Prime Public Company Limited - TLuxe Global Business Co., Ltd. - Hi Healthcare Center Co., Ltd. - Filter Vision PCL - M.B.C. Center Co., Ltd. - I.E.Q. Co., Ltd. - ComputerSqaure Co., Ltd. - Channel True TNN2 - Appeal Court 7 - Thai Luxe Enterprises PLC.
					2017 - Present	Director	
					2017 - Present	Director	
					2017 - Present	Director	
					1994 - Present	Chairman of Board of Directors	
					1994 - Present	Chairman of Board of Directors	
					1994 - Present	Chairman of Board of Directors	
					2013 - Present	The host of TV love Thailand	
					2012 - Present	Conciliator	
					2015 - Present	Independent Director / Chairman of the Audit Committee	
					2014 - 2015	An expert member of the National Reform	- Council
					2012 - 2013	Scholar Working Group	- Deputy Speaker of the House of Representatives
					Holding any position in another entity or organization in the past year <ul style="list-style-type: none"> • Director, Hi Health Care Center Co., Ltd. • Director, Filter Vision Public Company Limited • TV host named Rak Muang Thai, True TNN2 channel • President, MBC Center Co., Ltd. • Chairman, I.E.Q. (Thailand) Co., Ltd. • Chairman, Computer Square Co., Ltd. 		

Name/Position ⁽¹⁾	Age (Year)	Education / Training Program	Number of shares (%) ⁽²⁾	Relation with the management	Last 5 years experienced (as at 31 December 2020)		
					Period	Position	Company
		<ul style="list-style-type: none"> - Course of Environmental Governance for Executive Officer Batch# 4 Department of Environmental Quality Promotion (DEQP) Ministry of Natural Resources and Environment - Course of Democratic Governance Politics for Executives Batch #20 - Course of Thailand Insurance Leadership Program Batch# 7 Office of Insurance Commission (OIC) 					

Name/Position ⁽¹⁾	Age (Year)	Education / Training Program	Number of shares (%) ⁽²⁾	Relation with the management	Last 5 years experienced (as at 31 December 2020)		
					Period	Position	Company
4. Mrs. Kanokwan Wannabulit Director / Chief Strategic Officer - Started the director position on Jan 21, 2015	54	- Bachelor of Business Administration, Suan Sunandha Rajabhat University <u>Training courses</u> - Director Certification Program (DCP) Batch# 221 Thai Institute of Directors - Director Accreditation Program (DAP) Batch# 61 Thai Institute of Directors	None	None	2015 - present	Director	- PP Prime Public Company Limited
					2017 - 2019	Director	- Geothermal Power A Ltd.
					2017 - 2019	Director	- Geothermal Power B Ltd.
					2017 - Present	Director	- KaYaWa Co.,Ltd.
					2017 - Present	Director	- Wannasan Co.,Ltd.
					2016 - Present	Director	- T Luxe Power Co.,Ltd.
					2016 - 2019	Director	- Tluxe Investments Co., Ltd.
					2016 - 2019	Director	- Tluxe Holdings Co.,Ltd.
					2015 - 2016	Promotion & Market Director	- Thai Luxe Foods Products Co., Ltd
					2015 - 2016	Director	- NPP Foods Incorporate Co.,Ltd.
					2008 - 2015	Director Managing Director Business Media	- E For L Aim Public Co., Ltd.
					2008 - 2013	Director	- E For L Aim Public Co., Ltd.
					Holding any position in another entity or organization in the past year <ul style="list-style-type: none"> • Vice President, Management Division, PP Prime Public Company Limited (Main Occupation) • Director, Gayawa Co., Ltd. • Director, Wannasan Co., Ltd. 		

Name/Position ⁽¹⁾	Age (Year)	Education / Training Program	Number of shares (%) ⁽²⁾	Relation with the management	Last 5 years experienced (as at 31 December 2020)		
					Period	Position	Company
5. Miss Phatcharada Jutaprateep Director / Chief Corporate Secretary - Started the director position on Jan 21, 2015	42	- MBA in Finance Assumption University - Bachelor of Accountancy, Thammasat University <u>Training courses</u> - Director Certification Program (DCP) Batch# 221 Thai Institute of Directors (IOD)	None	None	2019 - Present	Company Secretary	- PP Prime Public Company Limited
					2017 - Present	Director/Chief Corporate Secretary	- PP Prime Public Company Limited
					2017 - 2019	Director	- Geothermal Power A Ltd.
					2017 - 2019	Director	- Geothermal Power B Ltd.
					2016 - Present	Director	- T Luxe Power Co., Ltd
					2016 - 2019	Director	- Tluxe Investments Co., Ltd
					2016 - 2019	Director	- Tluxe Holdings Co.,Ltd
					2010 - Present	Director	- LT Miracle Co.,Ltd.
					2015 - July 2017	Chief Finance Officer	- Thai Luxe Enterprises PCL.
					2015 - 2016	Director	- Thai Luxe Foods Products Co.,Ltd
					2015 - 2016	Director	- NPP Foods Incorporate Co.,Ltd.
					Holding any position in another entity or organization in the past year <ul style="list-style-type: none">• Director of Company Secretary Office, PP Prime Public Company Limited (Main Occupation)• Director, LT Miracle Co., Ltd.		

Name/Position ⁽¹⁾	Age (Year)	Education / Training Program	Number of shares (%) ⁽²⁾	Relation with the management	Last 5 years experienced (as at 31 December 2020)		
					Period	Position	Company
6. Mr. Theera Kitjarurat Director - Started Directors position on August 15, 2019	47	- Faculty of Business Administration, Rangsit University <u>Training courses</u> - Persuasive Selling Format, Philips (thailand) Co.,Ltd. - Handling Objection Process,, Philips (thailand) Co.,Ltd.	4.09	None	2019 - Present	Director/Assistant Chief	- PP PRIME Public Company Limited
					2007 - 2017	Executive Officer Assistant sale Manager & Engineer	- Jutha wan metal lab Co.,Ltd.
					2006 - 2007	Sale & Marketing	- Nippon paint (Thailand) Co.,Ltd.
					2004 - 2006	Sales Supervisor-Southern Region	- Sangnakorn Lighting Co.,Ltd.
					2003 - 2004	Eastern Sales Representative	- Vanda Pack Co.,Ltd.
					2001 - 2003	Sales Representative	- Borneo Technical (Thailand) Co.,Ltd.

Name/Position ⁽¹⁾	Age (Year)	Education / Training Program	Number of shares (%) ⁽²⁾	Relation with the management	Last 5 years experienced (as at 31 December 2020)		
					Period	Position	Company
7. Mr. Teerawit Tanakijsoontorn Audit Committee/ Independent Director - Started the Audit Committee position on June 17, 2015	42	- Bachelor of Business Administration in Accounting Kasetsart University - Bachelor of Law Thammasat University <u>Training courses</u> - CPA (Certified Public Accountant) The Federation of Accounting Professions under the Royal Patronage of His Majesty The King - Anti-Corruption for Executive Program (ACEP) Thai Institute of Directors (IOD) - Director Accreditation Program (DAP) Batch#87/2011 Thai Institute of Directors (IOD)	None	None	2020 - Present	Chairman of the Audit Committee/ Independent Director	- PP Prime Public Company Limited
					2015 - 2020	Audit Committee/ Independent Director	- PP Prime Public Company Limited
					2018 - Present	Audit Committee/Independent Director	- Villa Kunalai Public Company Limited
					2015 - Present	Director/Certified Public Accountant (CPA)	- Best Audit Company Limited
					2003 - 2015	A Certified Public Accountant (CPA)	- B.S. Audit Company Limited
					2010 - 2013	Audit Committee and Risk Management Committee	ABSOLUTE IMPACT PUBLIC COMPANY LIMITED
					Holding any position in another entity or organization in the past year <ul style="list-style-type: none"> • Director / Certified Public Accountant (CPA), Best Audit Company Limited (Main Occupation) 		

Name/Position ⁽¹⁾	Age (Year)	Education / Training Program	Number of shares (%) ⁽²⁾	Relation with the management	Last 5 years experienced (as at 31 December 2020)		
					Period	Position	Company
3. Pol.Lt.Col. Thienrath Vichiensan Audit Committee/Independent Director	62	<ul style="list-style-type: none">- Master of Arts Teaching (Government), University of Texas, USA- Bachelor of Public Administration, Royal Police Cadet Academy- Bachelor of Laws, Sukhothai Thammathirat Open University <u>Training courses</u> <ul style="list-style-type: none">- Director Certification Program (DCP) Batch#243/2017, Thai Institute of Directors (IOD)- Advance Audit Committee Program (AACP) Batch#28/2018,	0.002	None	2020 - Present	Audit Committee/Independent Director	- PP Prime Public Company Limited
<ul style="list-style-type: none">- Started the director position on Apr 28, 2017					2017 - 2020	Chairman of the Audit Committee/Independent Director	- PP Prime Public Company Limited
					Present	Inspector-General	- Office of the Permanent Secretary, Prime Minister Office
					2014	Director, The Bureau of Legal Affairs and General Regulations	- Office of the Permanent Secretary, Prime Minister Office
					2012	Director	- Office of the official information commission
					<div>Holding any position in another entity or organization in the past year<ul style="list-style-type: none">Inspector General, Office of the Prime Minister Office of the Permanent Secretary, Office of the Prime Minister (Main Occupation)</div>		

Name/Position ⁽¹⁾	Age (Year)	Education / Training Program	Number of shares (%) ⁽²⁾	Relation with the management	Last 5 years experienced (as at 31 December 2020)		
					Period	Position	Company
9. Lt.Gen. Krisana Waropas Audit Committee/ Independent Director - Started the director position on July 22, 2020	62	- Bachelor of Laws, Ramkhamhaeng University	None	None	2020 - Present	Independent Director/ Audit Committee	- PP Prime Public Company Limited
		- Master of Political Science, Kasetsart University			2017 - 2019	Special luminaries	- Army (Lieutenant)
		- Thai Bar Association Legal Training Bureau of the Thai Bar Association			2016 - 2017	Expert	- Army (Air Force)
		<u>Training courses</u>			2013 - 2016	Director of the Council of State	- Office of the Constitution, Royal Thai Army
		- Military Officer Course for the Elementary of the Constitution, Class 12, Military School of the Constitution - Air Force Training Course, Class 144, Special War Center School - Officer Course, Early Statute, Class 10 - Military Judiciary Course, Class 5					

Name/Position ⁽¹⁾	Age (Year)	Education / Training Program	Number of shares (%) ⁽²⁾	Relation with the management	Last 5 years experienced (as at 31 December 2020)		
					Period	Position	Company
10. Mr. Waroon Atthakorn Director/Chief Executive Officer - Started Directors/ Chief Executive Officer position on August 15, 2019 - Resigned from the position of director on July 10, 2020/ resigned from the chief executive officer on August 1, 2020.	59	- M.B.A. in Finance University of Central Oklahoma, USA - B.S. Industrial Engineering, Khon Kaen University <u>Training courses</u> - Various seminars of social medias and marketing tool - Presentation skill seminar	None	None	2019 - 2020	Chief Executive Officer/Director	- PP PRIME Public Company Limited
					2561 - 2562	Managing Director/ Chief Executive Officer	- Sun Assets Co.,Ltd.
					2561 - 2562	Managing Director/ Chief Executive Officer	- SC 1988 Co.,Ltd.
					2561 - 2562	Chief Executive Officer Managing Director/ Chief Executive Officer	- Green Teak Thailand Co.,Ltd.
					2560 - 2561	Chief Executive Officer Advisor/Chief Executive Officer	- Nirvana Daii Public Company Limited
					2556 - 2560	Chief Executive Officer	- MS. SASA Bakery Co.,Ltd.
					2542 - 2556	Managing Director	- Energy Design Concept Co.,Ltd.

Name/Position ⁽¹⁾	Age (Year)	Education / Training Program	Number of shares (%) ⁽²⁾	Relation with the management	Last 5 years experienced (as at 31 December 2020)		
					Period	Position	Company
11. Mr. Boonjing Cholviroj Independent Director/ Audit Committee - Started Independent Director/ Audit Committee position on August 15, 2019 - Resigned from the position of director on July 10, 2020.	71	- Bachelor Degree of Laws, Thammasart University <u>Training courses</u> - Matrix Management, The Revenue Department, Ministry of Finance.	None	None	2019 - 2020 2009 - Present	Independent Director/Audit Committee Law Lecturer	- PP PRIME Public Company Limited - Assumption University

Name/Position ⁽¹⁾	Age (Year)	Education / Training Program	Number of shares (%) ⁽²⁾	Relation with the management	Last 5 years experienced (as at 31 December 2020)		
					Period	Position	Company
Chief Financial Officer 12. Mr. Praween Deekajonedej Chief Financial Officer - Started Chief Financial Officer position on August 15, 2019	30	- B.B.A., Account, Assumption University <u>Training courses</u> - Investor relations & Financial Communications, Omega world class, 2019. - Certificate of CFO Orientation, The Stock Exchange of Thailand, 2019.	None	None	Aug 2562 - Present	Chief Financial Officer	- PP Prime Public Company Limited
					Apr 2560 - Aug 2562	Accounting Manager - Oversea Account	- PP Prime Public Company Limited
					Nov 2557 - Mar 2560	Senior Assistance Auditor	- Thai Info Co., Ltd.
					Sep 2556 - Oct 2557	Semi-Senior Assistance Auditor	SAM NAK-NGAN A.M.C Co., Ltd.

Name/Position ⁽¹⁾	Age (Year)	Education / Training Program	Number of shares (%) ⁽²⁾	Relation with the management	Last 5 years experienced (as at 31 December 2020)		
					Period	Position	Company
Chief Accountant 1. Miss Phatranit Sinka General Manager of Accounting and Finance - Started the Appointed as General Manager of Accounting and Finance On August 5, 2015 Leave as a supervisor of bookkeeping October 1, 2020 * Being an accountant with the qualifications and conditions of being an accountant in accordance with the rules prescribed in the Notification of the Department of Business Development	53	Bachelor Degree of Accounting, Ramkhamhaeng University <u>Training courses</u> - Prepare for the preparation of financial statements and taxation issues that should be careful by Federation of Accounting Professions under The Royals Patronage of His Majesty The King - Basic employee benefits Batch#1/61 by Federation of Accounting Professions under The Royals Patronage of His Majesty The King - Budget for planning and making profits Batch#2/61 by Federation of Accounting Professions under The Royals Patronage of His Majesty The King	None	None	2015 - Oct 2020	General Manager of Accounting and Finance	- PP Prime Public Company Limited

Name/Position ⁽¹⁾	Age (Year)	Education / Training Program	Number of shares (%) ⁽²⁾	Relation with the management	Last 5 years experienced (as at 31 December 2020)		
					Period	Position	Company
2. Mr. Suthawut Navikaparn Senior Account Manager Began appointment as Senior Account Manager October 1, 2020 * Being an accountant with the qualifications and conditions of being an accountant in accordance with the rules prescribed in the Notification of the Department of Business Development	32	Bachelor of Business Administration, Major in Accounting - Accounting Standards and Financial Reporting Standards Year 2019 - Financial Reporting Standards for Non-Public Interests 2019 - Budget for planning and making profit for 2020 - Business health check through financial statements year 2020	None	None	Oct 2020 - Present 2010 - 2019	Senior Account Manager Assistant Audit Manager	- PP Prime Public Company Limited - AMC office Co.,Ltd

Name/Position ⁽¹⁾	Age (Year)	Education / Training Program	Number of shares (%) ⁽²⁾	Relation with the management	Last 5 years experienced (as at 31 December 2020)		
					Period	Position	Company
Company Secretary 1. Miss Phatcharada Jutaprateep Company Secretary - Started the Appointed as Company Secretary on Dec 2019	42	- MBA in Finance Assumption University - Bachelor of Accountancy, Thammasat University <u>Training courses</u> - Director Certification Program (DCP) Batch# 221 Thai Institute of Directors (IOD)	None	None	2019 - Present	Company Secretary	- PP Prime Public Company Limited
					2017 - Present	Director/Chief Corporate Secretary	- PP Prime Public Company Limited
					2017 - 2019	Director	- Geothermal Power A Ltd.
					2017 - 2019	Director	- Geothermal Power B Ltd.
					2016 - Present	Director	- TLuxe Power Co., Ltd
					2016 - 2019	Director	- TLuxe Investments Co., Ltd
					2016 - 2019	Director	- TLuxe Holdings Co.,Ltd
					2010 - Present	Director	- LT Miracle Co.,Ltd.
					2015 - July 2017	Chief Finance Officer	- Thai Luxe Enterprises PCL.
					2015 - 2016	Director	- Thai Luxe Foods Products Co.,Ltd
					2015 - 2016	Director	- NPP Foods Incorporate Co.,Ltd.

Name/Position ⁽¹⁾	Age (Year)	Education / Training Program	Number of shares (%) ⁽²⁾	Relation with the management	Last 5 years experienced (as at 31 December 2020)		
					Period	Position	Company
Internal Audit Manager 1. Miss Ladawan Khanjanaphusit Internal Audit Manager - Started the Appointed as manager of internal audit on Feb 2015	47	Bachelor of Accounting Sripatham University <u>Training courses</u> - Curriculum Internal Audit - Curriculum Management Internal Audit - Anti-Corruption for Executive Program (ACEP) Thai Institute of Directors - Internal Audit's challenge in value adding	None	None	2015 - Present	Internal Audit Manager	- PP Prime Public Company Limited
					1997 - 2014	Credit and Legal Departments Manager	- PP Prime Public Company Limited

Good Corporate Governance

The Board of Directors prescribed a policy on good governance because it was recognized as being significant and necessary for sustainable growth of business. The Board of Directors emphasized on and intended to follow such principle by prescribing policy for and direction of the Company's business operation with emphasis on the internal control and audit system, supervising the Management to follow the policy efficiently for long term benefits of shareholders under the legal and framework and business ethics, and adopted the good governance principles for companies listed in 2006. The principles are divided into 5 chapters as follows.

1. Rights of Shareholders

In 2020, the Company has one shareholders' meeting, which is the 2020 Annual General Meeting with the Audit Committee and the auditor's representative attended the meeting. The company has sent the meeting invitation letter together with supporting information for the various agendas to the shareholders at least 7 days in advance for the general meeting. The invitation letter of the meeting had complete and sufficient details. Have the opinion of the Board of Directors in every agenda. The minutes of the meeting are completely recorded for the shareholders to review. The company has published the meeting invitation letter and minutes of the meeting on the company's website at www.ppprime.co.th

In the shareholder's meeting, the Company allocated the meeting time properly and treated all shareholders equally in expressing their opinions and raising any question to the meeting in accordance with the meeting agendas and the matters taken up for discussion. All such matters including significant inquiries and comments were recorded in the report of the meeting.

2. Equitable Treatment of Shareholders

The Company allowed any shareholder who was unable to personally attend the meeting to authorize a third party, or select any independent director, to attend on his/her behalf using the letter of authorization sent by the Company with the invitation letter for ease of shareholders' participation in the meeting and provided snacks and drinks to shareholders in the registration area before the meeting started.

In the meeting, the Chairman of the meeting allowed shareholders to express their opinions and inquire on matters related to that taken up for consideration in that agenda item, and allowed shareholders to elect directors individually under the agenda item on election of directors to replace those vacating office at the end of their term.

The Company recognizes the significance of the internal audit system, both at the managerial level and the operative level, by establishing an internal audit section carrying the audit to ensure that the main operation and significant financial transactions of the Company were performed efficiently in accordance with guidelines established, including the audit on compliance control. To ensure that the internal audit section is independent and capable of fully auditing and balancing, the Board of Directors, therefore, requires the internal audit section to report on the auditing results directly to the Audit Committee, and to be evaluated on its performance by the Audit Committee as well.

3. Consideration of the roles of stakeholders

• Employees

The Company treated all employees equally and fairly, in terms of the opportunity, remuneration, appointment, organizing training for personnel development; to establish the Staff Provident Fund, to provide scholarship to children of the personnel with good study record including the scholarship to be given to the personnel of the Company including the development

of their potential. The Company shall not act discriminately, the care for the working environment to ensure safety of life and property, listening to the opinion and recommendations of the personnel via the Opinion Reception Center through the Company's website or to act as a whistleblower in the event of fraud happening in the organization. The said opinion will be forwarded directly to the Audit Committee. Strict compliance with the law and various regulations relating to the personnel; avoidance of any act which may be unfair that may be impacting job security of the personnel or impacting on or creating psychological pressure on the personnel.

- **Safety, occupational health and working environment**

The company is committed to conducting business under safety. Environment and quality of life of employees The company will operate under the company policy as follows.

1. The company will support to comply with safety laws and regulations. Health and safety.
2. The company will promote and support the development and improvement of the working environment and safe working methods. To ensure safety and occupational diseases.
3. The company will develop employees at all levels to have knowledge and create safety awareness. Along with safety policy announcements Occupational health and working environment for employees to be informed.
4. The company will provide appropriate resources, budget, time, personnel and related resources for safety, occupational health and working environment.
5. The company will promote and support public relations activities. Security in the company.

- **Compensation and benefits for employees**

The company provides benefits and benefits. In return for employees who have cooperated well with the company such as

- Social Security Fund, The company will allow all employees at all levels into the social security fund system. Which is a fund that provides security to insurers in order to receive benefits when experiencing danger or illness Disability or death which is not caused by work including cases of giving birth child welfare, old age and unemployment. Will be in accordance with the conditions of the Social Security Fund.
- Compensation fund, The company sends a contribution to the compensation fund annually. By sending a single contribution which the workmen's Compensation Fund will pay compensation to employees suffering from illness or loss of organs, loss of capacity of organs, disability, death or loss of work for the company.
- Annual health check, The company determines the employee's health check annually once a year by a team of doctors or certified health examination institutions. Check-ups are based on job risks. By checking the list by considering job groups and separate the list of employees by age
- Scholarships for education Education Fund for Education There are rules and conditions In order to promote the education for the future of the employees' children who have worked for 1 year or more and have the greatest benefit according to the policy.
- Provident fund The company uses the accumulated funds of employees who have passed the trial and become members. Sent to the provident fund Along with the company contributions to the employees Employees can choose to pay 3% or 5% or 10% or 15% of their monthly salary to the fund. And the company will contribute to the employees who are members of the fund Equal to 3 percent. Members will receive a 100% cumulative contribution and contributions in accordance with their age in years.

Membership is 1 year old but less than 2 years 20%

Membership is 2 years old or older but less than 3 years, the company joins 40%

Membership is 3 years old but less than 4 years old, company contribution 60%

Membership is 4 years old but not over 5 years old, company 80%

Member age 5 years and over 100% associate company

- Health insurance, life insurance The company will provide group health insurance in case of serious illness to hospitalization, accident and life insurance. By grouping as follows:
Offsite mobile workers at risk of accidents
Full time staff
- Financial support for visiting staff In order to build morale for the employees in the event of illness, showing concern for the health of all employees.
- Funeral allowance
- Uniform To be orderly in the dress code of the employees
- Shuttle bus, Company are aware of safety. The convenience of traveling to work for employees. Therefore has organized a bus route to send-receive employees and reduce travel expenses for employees
Route 1 from Phetchaburi Khao Wang - Phetchaburi Factory, Morning-Evening
Route 2 from Mae Klong Market - Petchburi Plant, Morning - Evening
Route 3 from Mae Klong Factory - Petchburi Plant. Evening - morning

- **Employment and labor management**

The company adheres to the philosophy of the organization that “People return the heart of driving the organization”. Therefore, employees are valuable assets and is the key to driving the organization towards success and sustainable growth Therefore attaches importance to the view and treatment of employees fairly and on the basis of respect for human rights.

The company has established employment and labor management policies in accordance with international human rights guidelines and standards. Consisting of United Nations Universal Declaration of Human Right (UNDHR).

- **Customers**

The Company is aware of the importance of the customer satisfaction it has on the business success of the Company, the Company is therefore seeking method to respond to the need of the customer increasingly efficiently and effectively all the times, such as the delivery of goods and provision of service of quality corresponding to the requirement or higher than the expectation of the customer at fair price; provision of correct and adequate and timely data, information to the customer; making contact with the customer politely, efficiently and winning the trust of the customer; keeping confidential secrets of the customer and do not use the information for own self-interest or for the interest of persons involved unlawfully.

- **Rivals**

The Company has a policy to treat trading competitors in consistent with the universal principle within the framework of the law governing the principle of trading practice; not to breach the secrecy nor privy to trade secrets of the competitors by means of fraud. The Company behaves within the framework of good competition rules, to maintain the benchmark of competition practice, to shun the dishonest method as to gain unfair competitive advantage or destruction of competitors.

- **Suppliers**

The Company has the policy on treating the trading partners equally and fairly by taking into account the maximum interest of the Company. There are purchases of goods and services from the trading partners according to the trading terms including compliance with the contract entered into with trading partner in accordance with the terms of agreement strictly and on the basis of reciprocal return for both sides; shunning the situation that gives rise to conflict of interest including compliance with the obligation; provision of true information and make correct report; entering into negotiations to solve the problem and find a solution on the basis of business relation.

- **Creditors**

The Company strictly complied with conditions and agreements related to goods trading and loan without circumventing to delay payment or to be in default of payment.

- **Information system security and corporate networks**

The company has established security policies, information systems and corporate networks. In accordance with relevant laws for efficiency and in accordance with the centralized organization management policy to create unity.

- **Anti-Corruption**

The company has a commitment to create measures to prevent and combat corruption within the organization. By adhering to responsibility to all groups of stakeholders in accordance with good corporate governance and business ethics. Announcement is a policy for employees of the company acknowledged thoroughly until it becomes the values and culture of the organization that everyone must adhere to and practice.

On 12 February 2018, the company was certified by the Private Sector Collective Action Coalition Against Corruption (CAC).

However, the company Have training In the area of anti-corruption, with training and communication content covering the anti-corruption policy Policy on Receiving Complaints and Protection And guidelines for receiving-giving gifts Rearing or other benefits for directors, executives and staff at the Phetchaburi Provincial Factory office and Songkhla province.

As well as anti-corruption communication to various groups of stakeholders including directors, executives, employees, representatives from business partners and outsiders.

In addition, in 2020, the company has been extended to the year 2023 by the Collective Action Coalition of the Thai Private Sector for Anti-Corruption (CAC).

- **Environmental quality**

The company has developed and created a quality system in the organization in order to be able to produce quality products and able to create satisfaction for customers with the determination to continuously develop the business by focusing on producing quality products and at the same time giving importance to participation in preserving the environment.

- **Whistleblowing**

The Company has set up a website as an avenue for whistle blowing; reporting illegal or unethical practices; reporting finance matters; or failure in systems. The page has tabs that divide into “Investor/Contact Board”. It is also possible to report directly to the Internal Auditors at e-mail: ia@ppprime.co.th

The committee will protect the reporters by keeping their data strict confidentially.

The committee follows a process after an issue is reported to them, they will firstly summarize the report and present it to the Audit committee for further investigation. If the matter affects the Company, it will be presented to the Board of Directors for further action.

- **Prevention and suppression of drugs**

The company will make the workplace of employees as a drug-free place. Which will undermine the employee performance and will have a serious impact on safety working efficiency and employee contributions as employees are involved in drugs that are punishable by law, the company will fully cooperate with the government to prevent and suppress all types of drugs.

- **Quality**

The company focuses on quality of products, services and operations at international standards. Ready to focus on creating the future with new businesses. For continuous and sustainable growth And demonstrates the commitment of top management, therefore establishing a quality policy as well as managing the quality system To be put into practice in management And the production of the company's products.

- **Energy conservation**

The company has continuously developed systems for producing quality products. By being aware of social and environmental responsibility as well as giving importance to energy conservation.

- **Tax**

The company has appropriate and sustainable tax management. There is a tax payment that is required by law. As well as proper tax management for the maximum benefit.

4. **Disclosure and Transparency**

The Board of Director recognized the importance of disclosure of accurate, complete, transparent and thorough information, both financial and general, as well as those with impacts upon the Company's securities prices, by disseminating such information for awareness of investors and parties concerned through various channels and communications of the Stock Exchange accurately and completely within the prescribed time and in accordance with criteria prescribed by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

The Company disclosed the annual report, both in the Thai and the English versions, through the Company's website at www.ppprime.co.th The Board of Directors also required the report on responsibilities of the Board of Directors upon the financial statement to be included together with the auditor's report in the annual report.

The Company has provided an investment relation officer so that investors can contact and receive the Company's data at Tel. (034) 771-444 Ext. 12

5. Responsibilities of the Board

- The Board of Directors determines business direction, business plan, investment plan and investment source procurement and supervises and monitors work performance to ensure compliance with the business plan and to eliminate conflict of interests. Directors with interests in each matter will not be entitled to vote or make any decision in that matter.
- The Board of Directors prepared a manual on business ethics for acknowledgement by all directors and employees for them to understand the measure for treatment to the Company, all groups of stakeholders and the public and the society.
- The company has implemented an all new orientation to the directors before the inauguration committee, with the introduction of the overall operations of the company, subsidiaries' structure in order to understand the way it works, including with the critical information needed to perform the duties of directors.
- The Company has set a meeting of the Board of Directors at least once a month in advance of the schedule of the Board of Directors' meetings throughout the year. So that the committee can plan their attendance In case of certifying the quarterly financial statements, the meeting date will be scheduled within 45 days from the end of the accounting period. In the case of certifying the annual financial statements, the meeting date is scheduled within 3 months from the end of the accounting period. In the event that there is an agenda that requires urgent consideration, the meeting will be added as necessary. The meeting invitation and agenda are arranged at least 7 days in advance of every meeting date. In order to allow the board to have sufficient time to study information before attending the meeting, in the year 2020, the committee held 12 regular meetings and 6 special meetings.
- Self-assessment of the Board of Directors in 2020 by the Office of Corporate Secretary has distributed the self-assessment form of the Board of Directors to all directors to evaluate and return to the company. To analyze results, the summary report of the assessment results to the meeting of the Board of Directors for further improvement of the evaluation results. The evaluation form for the entire Board of Directors consists of 6 topics as follows: 1. Structure and qualifications of the Board of Directors, 2. Roles, duties and responsibilities of the Board of Directors, 3. Board meeting, 4. Directors' duties, 5. Relationship with management, 6. Self-development of directors and executive development. The evaluation results were rated " very good, excellent ".
- The Board of Directors appointed an Audit Committee comprising 3 independent directors to help supervising the Company's business, oversee the quality of the financial reports and the internal control system, and a Compensation Committee to help recruiting candidates with suitable qualifications to be directors of the Company and determining appropriate remuneration for the Directors. The Company established a clear and transparent policy on remunerations, but setting it at the same level as the industry and appropriate to the duties and responsibilities assigned, and at a sufficiently high level to attract and retain directors with desired qualifications. Directors' remunerations will be presented to shareholder's meeting for consideration and final approval. Power and duties of the Audit Committee and the Compensation Committee are as per details in the management structure. In the year 2020, we have Meeting of the Audit Committee at 11 times.

The number of meeting attendances of the Audit Committee:

Name		The Number of Attendees of the Audit committees 2018
1.	Mr. Teerawit Tanakijsoontorn	11/11
2.	Pol.Lt.Col. Thienrath Vichiensan	11/11
3.	Lt.Gen. Krisana Waropas	5/5
Resigned Audit committee in 2020		
1.	Mr. Boonjing Cholviroj	6/6

Remark : as of 31 December 2020

Remunerations of executives are in accordance with principles and policy prescribed by the Board of Directors, which link with the Company's operation results and each executive's performance. There is a suitable remuneration determination process relying on information on remunerations of companies with similar size in the same industry in conjunction with the Company's operation results.

Company's Board of Directors assume liability for the financial transactions of the company as well as for the essence contained in Annual Reports. Financial Reports are prepared under the generally accepted principles practiced in Thailand and the Company selects a suitable accounting system and carefully making estimates and divulgence of data incorporated in the remarks accompanying financial statements.

The Board of Directors arranged to maintain an efficient internal control system to ensure reasonably that accounting transactions were accurate, complete and adequate to maintain properties and to be aware of weak points to prevent dishonesty or abnormal transactions in material aspects.

The Board of Directors was of the opinion that the Company's overall internal control system was satisfactory and the Company's financial statement could create confidence and relationships with investors.

Sub-Committee

1) Audit Committee

As of 31 December 2020, there are 3 members in Audit Committee

Name	Position
1. Mr. Teerawit Tanakijsoontorn*	Tanakijsoontorn Chairman of the Audit Committee / Independent Director
2. Pol.Lt.Col. Thienrath Vichiensan	Audit Committee / Independent Director
3. Lt.Gen. Krisana Waropas	Audit Committee / Independent Director

* Audit director who had knowledge and experiences in review of the Company's financial statements.

Authorities and Responsibilities of Audit Committee

1. Review to ensure that the Company makes financial report accurately and adequately.
2. Review to ensure that the Company has appropriate and effective internal control system and internal audit system and determine independence of the internal audit agency, and approve appointment, transfer and termination of chief of the internal audit or any other agency with internal audit responsibility.
3. Review to ensure that the Company complies with law governing securities and stock exchange, regulations of the stock exchange and laws applicable to the Company's business.
4. Consider, screen and nominate independent individuals for appointment as auditors of the Company and propose remuneration for such people, and participate in meetings with auditors at least once a year without participation by the Management.
5. Consider related transactions or those with possible conflict of interest to ensure their compliance with laws and regulations of the Stock Exchange of Thailand to ascertain that such transactions are reasonable and most beneficial to the Company.
6. Prepare report of the Audit Committee and include it openly in the annual report of the Company. Such report must be signed by the Audit Committee Chairman and contain the following information.
 - 1) Comments on accuracy, completeness and reliability of financial report of the Company.
 - 2) Comments on adequacy of the internal control system of the Company.
 - 3) Comments on compliance with law governing securities and stock exchange, regulations of the stock exchange or laws applicable to the Company's business.
 - 4) Comments on suitability of the auditors.
 - 5) Comments on transactions with possible conflict of interest.
 - 6) Number of meetings of the Audit Committee and participation of each member of the Audit Committee.
 - 7) Comments or observations in whole obtained by the Audit Committee from performance of duties in accordance with the charter.
 - 8) Other transactions deemed desirable for shareholders and general investors to know under the scope of duties and responsibilities assigned by the Board of Directors of the Company.
7. Perform any other duty assigned by the Board of Directors of the Company with approval of the Audit Committee.

2) Executive Committee

As of 31 December 2020, there are 6 members in Executive Committee

Name	Position
1. M.L. Phanpiengduen Sungkahapong	Chairman of the Executive Committee
2. Dr. Denchai Akaradajdechachai	Executive Committee
3. Mrs. Kanokwan Wannabuit	Executive Committee
4. Ms. Phatcharada Jutaprateep	Executive Committee
5. Mr. Theera Kitjarurat	Executive Committee
6. Mr. Praween Deekajonedej	Executive Committee

Resigned Executive committees in 2020

1. Mr. Waroon Atthakorn	Chairman of the Executive Committee
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3) Nomination and Compensation Committee

As of 31 December 2020, there are 3 members in Nomination and Compensation Committee

Name	Position
1. Pol. Col. Thienrath Vichiensan	Chairman of the Nomination and Compensation Committee
2. Dr. Denchai Akaradajdechachai	Nomination and Compensation Committee
3. Mr. Theerawit Thanakijsumton	Nomination and Compensation Committee

4) Foreign investment committee

As of 31 December 2020, there are 3 members in Foreign investment committee

Name	Position
1. Dr. Denchai Akaradajdechachai	Chairman of the Foreign investment committee
2. M.L. Phanpiengduen Sungkahapong	Foreign investment committee
3. Mr. Theerawit Thanakijsumton	Foreign investment committee

5) Sustainable Development Committee

As of 31 December 2020, there are 4 members in Corporate Social Responsibility Committee

Name	Position
1. Mrs. Kanokwan Wannabuit	Sustainable Development Committee
2. Ms. Patcharada Jutaprateep	Sustainable Development Committee
3. Mr. Praween Deekajonedej	Sustainable Development Committee
4. Mr. Chanchai Nuchruean	Sustainable Development Committee

Nomination of Directors and Top management

Criteria for Recruitment of the Company's Directors:

In the selection of persons to be appointed as directors. The Nomination and Compensation Committee is responsible for considering the selection of qualified persons and has no prohibited characteristics as specified by law. In order to get a professional and diverse committee. In which the number proposed would be equal to or greater than the number of directors retiring. Which will propose to the shareholders' meeting to appoint directors Which can be summarized as follows:

The Board of Directors consisted of at least 5 members; whereas, at least one half of the total number of directors shall be residing in the Kingdom of Thailand; and the Company's directors shall have qualifications as prescribed by laws.

The Board of Directors shall be appointed by the meeting of shareholders under the following criteria and procedures:

1. Each shareholder shall have one vote for each share
2. Each shareholders shall exercise all votes applicable, one vote for each share, in appointing one or more person to be a director, provided that any of the votes shall not be divisible
3. A person who has the most respective vote shall be elected to be the directors equivalent to the required number of directors but in case where the following persons so elected have equivalent vote, the chairman shall have a casting vote.

At every annual general meeting, one-third of the directors or if their number is not a multiple of three, then the number nearest to one-third shall retire from office. The directors in the first and second year after company registration will be offered a draw to resign. In each subsequent year, those directors who have been longest in the office shall retire. The directors who have been resigned are able to be re nominated.

Each director who would like to resign must submit the resignation letter to the company. The resignation will be effected at the date the company received the letter. The resigned director may report his willingness to the registrar, if needed.

In cases where there is any vacancy among the directors other than a retirement by rotation, the Board of Directors shall elect a person who is qualified under the law to be a new director at the next meeting of the Board of Directors unless the period to which new director is entitled shall be less than two months. The person who is elected as the new director shall retain the office during such period only as the vacating director was entitled to retain the same. The resolution of the Board of Directors as specified in the first paragraph above shall consist of votes of not less than three-fourths of the remaining directors.

The meeting of shareholders may resolve to remove any director from the office before the expiration of his period of office with the votes of not less than three-fourths of the number of shareholders attending the meeting with the voting right and holding in aggregate not less than one-half of the shares held by those shareholders attending the meeting with the voting right

The directors must nominate the chairman of board of directors. The chairman will be both the chairman of board of directors and chairman of shareholders meeting. The chairman can take the position as long as he is being the director of the company. If needed, one or more vice chairman can be nominated.

Definition of Independent Directors

1. Shareholdings not more than 1% of the available number of shares with the Company in the Major Company, Subsidiary, Joint Venture Company. Major shareholders or the persons with power to control the Company are all part of the Company including the directors.
2. There is no director holding interests in the management, or employee, staff of consultant earning salary regularly or the person with power of control of the Company, Major Company, Subsidiary, Joint Venture Company or Juristic Person who may have contradictory interests currently and 2 years previously serving in the management of the Company.
3. It is not a person having blood relations or by legal registration by way of being parent, spouse, sibling, offspring including spouse of offspring and executives serving as major shareholder, exercising power of control of the Company or person to be proposed to serve as executive or person to exercise power of control of the Company or its Subsidiary.
4. Having no business relations with the Company, major Company, Subsidiary, Joint Venture Company, major shareholder or person with power of control of the Company who may act to thwart the independent status of the Company and it has never been shareholder likely to exercise power of control of person having business relations with the Company, Major Company, Subsidiary, Joint Venture Company, major shareholder or person with power of control of the Company currently or 2 years previously.
5. Never served as auditor of the Company, Major Company, Subsidiary, major shareholder, person with power of control of the Company and not being shareholder with power of control, or partner, manager of the auditor's office which has an auditor of the Company, major company, Subsidiary, joint venture company, major shareholder or person with power of control of the Company, Subsidiary currently or 2 years previously.

6. Never been provider of occupational services, legal services or financial services in receipt of service fee exceeding two million baht annually from this Company, Major Company, Subsidiary, Joint Venture Company, major shareholder or person having power to control the Company and not being shareholder with power of control or being manager, provider of occupational services currently or 2 years previously.
7. Not being director elected to serve as representative of the director of the Company, major shareholder or shareholder with relations with a major shareholder.
8. Not engaged in business that operates on the same lines as this Company and competed with this Company, or being partner in limited partnership or director of another Company that is engaged in business the same as this Company and competing with this Company.
9. No having any other characteristics that would prevent independent opinion in the interests of this Company.

Principle for Choosing Audit Committee

Audit committee will be nominated by the directors or the shareholders. The audit committee must be composed of at least 3 audit committees, by selecting from Independent directors. The term of audit committee is 3 years, but can be reappointed by the directors or the shareholders. At least one of audit committee must have knowledge and experience in financial and accountant, and is able to audit the financial statement.

Term of Directors

1. The term of each director is 3 years, which will be resigned at every annual general meeting. The directors who have been resigned are able to be renominated.
2. The term of the members of sub committee will be the same as the term of each director, and can be renominated from the Board of Director.
3. The term of Independence of Director should not more than 3 consecutive terms.

Criteria for selecting the top management

To select top executives, the company attaches importance to the organization in the first place, the selection criteria are as follows:

1. Not in possession of prohibited characteristics pursuant to section 68 of the public company ACT 1992.
2. Possession of adequate knowledge, ability and experience in animal feed industry and secondary industry including the ability to make assessment of various work performances in the course of operation the business.
3. Possession of the resourcefulness and experience in the management of mega-size organization .
4. Holding job positions or used to hold job positions not below the Assistant Managing Director, the Vice President and the organization's turnover is not less than 2,000 million baht per year with the balance sheet or the organizational structure or the annual report while holding the position to be made available for presentation. In the case of being or having used to be the executive from the government sector organization at the departmental or equivalent level, the position held must not be lower than the Deputy Top Executive.
5. Having the resourcefulness, high caliber in making decision, in giving order, solving problems and lead the organization towards the direction and target according to the policy assigned by the board of directors of the company.
6. Having a vision of an animal feed business and related business; judicious and clever planning of the business operation, control of the situation and solving the problems with relevancy and in timely manner.

7. Possessing leadership, good human relations among executives, among the persons under command or even with the outsiders; ability for good liaison and work coordination both domestically and abroad.

Overseeing the operations of its subsidiaries

The Company controls the management of the subsidiary companies as to maintain the interest of the company in accordance with the policy laid down by the Company's board of directors and has the duty to report the operating result directly to the company's board of directors through representative of the company to hold the directorship in the subsidiary company as to formulate the policy and protect the interest of the company to ensure the company and its subsidiary operate in the same direction which would result in the management of the cost to maximum efficiency as well as the operation to maximum efficiency including the use of the policy on good corporate governance of both the company and its subsidiary.

The subsidiary is required to seek approval from shareholders in the transaction, and the acquisition or disposition of key assets same as the Company's criteria, and comply with the requirements of the Stock Exchange of Thailand which included the data and accounting records that can be monitored and collected within the consolidated financial statement deadline.

Internal Information Control

The Company has set up the policy on the use of inside information, which is recognized only limited to executives only and disclosure to employees as necessary as they need to know in practice.

The company has policies and procedures to take care of directors and management not to use internal company information, which was not been disclosed to the public, for personal gain, including trading securities as follows:

- To educate the directors as well as the executive position to report the holding number of the company securities, including the holding of their spouse and minor children to SEC, and SET under Section 59 and penalty provisions under section 275 of the Securities and Exchange Act of 1992 within 3 days after the day of the inauguration.
- To educate the directors as well as the executive position to report a change of the holding number of the company securities to SEC and SET under Section 59 of the Securities and Exchange Act of 1992 within 3 days from the date of the change in the holding, and send copies of this report to the Secretary of the Company in same day sent a report to the Securities and Exchange Commission to propose to the Board of Directors acknowledged the next meeting.
- To determine the directors, the executive, the staffs, including with Investor Relations team who received inside information to avoid disclosing such information to outsiders or unrelated parties, and should refrain from trading shares of the company while published or distributed the Company's financial statements, as well as other important information at least 30 days before the disclosure, and 3 days after the disclosure.

The company has set a disciplinary penalty matter for the exploitation of inside information by using or to disclosing the information by considering penalty as appropriate verbal warning, written warning, probation and dismissal until the termination of an employee dismissed.

Auditor Remuneration

Auditor of the companies in 2020 was Karin Audit Company Limited. The auditors name are as follow:

1. Miss Kannika Wipanurat Certified Public Accountant Registration No. 7305 and /or
2. Mr. Jadesada Hungsapruet Certified Public Accountant Registration No. 3759 and /or
3. Mr. Jirote Sirirorote Certified Public Accountant Registration No. 5113

Remunerations for the Auditor in 2018, 2019 and 2020 consisted of the audit fee and other expenses amounted to 3,099,178 Baht, 3,800,316 Baht and 4,190,000 Baht.

Compensation to subsidiaries companies' and associated companies' auditors in 2020 per the below.

Name of company	Baht	Yen	HKD
• Thai luxe Enterprise (Thailand) Co., Ltd.	800,000	-	-
• Tluxe Global business Co., Ltd.	135,000	-	-
• Tluxe Power Co., Ltd.	185,000	-	-
• Tluxe Investment Co., Ltd. (Mauritius)	65,000	-	-
• Tluxe Holding Co., Ltd. (Hong Kong)	65,000	-	20,000
• Geothermal Power A Company Limited (Hong Kong)	65,000	-	21,000
• Geothermal Power B Company Limited (Hong Kong)	65,000	-	21,000
• P Prime Singapore Pte. Ltd. (Singapore)	65,000	-	-
• Origin Power Investment Co., Ltd. (Mauritius)	65,000	-	-
• PPSN Co., Ltd. (Japan)	100,000	1,360,000	-
• Otomeyama Co., Ltd. (Japan)	100,000	222,000	-
• Sumo Power Co., Ltd. (Japan)	100,000	680,000	-
• S Power Co., Ltd. (Japan)	100,000	222,000	-
• SNS Power Co., Ltd. (Japan)	100,000	680,000	-
• M Luxe Energy Co., Ltd. (Japan)	100,000	680,000	-
• Fino Binary Power Plant Ltd. (Japan)	100,000	680,000	-
• NIS Binary Power Plant Ltd. (Japan)	100,000	180,000	-
• Beppu Tsurumi Onsen Geothermal Power Station No.1 Liaison (Japan)	100,000	680,000	-
• Dual Energy Binary - Power Plant No.1 Ltd. (Japan)	100,000	680,000	-
• Lena Power Station No.1 Ltd. (Japan)	100,000	860,000	-
• P Green Energy Ltd. (Japan)	100,000	680,000	-
• Wind Power A Co., Ltd. (Hong Kong)	-	-	12,500
	2,710,000	7,604,000	74,500

Corporate Social Responsibility



P P Prime's Corporate Social Responsibility projects in 2020

Empowering For Sustainability

Throughout the past 33 years of business operation With an unstoppable vision, PP Prime Public Company Limited and its affiliates believe that “people” are the essential power of every business. The ultimate goal of the company is to make the life of the people in society It is stable and sustainable. Therefore conducting a business that is related to sustainability Provides stable returns And has high growth potential in the future Along with social responsibility It also builds confidence among all groups of stakeholders, such as shareholders, investors, customers, business partners, media, community, and personnel in the organization.

It has been implementing a project on Corporate Social Responsibility (CSR) that has been concrete for more than 14 years and the CSR Committee was established in 2016 to oversee and set up policies, strategies, guidelines. To be in line with the goal As well as supporting, controlling, monitoring and evaluating the corporate social responsibility performance to achieve the goals set.

“PP Prime” also takes part in creating a better future for Thai youth and farmers. Including the surrounding communities Through the company’s social responsibility project That are held continuously, being concrete and sustainable Both nationally And community level In line with the Sustainable Development Goals (SDGs) of the United Nations. And covers all 3 areas: Environment, Social and Economic (ESG: Environment Social and Governance)

But because in the year 2020, with the situation of the coronavirus disease outbreak 2019 (COVID-19), the government by General Prayut Chan-o-cha, Prime Minister, has announced the Government Gazette publishing regulations for public administration in an emergency situation for people to refrain or delay Travel across the province Unless there is a need and must be screened. Effective May 3, 2020 The company realizes the importance of social responsibility, economy, environment, as well as stakeholders. With ethical principles and good corporate governance principles Therefore, it has a policy to delay the trip to carry out projects on Corporate Social Responsibility (CSR) outside the provinces. To comply with the announcement of the Government Gazette and follow the anti-infection measures and reduce the spread of coronavirus disease (COVID-19), but still operate social responsibility projects in the provinces. Which is the location of the establishment Including nearby communities to build a good relationship And promote the good image of the organization to external agencies In addition, in order to reduce the environmental impact arising from both direct and indirect production processes of the factory section.

P P Prime's Corporate Social Responsibility projects in 2020

Economic dimension: 2 projects, which are

1. School Fisheries Project

The School Fisheries Project has been in operation for more than 12 years, starting from 2009 until now. By support Aquatic feed And introducing techniques for raising funds for schools in remote rural areas In the implementation of agricultural projects for lunch Most of which are schools under the Office of the Basic Education Commission (OBEC) with more than 110 schools in all regions across Thailand. Total value of aquaculture feed The total budget is more than 4,100,000 baht, which has been well received all along.

In the past 2020, with the situation of the coronavirus disease outbreak 2019 (COVID-19), the company has also established a relationship It is good for all agencies involved in the school fisheries project. It coordinated with the school director and the person responsible for the school fisheries program by phone, LINE application, and various social media channels to monitor the performance. After delivering the fish feed to each school There is a follow-up on the results of the raising. Inquire about the growth of aquatic animals. Operational problems and obstacles and summarize the output obtained from the project implementation Which the schools that have supported aquaculture feed in the past year To cooperate in sending a summary of the results of the banquet to the company. To be published as a model school for the implementation of the project in the next year.



* Example : Summary of the monitoring of the implementation of the Fisheries School Project (Central Region), Wat Tonon School, Ang Thong Province, participating in the project in 2019.



* Example : Summary of the monitoring of the implementation of the Fisheries School Project (Isan Region), Ban Kong Nang School, Nong Khai Province, joining the project in 2019.

2. Project for Continuing Sufficiency To Fisheries, Thai Border Patrol Police School

The company has adopted the philosophy of sufficiency economy. Of His Majesty the King Maha Bhumibol Adulyadej the Great Borommanatbophit Rama IX and inherited the royal initiative of His Majesty the King. Department of Her Royal Highness Princess Maha Chakri Sirindhorn Siam Boromrajakumari That His Highness has initiated “Agriculture for Lunch Project” is the origin of the concept. “The project to sustain self-sufficiency To fisheries, the Thai Border Patrol Police School by organizing a school fishery activity To the Border Patrol Police (Subdistrict Police) schools nationwide totaling 220, which the company has operated continuously since 2017 until the present. In the past, the company has completed the work in 78 schools with a total value of more than 940,000 baht in aquaculture feed.

In the year 2020, with the situation of the coronavirus disease outbreak 2019 (COVID-19), the company has also built good relations with all agencies involved in the sufficiency project. To Fisheries, Thai Border Patrol Police School By coordinating with the Border Patrol Police Division of each area Headteacher of the school. And the person responsible for the project Operate the results of the farming results to the company via phone calls, LINE applications, and various social media channels to monitor the performance after delivering the aquatic animal feed to each school. There is a follow-up on the results of the raising. Inquire about the growth of aquatic animals. Operational problems and obstacles And summarize the output obtained from the project implementation Which the schools that have supported aquaculture feed in the past year To cooperate in sending a summary of the results of the banquet to the company. To be published as a model school for the implementation of the project in the next year.



* Example : Summary of the monitoring of the project implementation (Southern Region), Royal Thai Police, 43 Royal Thai Police, Ban Chai Khuan, Songkhla Province, participating in the project in 2019.



* Example : Summary of the monitoring of the project implementation (Central Region), Royal Thai Police, Tako, Pud Thong, Ratchaburi, joining the project in 2019.

Social dimension: 4 projects, which are

1. Thai Luxe Graduate Program

For more than 15 years starting from 2006 until now, in the implementation of the “Thai Luxe Graduate Program”, we have sponsored scholarships for students / students who studied well, behave well but lack funds. This includes grants for educational institutions as well as in all regions across the country, as well as scholarships for students / community institutions. Children, farmers and employees in the organization who received more than 2,322 scholarships, totaling a budget of more than 7,894,000 baht.

Because we recognize the importance of youth education That will be an important force in the development of the nation in the future Along with improving the quality of life of children and strive to instill values in the youth to recognize the value and importance of education as well as to have the ability and receive opportunities in education in order to be the main force and an important driver of the country strengthening communities, strengthening, happy society is the foundation of empowering people with knowledge and ability to pursue a career. Build stability for oneself and society in a sustainable way.



2. The Children project is delighted with kind adults.

Is an activity to build relationships in the community Focus on local children and youth Which will be carried out on the occasion National Children's Day of every year in neighboring communities The Company's main production bases are Phetchaburi, Songkhla and Samut Songkhram provinces. Which has a pattern Organize a leisure event Giveaway gifts / prizes And feed For exhibitors.

In the year 2020, the company has implemented the Happy Children project. With kind adults By organizing a recreational event Giveaway gifts / prizes And feed For exhibitors This was received great response from government agencies, teachers, students and parents who attended the event more than 2,500 people.



3. Smile Sharing Project To the elderly

Is an activity to build relationships in the community as well But focus on the local elderly It will be held on the occasion of the National Elderly Day of each year in neighboring communities, the Company's main production bases are Phetchaburi, Songkhla and Samut Songkhram provinces. Which has a form of recreational events Giveaway gifts / prizes And feed the elderly who attend the event

But in the year 2020, with the situation of the coronavirus disease outbreak 2019 (COVID-19), the company has coordinated And discuss with local government agencies To find out how to implement the project And concluded together is To postpone the operation first According to the announcement of the state of emergency in every area throughout the Kingdom From March 26, 2020, to refrain from joining in groups, control the number of participants in the activity to prevent congestion Or reduce the time spent doing activities as short as necessary By adhering to the principle of avoiding any contact with each other, however, the company continues to coordinate with government agencies that organize events regularly. And follow the news to maintain a good relationship with each other

4. Campaign to reduce accidents

As an activity Campaign to reduce accidents During important festivals, including New Year's Day, Songkran Day, in collaboration with local government agencies. Nearby Highway Police Station The Company's main production bases are Phetchaburi, Songkhla and Samut Songkhram provinces. Which model of operation As a gift (Car sunshade) around the highway facade or the public service break point in order to raise awareness of the people who use the car to use the road Realize the safety of driving for both oneself and others In the past, starting from 2018 until the present, we have collaborated with all sectors, both government agencies and the media. In the publicity of the project And beneficial to society in the future.



รายการ คิวข่าวเช้า 8 สถานีโทรทัศน์ ช่อง 8 ออกอากาศทุกวันจันทร์ - อาทิตย์ เวลา 05.00-09.00 น. รับชมย้อนหลังได้ที่ลิงก์ : <https://www.facebook.com/tapeanews/videos/357254638095060/>



รายการ ข่าวติดปาก สถานีโทรทัศน์ True4U ออกอากาศทุกวันจันทร์ - อาทิตย์ เวลา 15.30-16.15 น. รับชมย้อนหลังได้ที่ลิงก์ : <https://www.facebook.com/True4UNews/videos/420088001892474/>

In the year 2020, with the situation of the coronavirus infection (COVID-19) outbreak, the government by General Prayut Chan-o-cha, Prime Minister, announced the Government Gazette publishing regulations for public administration in an emergency situation for people to refrain or delay the crossing. province Unless there is a need And must be screened, effective May 3, 2020 and according to the announcement of the state of emergency in all areas throughout the Kingdom From March 26, 2020, to refrain from joining in groups, control the number of participants in the activity to prevent congestion Or reduce the time to do activities as short as necessary by keeping the principle of avoiding contact with each other. However, the company continues to coordinate with the government agencies that organize events regularly and follow up news to maintain good relations. Between each other.

Environmental dimensions: 1 project including

1. Mangrove Tree Planting, Release of Species, Protection of Mangrove Forest Project

“Mangrove Planting, Conservation, Release, Prevention Program” is one of the CSR projects aimed at sustainable development in the environment. Which has the main objective To cultivate consciousness in conservation, protection, rehabilitation, as well as sharing knowledge And experience About living with mangrove forests And coastal ecosystems To maintain the natural balance To depend on each other for a long time As well as to promote and improve the quality of life of the local people To be able to create a career From using mangrove forest resources with value Bring income circulating within the community The main goal is to increase green area in mangrove forest by 10 rai and to propagate aquatic animals by releasing offspring. To the mangrove forest ecosystem.

In accordance with the 7-year continuous project implementation plan (2018-2024) in an area of 10 rai and releasing aquatic animal species such as white shrimp, samae crab, and blue crab at Pak Thale sub-district, Ban Laem district, Phetchaburi province, through a unified cooperation in the whole region. Public and private companies, namely PP Prime Plc., Phetchaburi Province, Phetchaburi Province Fisheries Authority, Phetchaburi Provincial Mangrove Forest Resource Management Center. Office of Marine and Coastal Resources 3, Department of Marine and Coastal Resources Ministry of Natural Resources and Environment, Pak Thale Subdistrict Administrative Organization, Ban Laem District, Phetchaburi Province, other local government agencies, mass media and local people Which received the attention of the exhibitors as well

Since in the year 2020, with the situation of the coronavirus disease outbreak 2019 (COVID-19) according to the state of emergency in all areas throughout the Kingdom. From March 26, 2020, to refrain from joining in groups, control the number of participants in the activity to prevent congestion Or reduce the time to do activities as short as necessary by keeping the principle of avoiding contact with each other. However, the company still liaises with the relevant government agencies. To monitor the performance of the past year Including the growth of seedlings Plants that are grown in mangrove areas. In which the results were in good shape The trees have an average growth rate of at least 80% / planting area / year. And the plant size is 2-3 meters tall. In addition, there are still monitoring of various information. In order to maintain a good relationship with each other.

Growth of mangrove tree seedlings (mangrove, samae) 2018 - 2020

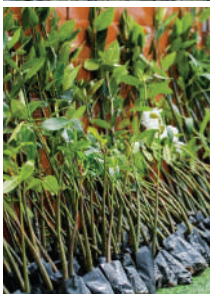
2018



2019



2020



The size of the seedling is 50 cm high.

The plant size is 1-1.5 meters high.

The tree size of is 2-3 meters high.

In addition to the 7 main corporate social responsibility projects of the company, the company has built a good relationship. And promote the good image of the organization to local government agencies And nearby communities To reduce the environmental impact arising from both direct and indirect production processes of the factory such as odor, noise, dust that are not harmful And may cause air pollution Affecting the livelihood of the people in the community Through the community relations project with government agencies in the community, people and environment in the community In line with the Sustainable Development Goals (SDGs) of the United Nations. And covers all 3 areas: Environment, Social and Economic (ESG: Environment Social and Governance).

The three environmental dimensions are:

1. The smell survey from the production process in the community area

Environmental team of Thai Luxe Enterprise (Thailand) Company Limited, a subsidiary of PP Prime Public Company Limited, visited the odor survey area from the production process. Every quarter in an area of 3 kilometers radius from the company Which has been done continuously By asking information from local community representatives For management information If problems are found, the problem can be solved on the spot. And understanding together, which the Company gives great importance to the local communities Ready to be a part of driving the community towards a sustainable society in all dimensions at Nong Chumpon Sub-district, Khao Yoi District, Phetchaburi Province.



2. Waste separation and recycling project

Solid waste resulting from neglect of sorting It is one of the chains that contribute to the quality of the environment. The health of the body and the overall life deteriorates. The Company realizes the importance of the environment. Therefore established a project Sorting and recycling waste management. Up within the organization To encourage employees in the organization to sort waste before throwing into the bin Including waste management that can be recycled To reduce the amount of waste generated As well as in order to optimize the circulation and use of resources together in the most efficient.



3. The project to reduce water consumption and water loss.

“Water” is a limited resource. Are important to everyday life Society and culture As well as economic growth, the management of water resources is important. “Reduce water use and water loss” within the organization To create greater participation and desirable behaviors in the area of water use Especially, saving water and using water well. To enable employees at all levels to take part in helping to protect the environment It is also one of the most important guidelines in managing the country’s water resources for sustainability.



6 social dimensions :

1. Blood Donation Project

In the past year Management team and staff Join blood donation With the Red Cross, Phetchaburi Province For use in Phra Chomklao Hospital, Phetchaburi Province To reserve blood in normal conditions and prepare for the crisis with an urgent need for blood. To help patients in various hospitals Immediately And contributing to the greatest benefit to humanity at Nong Chumpon Sub-District Administrative Organization, Khao Yoi District, Phetchaburi Province And Hat Yai Hospital, Hat Yai District, Songkhla Province.



2. The White Factory Project

The White Factory Project The Company intends to be one of the participating organizations. White Factory Project According to government policy And ask for cooperation from all employees to cooperate with the activities of the project This is to jointly eliminate drug problems and to cooperate with the government. In order to prevent and solve drug problems, the Company has established a drug prevention and suppression policy. And to cooperate with government agencies to verify the completeness of every step of the process.



3. The project to improve the playground with schools in the community area.

Playground renovation project It is an integrated project that operates together. In both the Company, the community and the school in collaboration to improve Repair of the playground equipment of the school in the vicinity of the establishment. To enable students to play in safety and enjoyment, as well as to contribute to the development of emotional, social and health as well.



4. Project to preserve Thai traditions and traditions And important religious days

In the past year Management team and employees Participated in important religious activities as well as good traditions of Buddhists, such as hosting the Kathin Unity Ceremony at the Yang Ngam Monastery of Songkhla Province, joining the Kathin Ceremony at Wat Khuha Banphot (Khao Sakae) and Wat Nong Chumphon, Phetchaburi Province. Making merit, offering alms to monks, dried food In order to preserve the good traditions of Buddhists to last forever.



5. Healthy Thailand project for insurers

PP Prime Public Company Limited joined the Healthy Thailand project, which was organized by the Social Security Office of Phetchaburi. The objective is to promote good health and life for insured employees, reduce risk factors, prevent disease, promote health care, with Dr. Duangrit Benjatikulchairungruang, Assistant Minister of the Ministry of Labor. Presided over the opening speech In which the event had a special lecture on health promotion Free health check Fun activities and win prizes Including exhibitions at the Noppakao meeting room Ganesha Surasankas Building Phrachomklao Hospital, Phetchaburi Province.



6. PP Prime (Thai Luxe) Project - Mae Jo Sanfun, 13 Year Sharing

PP Prime Public Company Limited organized “PP Prime (Thai Luxe) Project - Mae Jo San Fun, Sharing, Year 13 at Baan Sao Hin School, Sao Hin Sub-district, Sao Hin District, Mae Hong Son Province during 2-8 December 2020, with cooperation between PP Prime Plc. And the Faculty of Fisheries Technology and Water resources Mae Jo University, Chiang Mai Province Including aquaculture feed distributors, partners, government and private sectors, the project has built utilities, both buildings and places for public benefits to schools, communities, such as installing lighting lamps. Solar cells Repairing the playground With sports equipment for youth To train the body to be healthy and for the benefit of the school community. Including delivery of the Company’s aquatic animal feed (frogs) For use in the frog breeding program for lunch To become an important protein food source for youth With organizing recreational activities More than 130 scholarships are awarded for consumer goods, medicine, and food catering. With youth groups More than 500 people in the backcountry communities participated in the event. In addition, the event also donated consumer goods such as sports equipment, school supplies, shoes, blankets, etc., to schools in need of funds such as Ban Mae Lo School. Ban Poso School Salachiang Tong School And Ban Watu School, Mae Hong Son Province.



2 economic dimensions :

1. PP Prime - Thai Luxe Aquarium Project

In the past year, with the economic situation caused by the impact of the coronavirus disease outbreak (COVID-19) situation, the company has seen the problem in the daily life costs of employees. Therefore, there are guidelines to carry out the work to help and reduce the expenses of the employees. By selling the company's aquatic products From the operation of the Research and Development Department (RD) by allowing employees to purchase the Company's aquatic products at a cheap price that does not have to go through a middleman. To reduce costs and employees receive quality raw materials as well.

2. PP Prime-Thailuxe Project share a conservation to aquatic life.

The Company gives great importance to the local communities. In order to create a good relationship And promote the good image of the organization to local government agencies And nearby communities In the past year, the Company, by the management and employees of Thai Luxe Enterprise (Thailand) Co., Ltd., Songkhla Province, supported aquaculture feed (fish feed) to Bang Rieng Sub-District Municipality, Songkhla Province to provide Villagers and people who sit along the Ban Ko Yai railway feed the catfish and pangasius. It is also a natural conservation of aquatic animals. Along the Ban Ko Yai Railway Station, Bang Rieng Subdistrict, Songkhla Province.



We will continue to pursue real and ongoing social responsibility programs in order to achieve our goals through collaboration from all sectors of society. Leading to benefits that will happen to the nation Ready to lead the economic, social and environmental sectors to sustainability along the same path As well as being a part in contributing to the well-being of Thai society. By adopting the Sustainable Development Goals (SDGs), an international development direction. Of the United Nations (UN) as the basis for the implementation of the PP Prime Public Company Limited's social responsibility program, as the development agenda after 2015, 17 SDGs were adopted. It is the key to implementing 5 social responsibility projects of PP Prime Public Company Limited, which are:

Sustainable Development Goals (SDGs)

2 : Eliminate hunger Achieve food security Promote sustainable agriculture



Focusing on children And the disadvantaged Providing access to adequate and nutritious food Along with promoting Sustainable agriculture Improve the quality of life and productivity of small-scale agriculture. Through projects that we create concrete and sustainable, such as the school fisheries project, the self-sufficiency building project To Fisheries, Thai Border Patrol Police School.

3 : Good health and well-being.



Good health and well-being Ensuring that people live a healthy life, promoting welfare for all people of all ages. Through the Happy Kids project With kind adults, a project to share smiles to the elderly and a campaign to reduce accidents.

4 : Equal and Comprehensive Education Promote sustainable learning



Support and promote Thai youth in education To be one of the powerful drivers for sustainable development With the aim to reach disadvantaged youth and educational institutions who are disadvantaged in need Through the Social Responsibility Program (CSR) by awarding scholarships in Thai Luxe Graduate Program From primary school to higher education for children who study well, behave well, but lack funds both outside and within the organization, including educational institutions as well. Distributed to all regions across the country.

14 : use of oceans and marine resources



Protect the coastal ecosystem Strengthen the conservation and sustainable use of marine resources through the mangrove planting, conservation, release, and protection project. Which not only is the restoration of the mangrove forest to remain Increase ozone by air It also increases the habitat for coastal marine life. Has propagated And results in treating water according to natural methods This will help trap sediment. Filter the waste water to be more clear and clean It is also a food source. And plays an important role in preventing erosion in the coastal areas.

16 : Society is peaceful, fair, non-discriminating.



Promote a peaceful, fair, non-discriminatory society for sustainable development. Through the Happy Kids project With kind adults, a project to share smiles to the elderly And campaign to reduce accidents.

Internal Control and Risk Management

The Board of Directors have evaluated the internal control system based on the report submitted by the Audit Committee, there are 5 components, i.e.

1. Organizational Control and Environment Measure
2. Risk Assessment Measure
3. Management Control Activities
4. Information and Communication Measure
5. Monitoring

The Board of Directors considered that Company's internal control over transactions with major shareholders, directors, executives or related persons was sufficient.

The Internal Audit Department has been reviewing the performance of various departments. If there are any flaws. Significant will be reporting directly to the Audit Committee.

The Company has appointed Ms. Laddawan Kanchanaputit to the position of Deputy Manager of Internal Audit, act as the head of internal audit of the company, as she had the experience to perform the audit and had been trained in courses relevant to operations, including internal audit, such as Internal audits to prepare for the Certified Internal Auditor. She had an understanding of the activities and operations of the Company. So it is appropriate to perform such duties appropriately enough.

The approval of the appointment, transfer and dismissal of internal audit of the company must be approved by the Audit Committee.

The Connected Transactions

The transactions between the company, subsidiaries and persons that may have some discrepancies in 2020 :

The company and its subsidiaries had transactions between each other by the general business practices and fair trading terms as the following :

The transactions between the company with subsidiaries

Relevant person/entity	Relationship	Nature of transaction	Type of transaction	Amount (Baht)	Necessity and feasibility
				As of 31 st December 2020	
Thai luxe Enterprise (Thailand) Co., Ltd.	Tluxe Enterprise (Thailand) Co., Ltd. is a subsidiary of the company in which the company holds 100% of the paid capital.	The company has sales transactions of finished goods and service income.	* Trade and other receivables	337,080.14	The finished goods transaction is a normal transaction and service fees are in accordance with the mutual agreement.
			* Trade and other payables	522,089,399.49	
			* Service income	16,126,194.40	
			* Purchase products	1,017,195,176.50	
Tluxe Power Co., Ltd.	Tluxe Power Co., Ltd. is a subsidiary of the company in which the company holds 100% of the paid capital.	The company provided loans for Tluxe Power Co., Ltd.	* Interest income	369,007.70	Transaction of loans, the company charged interest rate between 6-8.25 percent per year
			* Accrued interest	436,715.91	
			* Loans	13,600,384.00	
			* Other receivables	769,255.30	
Tluxe Global Business Co., Ltd.	Tluxe Global Business Co., Ltd. is a subsidiary of the company in which the company holds 100% of the paid capital.	The company has other receivables from each other.	* Other receivables	479,046.39	
PPSN Co., Ltd.	PPSN Co., Ltd. is a subsidiary of the company in which the company holds 100% of the paid capital.	The company provided loans for PPSN Co., Ltd.	* Interest income	26,697,781.02	Transaction of loans, the company charged interest rate between 2.5-8.00 percent per year
			* Accrued interest	149,030,417.00	
			* Loans	450,884,222.47	
			* Other receivables	1,721,256.00	
Sumo Power Co., Ltd.	Sumo Power Co., Ltd. is a subsidiary of the company in which the company holds 100% of the paid capital.	The company provided loans for Sumo Power Co., Ltd.	* Interest income	6,679,906.94	Transaction of loans, the company charged interest rate between 8 percent per year
			* Accrued interest	27,398,726.00	
			* Loans	83,728,620.00	

Relevant person/entity	Relationship	Nature of transaction	Type of transaction	Amount (Baht)	Necessity and feasibility
				As of 31 st December 2020	
Geothermal Power A Company Limited	Geothermal Power A Co., Ltd. is a subsidiary of the company in which the company holds 100% of the paid capital.	The company provides loans for Geothermal Power A Co., Ltd.	* Interest income	27,569.59	Transaction of loans, the company charged interest rate between 6.5 percent per year
			* Accrued interest	67,066,898.82	
			* Loans	427,362.65	
			* Other receivables	182,992.04	
Geothermal Power B Company Limited	Geothermal Power B Co., Ltd. is a subsidiary of the company in which the company holds 100% of the paid capital.	The company provided loans for Geothermal Power B Co., Ltd.	* Interest income	7,849,932.65	Transaction of loans, the company charged interest rate between 6.5 percent per year
			* Accrued interest	56,153,336.07	
			* Loans	120,441,255.02	
			* Other receivables	263,347.94	
P Green Energy Company Limited	P Green Energy Co., Ltd. is a subsidiary of the company in which the company holds 100% of the paid capital.	The company provided loans for P Green Energy Co., Ltd.	* Interest income	1,428,595.67	Transaction of loans, the company charged interest rate between 6.5 percent per year
			* Interest received	2,110,352.00	
			* Loans	41,069,929.09	
Tluxe holding Company Limited	Tluxe holding Co., Ltd. is a subsidiary of the company in which the company holds 100% of the paid capital.	The company provided loans for Tluxe holding Co., Ltd.	* Other receivables	191,760.61	Transaction of loans, the company charged interest rate between 6.5 percent per year
			* Loans	612,220.35	
			* Accrued interest	39,685.52	
			* Interest income	29,336.21	

The transactions between the company with associated

Relevant person/entity	Relationship	Nature of transaction	Type of transaction	Amount (Baht)	Necessity and feasibility
				As of 31 st December 2020	
M-Luxe Energy Co., Ltd.	M-Luxe Energy Co., Ltd. is an associated of the company. in which the company holds 25% of the paid capital.	The subsidiary company provides loans for M-Luxe Energy Co., Ltd.	<ul style="list-style-type: none"> * Interest income * Accrued interest * Loans * Other receivables 	2,243,014.72 9,143,513.52 74,123,400.00 1,410,490.40	Transaction of loans, the company charged interest rate between 3 percent per year

The Connected Transactions

Relevant person/entity	Relationship	Nature of transaction	Type of transaction	Amount (Baht)	Necessity and feasibility
				As of 31 st December 2020	
Nutrix Public Company Limited	The company jointly shareholder with Nutrix PCL	The company sale of good and purchase of raw material with Nutrix PCL.	<ul style="list-style-type: none"> * Product sales income * Buy ingredients * Trade accounts receivable * Trade payables and other payables 	311,002,998.24 191,382,443.44 25,725,644.84 23,770,055.47	The finished goods transaction is a normal transaction. This is to determine the selling price. Use cost method plus contract rate and service fees are in accordance with the mutual agreement.
Aulux Power Co., Ltd	The company jointly director with Aulux Power Co., Ltd	The subsidiary company provides loans for Aulux Power Co., Ltd.	<ul style="list-style-type: none"> * Service income * Interest income * Interest paid * Trade accounts and other payables * Accrued interest * Loans * Loan * Accrued interest 	- 2,647,868.98 8,794.09 123,431.45 6,858,066.73 87,058,660.00 290,680.00 16,695.50	Transaction of loans, the company charged interest rate between 3 percent per year
Dual Energy Co., Ltd.	The company jointly director with Dual Energy Co., Ltd.	The subsidiary company has accrued interest items.	* Accrued interest	4,538.97	

The Company and its subsidiaries have related transactions. In accordance with the nature of normal business operation and have fair trade conditions for the year 2019 as follows

The transactions between the company with subsidiaries

Relevant person/entity	Relationship	Nature of transaction	Type of transaction	Amount (Baht)	Necessity and feasibility
				As of 31 st December 2019	
Thai luxe Enterprise (Thailand) Co., Ltd.	Thluxe Enterprise (Thailand) Co., Ltd. is a subsidiary of the company in which the company holds 100% of the paid capital.	The company has sales transactions of finished goods and service income.	* Trade and other receivables * Trade and other payables * Selling products * Service income * Purchase products	44,294,220.27 433,121,654.20 6,104,970.87 32,781,308.41 1,592,060,575.38	The finished goods transaction is a normal transaction and service fees are in accordance with the mutual agreement.
Thluxe Power Co., Ltd.	Thluxe Power Co., Ltd. is a subsidiary of the company in which the company holds 100% of the paid capital.	The company provided loans for Thluxe Power Co., Ltd.	* Interest income * Accrued interest * Loans * Other receivables	5,128,553.02 67,708.51 3,150,384.00 366,960.00	Transaction of loans, the company charged interest rate between 6-8.25 percent per year
Thluxe Global Business Co., Ltd.	Thluxe Global Business Co., Ltd. is a subsidiary of the company in which the company holds 100% of the paid capital.	The company has other receivables from each other.	* Other receivables	344,621.89	
PPSN Co., Ltd.	PPSN Co., Ltd. is a subsidiary of the company in which the company holds 100% of the paid capital.	The company provided loans for PPSN Co., Ltd.	* Interest income * Accrued interest * Loans * Other receivables	30,447,539.28 122,332,635.97 478,599,552.53 1,627,590.00	Transaction of loans, the company charged interest rate between 2.5-8.00 percent per year
Sumo Power Co., Ltd.	Sumo Power Co., Ltd. is a subsidiary of the company in which the company holds 100% of the paid capital.	The company provided loans for Sumo Power Co., Ltd.	* Interest income * Accrued interest * Loans	6,698,289.60 20,718,819.06 83,728,620.00	Transaction of loans, the company charged interest rate between 8 percent per year
Geothermal Power A Company Limited	Geothermal Power A Co., Ltd. is a subsidiary of the company in which the company holds 100% of the paid capital.	The company provides loans for Geothermal Power A Co., Ltd.	* Interest income * Accrued interest * Loans	19,987,967.29 67,039,329.24 427,362.65	Transaction of loans, the company charged interest rate between 6.5 percent per year

Relevant person/entity	Relationship	Nature of transaction	Type of transaction	Amount (Baht)	Necessity and feasibility
				As of 31 st December 2019	
Geothermal Power B Company Limited	Geothermal Power B Co., Ltd. is a subsidiary of the company in which the company holds 100% of the paid capital.	The company provided loans for Geothermal Power B Co., Ltd.	* Interest income	17,105,616.27	Transaction of loans, the company charged interest rate between 6.5 percent per year
			* Accrued interest	48,303,403.42	
			* Loans	120,441,255.02	
P Green Energy Company Limited	P Green Energy Co., Ltd. is a subsidiary of the company in which the company holds 100% of the paid capital.	The company provided loans for P Green Energy Co., Ltd.	* Interest income	318,765.30	Transaction of loans, the company charged interest rate between 6.5 percent per year
			* Interest received	681,756.33	
			* Loans	4,904,082.00	
Tluxe holding Company Limited	Tluxe holding Co., Ltd. is a subsidiary of the company in which the company holds 100% of the paid capital.	The company provided loans for Tluxe holding Co., Ltd.	* Loans	349,660.35	Transaction of loans, the company charged interest rate between 6.5 percent per year
			* Accrued interest	10,349.31	
			* Interest income	10,349.31	

The transactions between the company with associated

Relevant person/entity	Relationship	Nature of transaction	Type of transaction	Amount (Baht)	Necessity and feasibility
				As of 31 st December 2019	
M-Luxe Energy Co., Ltd.	M-Luxe Energy Co., Ltd. is an associated of the company. in which the company holds 25% of the paid capital.	The subsidiary company provides loans for M-Luxe Energy Co., Ltd.	* Interest income	2,179,203.39	Transaction of loans, the company charged interest rate between 3 percent per year
			* Accrued interest	6,568,907.02	
			* Loans	70,364,572.50	
			* Other receivables	1,433,616.08	

The Connected Transactions

Relevant person/entity	Relationship	Nature of transaction	Type of transaction	Amount (Baht)	Necessity and feasibility
				As of 31 st December 2019	
Nutrix Public Company Limited	The company jointly shareholder with Nutrix PCL	The company sale of good and purchase of raw material with Nutrix PCL.	* Product sales revenue	184,716,712.70	The finished goods transaction is a normal transaction. This is to determine the selling price. Use cost method plus contract rate and service fees are in accordance with the mutual agreement.
			* Purchase raw materials	58,453,280.97	
			* Trade accounts receivable	7,348,736.10	
			* Trade and other payables	10,291,820.86	
			* Consultation fee	759,919.18	
Aulux Power Co.,Ltd	The company jointly director with Aulux Power Co.,Ltd	The subsidiary company provides loans for Aulux Power Co., Ltd.	* Service income	256,376.90	Transaction of loans, the company charged interest rate between 3 percent per year
			* Interest income	2,575,041.35	
			* Interest expenses	7,817.50	
			* Trade accounts receivable and other payables	117,172.19	
			* Accrued interest	4,030,860.47	
			* Loans	82,643,880.25	
			* Borrowings	275,939.50	
			* Accrued interest	7,572.61	
Dual Energy Co., Ltd.	The company jointly director with Dual Energy Co., Ltd.	The subsidiary company has accrued interest items.	* Accrued interest	4,308.80	

The Company and its subsidiaries have related transactions. In accordance with the nature of normal business operation and fair trade conditions for the year 2018 are as follows:

The transactions between the company with subsidiaries

Relevant person/entity	Relationship	Nature of transaction	Type of transaction	Amount (Baht)	Necessity and feasibility
				As of 31 st December 2018	
Thuxe Enterprise (Thailand) Co., Ltd.	Thuxe Enterprise (Thailand) Co., Ltd. is a subsidiary of the company in which the company holds 100% of the paid capital.	The company provided loans for Thuxe Enterprise (Thailand) Co., Ltd.	* Other receivables	11,000.00	
Thuxe Power Co., Ltd.	Thuxe Power Co., Ltd. is a subsidiary of the company in which the company holds 100% of the paid capital.	The company provided loans for Thuxe Power Co., Ltd.	* Interest income * Interest received * Loans * Other receivables	9,604,176.85 23,925,738.70 157,000,000.00 286,450.00	Interest rate 6.0%
Geothermal Power A Company Limited	Geothermal Power A Co., Ltd. is a subsidiary of the company in which the company holds 100% of the paid capital.	The company provides loans for Geothermal Power A Co., Ltd.	* Interest income * Interest received * Loans	36,245,235.00 47,051,361.95 557,619,000.00	Interest rates 6.5%
Geothermal Power B Company Limited	Geothermal Power B Co., Ltd. is a subsidiary of the company in which the company holds 100% of the paid capital.	The company provided loans for Geothermal Power B Co., Ltd.	* Interest income * Interest received * Loans	24,436,035.00 31,197,787.15 375,939,000.00	Interest rates 6.5%
PPSN Co., Ltd.	PPSN Co., Ltd. is a subsidiary of the company in which the company holds 100% of the paid capital.	The company provided loans for PPSN Co., Ltd.	* Interest income * Interest received * Loans * Other receivables	37,832,172.06 91,800,800.77 589,369,974.13 1,728,912.00	Interest rates 2.5%, 6.5%, 8.0%
Sumo Power Co., Ltd.	Sumo Power Co., Ltd. is a subsidiary of the company in which the company holds 100% of the paid capital.	The company provided loans for Sumo Power Co., Ltd.	* Interest income * Interest received * Loans	6,716,641.08 14,020,529.46 83,728,620.00	Interest rates 8.0%
P Green Energy Company Limited	P Green Energy Co., Ltd. is a subsidiary of the company in which the company holds 100% of the paid capital.	The company provided loans for P Green Energy Co., Ltd.	* Interest income * Interest received * Loans	335,771.46 362,991.00 4,904,082.00	Interest rates 6.5%

The transactions between the company with associated

Relevant person/entity	Relationship	Nature of transaction	Type of transaction	Amount (Baht)	Necessity and feasibility
				As of 31 st December 2018	
M-Luxe Energy Co., Ltd.	M-Luxe Energy Co., Ltd. is an associated of the company, in which the company holds 25% of the paid capital.	The subsidiary company provides loans for M-Luxe Energy Co., Ltd.	<ul style="list-style-type: none"> * Interest income * Interest received * Loans * Other receivables 	2,197,169.14 4,735,030.70 74,737,695.00 824,576.59	Interest rates 3%

The Connected Transactions

Relevant person/entity	Relationship	Nature of transaction	Type of transaction	Amount (Baht)	Necessity and feasibility
				As of 31 st December 2018	
Asia Capital group Public Company Limited	The company invested in the common stock of Asia Capital group Plc. at the rate of 14% of the registered capital.	The company invested in B/E.	* Interest income	2,427,534.23	Interest rates 5-6.5%
Nutrix Public Company Limited	The company jointly director with Nutrix Plc.	The company sale of good and purchase of raw material with Nutrix Plc.	<ul style="list-style-type: none"> * Sale revenue * Purchase raw materials * Trade receivables * Trade payables and other payables * Consultant fee 	187,362,982.10 53,430,126.73 30,565,435.84 22,773,559.78 2,379,465.64	Interest rates 6.5%

Ratio Analysis

Table showing comparison of key financial ratios for the period 2018 - 2020

	Consolidated			Company only		
	2018	2019	2020	2018	2019	2020
Liquidity ratio						
Current ratio (times)	0.79	0.33	0.20	0.33	0.19	0.09
Quick ratio (times)	0.15	0.21	0.14	0.20	0.16	0.08
Receivable turnover (times)	7.54	7.02	7.70	7.32	5.66	6.03
Average collection period (days)	47.73	51.29	46.74	49.21	63.59	59.72
Account payable turnover (times)	11.03	8.69	8.32	10.59	4.87	2.54
Average payment period (days)	32.64	41.43	43.29	34.00	73.91	141.85
Cash cycle (days)	25.96	23.25	13.10	26.53	3.60	-70.94
Inventory turnover period (times)	33.11	26.88	37.30	31.78	25.85	32.18
Holding period (days)	10.87	13.39	9.65	11.33	13.93	11.19
Asset turnover ratio (times)	0.56	0.75	0.78	0.50	0.58	0.53
Profitability ratio						
Gross profit margin (%)	12.98	17.08	12.66	13.24	9.89	15.44
Net profit margin (%)	-5.18	-68.58	-19.37	10.76	-86.09	-25.27
Efficiency ratio						
Return on assets (%)	-2.97	-49.75	-15.13	6.52	-49.72	-13.41
Return on equity (%)	-9.75	-220.89	-127.44	17.45	-154.31	-62.72
Financial ratio						
Debt to Equity ratio (times)	2.89	4.53	24.99	1.75	2.80	5.51
Interest Coverage ratio (times)	0.84	1.74	4.37	0.41	2.03	4.40
Dividend ratio (%)	-	-	-	-	-	-
Other ratio						
Average earning (losses) per share (baht)	-0.20	-2.35	-0.48	0.46	-2.56	-0.47
Basic earning (losses) per share (baht)	-0.20	-2.35	-0.48	0.46	-2.56	-0.47
Net book value per share	1.56	0.65	0.11	2.43	1.02	0.49

Analysis and the Management's Discussion

For the year ending 31 December 2020

In 2020, PP Prime Public Company Limited (“the Company”) and its subsidiaries had sales revenues of Baht 1,663.84 million, consisting of revenue from animal feed business, electric power plant business and other incomes were Baht 1,642.33 million, Baht 21.42 million and Baht 0.09 million, respectively. Revenue from animal feed business and electric power plant business are accounting for 98.71 percent and 1.29 percent of total sales revenue. The Company and its subsidiaries have decreased in total income by 20.27% compared to the previous year. The revenue of the main business decreased 21.50% compared to the previous year.

In 2020, the Company and its subsidiaries had a total net loss of Baht 329.57 million, which decreased 77.48% compared to the previous year. The main reason was that in the previous year the Company recognized the allowance for impairment of Baht 680.79 million and loss on the disposal of investment of Baht 771.94 million.

Consolidated Financial Statements (Unit: Million Baht)	2020	2019	Change increase (decrease)	Percentage
Revenue from sales	1,663.84	2,119.42	(455.58)	(21.50)
Other incomes	37.24	14.04	23.20	165.24
Total Revenues	1,701.08	2,133.46	(432.38)	(20.27)
Cost of Sales	1,453.19	1,757.39	(304.20)	(17.31)
Selling and Administrative Expenses	274.72	346.31	(71.59)	(20.67)
Impairment	188.84	680.79	(491.95)	(72.26)
Loss from changed of fair value	32.24	5.41	26.83	495.93
Loss from investment	-	771.94	(771.94)	(100.00)
Loss from exchange rate	-	18.74	(18.74)	(100.00)
Finance cost	86.18	125.47	(39.29)	(31.31)
Total Expenses	2,035.17	3,706.05	(1,670.88)	(45.09)
Profit (Loss) before finance costs and income tax expenses	(334.09)	(1,572.59)	1,238.50	(78.76)
Income tax expenses	4.52	109.39	(104.87)	(95.87)
Profit (Loss) for the period	(329.57)	(1,463.20)	1,133.63	(77.48)

Explanation and Analysis of Financial Status and Operating Results of 2020

1. Performance

1.1 Income

Aquatic Feed Business

In 2020, the Company's revenue from aquaculture feed business was Baht 1,324.62 million, a 28.73 percent decrease from the previous year.

The shrimp farming industry, due to the problem of the severe red and white plague disease, the rapid death of the shrimp together with the situation of corona virus disease 2019 (COVID-19), the Feed Traders Association announced a reduction in shrimp feed prices to help reduce production costs for farmers. As a result, the shrimp feed sales revenue decreased by 25.64% compared to the same quarter of the previous year.

The fish farming industry, due to the problem of drought and the situation of the corona virus disease 2019 (COVID-19), the Feed Traders Association announced a reduction in fish feed prices to help reduce production costs for farmers. Therefore, the revenue from fish feed sales dropped by 32.11% compared to the same quarter of last year.

Pet Food Distribution Business

The Company had revenue from pet food production of Baht 317.71 million. Revenue increased approximately 67.96% compared to the same quarter of the previous year.

Electric Power Plant Business

The Company operates the business of producing and distributing electricity from geothermal energy in Japan. Revenue from electricity sales from subsidiaries in 2020 amounted to Baht 21.42 million, a 70.05 percent decrease compared to the same quarter of the previous year. As there are some projects under construction. The Company has 5 revenue-generating power plants out of 15 commercially operated power plants.

1.2 Cost of Sales

Most of the Company's cost of sales comes from raw material costs in production. In 2020, the Company had cost of sales of Baht 1,453.19 million, a 17.31 percent decrease compared to the same quarter of the previous year. It was in line with the lower sales revenue.

1.3 Gross Profit

Gross profit in 2020 was Baht 210.65 million, a 41.81 percent decrease compared to the same quarter of the previous year with gross profit of Baht 362.03 million.

1.4 Selling and Administrative Expenses

Selling and administrative expenses in 2020 was Baht 274.72 million, a decrease of 71.59 or 20.67 percent compared to the previous year. The lower administrative expenses due to the business transfer tax of Baht 25 million and the allowance for doubtful accounts of Baht 15 million for selling expenses decreased by Baht 23 million due to the situation of corona virus disease 2019 (COVID-19).

1.5 Impairment

The allowance for impairment decreased by 491.95 or 72.26% compared to the previous year. As in the year 2019, the Company has considered an allowance for impairment of assets of geothermal power plants. Loan accrued interest and an advance payment of Baht 680.79 million. In this year, the allowance for impairment of property of geothermal power plant has been considered. Additional loan amount Baht 188.84.

1.6 Net profit (loss)

In 2020, the Company and its subsidiaries had a net loss of Baht 329.57 million or a loss of Baht 0.48 per share.

2. Financial status

2.1 Assets

As of 31 December 2020, the Company and its subsidiaries had total assets of Baht 1,898.83 million, a decrease of Baht 558.43 million from as of 31 December 2019 or 22.73%, mainly decreased from inventories of Baht 187.35 million. From the company's inventory control policy Trade accounts receivable of Baht 92.27 million, depreciation and amortization of fixed assets amounting to 115 million baht and allowance for impairment of 188.84 million baht.

2.2 Liabilities

As of 31 December 2020, the Company and its subsidiaries had total liabilities of Baht 1,825.77 million, a decrease of Baht 187.34 million or 9.31 percent from 31 December 2019 due to the company repayment of overdraft and short-term loans from institutions for Baht 102.99 million baht and in the second quarter, the company has exercised the right to redeem some debentures amounting to Baht 93.90 million.

The ratio of debt to equity as of 31 December 2020 and 31 December 2019 are 24.99 times and 4.53 times, respectively. The major cause is from the allowance for impairment of assets of Baht 188.84 million, loss on investments in equity securities Baht 38.29 million, loss from changes in fair value of Baht 32.24 million.

Major liabilities whose maturity date changes after the period end.

Type of debt	Million Baht	Due date	Explanation
Promissory notes	50.00	31 August 2021	Grace period during January - July 2021 <i>Originally, the company had debt from promissory notes amounting Baht 60 million, later the company received approval from the bank to pay the principal of Baht 10 million in March 2021. The current balance is of Baht 50 million.</i>
Short term loans	479.71	16 February 2022	Grace period during February - July 2021 <i>The company originally had long-term debt with an export bank. Later, the company received approval from the bank to pay the principal of Baht 27.72 million (JPY 94.70 million) in January 2021. The current balance is of Baht 479.71 million.</i> <i>In addition, the bank has approved the cancellation of the conditions for maintaining the ratio. Of net debt to equity to the company in the month February 2021</i>
Debenture 1/2018 (TLUXE205A)	170.00	5 May 2022 (10%) 2 July 2023 (90%)	Date change for interest payment from every 3 months to every 6 months Changed the interest rate from 7.00 percent to 7.06 percent.
Debenture 2/2018 (TLUXE198A)	255.60	2 July 2022 (10%) 2 July 2023 (90%)	Date change for interest payment from every 3 months to every 6 months Changed the interest rate from 7.75 percent to 7.83 percent. Cancellation of the D/E Ratio condition
Debenture 1/2019 (PPPM213A)	207.60	18 March 2022 (10%) 18 March 2012 (90%)	Date change for interest payment from every 3 months to every 6 months Changed the interest rate from 8.50 percent to 8.59 percent. Cancellation of the D/E Ratio condition

2.3 Shareholders' Equity

As of 31 December 2020, the Company and its subsidiaries had shareholders' equity of Baht 73.06 million, a decrease of Baht 371.09 million or 83.55%, mainly from the operating loss in 2020 of Baht 329.57 million and loss from warrants Which expires during the period in the amount of Baht 38.71 million.

- **Liquidity**

In 2020, the Company and its subsidiaries had net cash flow from operating activities of Baht 219.49 million, cash flow used from investing activities of Baht 13.05 million and cash flow used in financing activities of Baht 207.12 million, and a decrease from the effect of exchange rate of Baht 6.47 million, the Company had cash and cash equivalents decreased by Baht 7.15 million. As a result, as of 31 December 2020, the Company and its subsidiaries had cash and cash equivalents at the end of the period of Baht 38.39 million.

- **Legal Progress Report**

Case 1 (Debentures)

On 27 August 2019, the bondholder filed a lawsuit against the Civil Court. The company pay the principal and default interest in the total amount of Baht 4,098,438.39.

Subsequently, on 20 December 2019, the Civil Court ordered the Company to make a payment of Baht 4,000,000 with interest at the rate of 9.25 percent per annum from the date of filing onwards until the payment is complete.

On 19 May 2020, the Appeal Court ruled in accordance with the judgment of the Civil Court; however, amend the interest payment from the original, calculated from the date of filing as from 6 September 2019 onwards until the payment is complete. In addition to the amendment to comply with the judgment of the Civil Court, the charge of the appeal is folded with respect to the judgment of the Civil Court and the Appeal Court, the Company does not agree as the mentioned judgment does not consider the judgment according to the judgement of the Appeal Court in relation to what had approached. The Company will use the right to appeal such judgement.

On 10 February 2021, the Samut Songkhram Provincial Court read the order of the Supreme Court and issued an order not to allow the petition. Dismiss the request for relief of enforcement as a result of the said order, the judgment of the Court of Appeal Region 7 is finally legal on 10 February 2021, and the company, as the defendant, has the duty to pay interest at 9.25 percent per year from 6 September 2019 until 2 July 2020 of the principal of Baht 4,000,000 and interest payment of 9.25 percent per annum from 3 July 2020 on the principal of Baht 3,200,000 until payment is completed including deducting the interest paid

Case 2 (Debentures)

On 14 November 2019, the 2nd bond holder filed a lawsuit with the Civil Court asking the Company to pay the principal plus interest in default in the amount of Baht 2,012,835.61 and the appointment of witnesses to the plaintiff and the defendant on 23 March 2020.

On 14 October 2020, the Civil Court ordered the defendant to pay the plaintiff Baht 1,600,000 with interest at the rate of 9.25 percent per annum from 3 July 2020 onwards until the payment is completed to the plaintiff. and interest at the rate of 9.25 percent per annum of the principal of Baht 2,000,000 from 2 August 2019 onwards until payment is completed to the plaintiff by taking the amount of interest that the defendant paid to the plaintiff and deducted from the interest the defendant paid to the plaintiff.

On 3 February 2021, the Company submitted an appeal of the judgment. Currently it is being considered by the Appeal Court. The Company will then notify the progress later.

Case 3 (Geothermal Power Plant Project)

According to the company has passed a resolution on 15 May 2018 in the sale of geothermal power plants for 15 units in Japan, selling at a price of JPY 320 million per unit according to the preliminary agreement (Memorandum of Understanding, MOU) dated 21 June 2018, and later it appears that the Japanese subsidiary has entered into 3 contracts as following details:-

The first contract dated 25 February 2019, with the essence of that, Beppu Forest Power Co., Ltd. will pay a second deposit of JPY 400 million (about Baht 116.28 million) and will transfer 25% of the shares to PPSN Co., Ltd. and PPSN Co., Ltd. will transfer ownership of 4 power plants to Beppu Forest Power Co., Ltd. within 15 days of receiving payment.

The second contract, dated 5 April 2019, is a memorandum of agreement that Beppu Forest Power Co., Ltd. and PPSN Co., Ltd. agreed that Beppu Forest Power Co., Ltd. has the right to terminate the agreement if the property transfer agreement. (Contract 3) not approved by the Board of Directors

The third contract, dated 5 April 2019, has four parties: Beppu Forest Power Co., Ltd., PPSN Co., Ltd., Lena Power Station No. 1 LLC., and the company which this agreement was signed by Beppu Forest Power Co., Ltd. with PPSN Co., Ltd., which only mentioned the purchase of power plants at a price of JPY 200 million per unit, ownership of 2 PPSN Co., Ltd. and 2 plants of Lena Power Station No. 1 LLC. The total is four units worth JPY 800 million and did not mention a 25% share transfer, which is against the first contract.

The company consulted with a legal advisor in Japan In the case of the third contract. It will be binding on the company or not. The legal advisor has a legal opinion, with the following conclusions.

1. In the case of Lena Power Station No.1 LLC. If it can be proven that Lena Power Station No.1 LLC. has not authorized PPSN Co., Ltd. to sign an agreement on its behalf. It will not be binding on Lena Power Station No. 1 LLC.
2. In the case that the company can prove that the company does not authorize PPSN Co., Ltd. to sign an agreement on their behalf will not be binding on the company

PPSN Co., Ltd. by the former 2nd director at that time informed that in person he did not sign himself. but the former first director signed on his behalf by the Japanese legal advisor informed that according to Japanese law, this is the case of true intention, it is the real intent of the contract. If contrary to the intent of the signatory. This contract will be null and void. If it can be proven that the former 2nd director has not signed this contract, but the former director No. 1 has signed on behalf of this agreement, PPSN Co., Ltd. is not bound as well

In accordance with the resolution of the Board of Directors Meeting No. 22/2019 held on 23 December 2019, resolved to send a notice informing Beppu Forest Power Co., Ltd. to pay the remaining JPY 4,200 million to the company by date. 31 January 2020, if Beppu Forest Power

Co., Ltd. ignores the remaining payment. The company exercise the right to terminate the contract and seize the deposit of JPY 600 million (or approximately Baht 176 million), as well as hurry to find other investors interested in the future. Along with accelerating production efficiency improvements and acknowledge the arbitrary contract of the subsidiary in Japan.

Later, on 25 December 2019, the company sent a letter according to the resolution of the meeting to Beppu Forest Power Co., Ltd., summarized as follows.

The company insisted on selling the power plants at a price of JPY 320 million per plant, rejecting the contract that Beppu Forest Power Co., Ltd. made later to buy four power plants at a price of JPY 200 million each and asked. Beppu Forest Power Co., Ltd. make the remaining payment according to Initial agreement (Memorandum of Understanding, MOU) of JPY 4,200 million by 31 January 2020, otherwise the company will cancel the contract and continue to seize the deposit.

Subsequently, on 24 January 2020 and 20 February 2020, the Company was notified by the subsidiary in the Electricity Generating Group that the Purchaser had informed the Subsidiary that the purchaser had taken the payment for the electricity they had to pay in 2020, four power plants comprised two P-Power and two Lena - 1 power plants the company had to receive from electricity sales revenue of JPY 11,383,944 and JPY 16,599,528 respectively. Oita Legal Affairs Bureau (Oita Legal Affairs Bureau) due to Beppu Forest Power Co., Ltd., which has entered into an agreement to buy 15 power plants from a group of power generating companies have asked the buyer of electricity Pay electricity bills to Beppu Forest Power Co., Ltd. Power buyers therefore have questions about their right to receive electricity bills. For the period January to July 2020 due in February to August 2020, placed at the Oita City Law Office (P-Power and Lena stopped producing electricity in August 2020 and June 2020, respectively).

According to the resolution of the Board of Directors Meeting No. 1/2020 held on 5 February 2020, it resolved to acknowledge the progress of the sale of 15 power plants. At present, Beppu Forest Power Co., Ltd. has not yet paid the rest with the company Therefore, the management will seize the deposit of JPY 600 million by going to consult with the legal advisor.

On 18 June 2020, PPSN Co., Ltd. received a letter from Beppu Forest Power Co., Ltd., a counterparty to acquire PPSN Co., Ltd.'s geothermal power plant by Beppu Forest Power Co., Ltd., referring to the contract No. 2 dated 5 April 2019, whereby the contents of this agreement will sell four power plants at a price of JPY 200 million each, totaling JPY 800 million by Beppu Forest Power Co., Ltd. JPY 400 million will be paid within 2 weeks, and the remaining JPY 400 million will be paid within a year. Four of the power plants are owned by PPSN Co., Ltd. 2 and 2 are owned by Lena Power Station No. 1 LLC. Beppu Forest Power Co., Ltd. will cancel the purchase of 2 power plants of Lena Power Station No. 1 LLC., A 100% subsidiary of the company, and on 17 July 2020, PPSN Co., Ltd. received "Summons for reporting on the day of the 1st oral statement and letter of response request" from Beppu Forest Power Co., Ltd., demanding PPSN Co., Ltd. to pay Beppu Forest Power Co. Ltd. Ltd. for JPY 40,540,542 with accrued interest at the rate of 3 percent per year, starting from 2 May 2020 until the payment has been made and the costs of the prosecution have been paid. Co., Ltd. submits the testimony on 27 August 2020.

On 6 August 2020, PPSN Co., Ltd. received an order to temporarily freeze assets from the Tokyo District Court in Japan, number 2, the essence of the temporary asset freeze order can be summarized as follows.

1. Temporary seizure order No. 1 The court issued an order to temporarily freeze 2 land plots of PPSN Co., Ltd., which is the location of 1 power plant (Unit B power plant), designated Beppu Forest Power Co., Ltd. has a guarantee of JPY 300,000. If PPSN Co., Ltd. can place a collateral amount of JPY 1,404,131, PPSN Co., Ltd. can suspend the order. Or withdraw an order to temporarily freeze assets
2. Temporary Freezes Order No. 2 The Court issued an order to temporarily freeze revenue from the sale of electricity of Unit B power plant from 17 July 2020 to 16 July 2021, requiring Beppu Forest Power Co., Ltd. to place Insurance JPY 7,900,000. If PPSN Co., Ltd. can place a collateral amount of JPY 39,433,306, PPSN Co., Ltd. can suspend this order. Or withdraw an order to temporarily freeze assets

On 27 August 2020, the Director and Chief Executive Officer of PPSN Co., Ltd. reported himself by the 1st oral statement. PPSN Co., Ltd. appointed a lawyer on that date and PPSN Co., Ltd. has clarified the information to the court on 6 October 2020 and 5 November 2020.

On 24 December 2020, Beppu Forest Power Co., Ltd. and PPSN Co., Ltd. reported to the court on time, the Beppu Forest Power Co., Ltd. announced to the court that Beppu Forest Power Co., Ltd. will ask for further additions. The Court therefore required Beppu Forest Power Co., Ltd. to submit an objection against the testimony by 5 February 2021, with the fourth hearing scheduled for 15 February 2021.

On 15 February 2021, PPSN Co., Ltd. and Beppu Forest Power Co., Ltd. submitted to the court and clarified the information to the court. by setting the date for the 5th hearing on 13 April 2021.

Summary of Shrimp Industry Situation 4Q2020

Shrimp farming situation

- 1) White shrimp 85% due to short farming period, high yield and more market support than other types,
- 2) 10% black tiger prawn raised in the eastern area near Suvarnabhumi Airport. and the South, nearby areas of Phuket which has flights to send shrimp to China,
- 3) Lobster 5%, mostly in the central region. Most consumer markets are within the country.

In the fourth quarter, farmers began to delay farming. Shrimp is raised in 30% of the area due to the problem of changing seasons into monsoon season When entering the end of the fourth quarter, it is the end of the rainy season. Each region is affected differently as follows.

In the South, there is an outbreak of red and white disease in the Gulf of Thailand. Since Nakhon Si Thammarat, Songkha and Pattani provinces, there is also a problem of wheezing, especially in the Andaman side. From the aforementioned epidemic problems, most farmers have adjusted their farming style, such as adjusting to a small pond. PE use for paving the pond and release a thinner density. To reduce the risk of

pandemic diseases resulting in a slight decrease in productivity from the previous year; however, the average shrimp size is larger

Eastern region, the baby shrimp is not enough to meet the needs of the farmers. In addition, Rayong, Chanthaburi and Trad provinces suffer from severe wheezing. The disease red and white eyes are common as well as the southern region.

The central region has little impact. Since it is an area of fresh water and the main white shrimp is mixed with lobster with lower density in both the eastern and southern regions From the epidemic problem causing the yield to not meet as expected.

The price has dropped. Compared with the previous year, in December 2020, the price of white shrimp has decreased by 15-20 baht per kg. The impact of the Corona virus Disease 2019 (COVID-19) outbreak of foreign workers. As a result, the government ordered to close the shrimp market at Mahachai Subdistrict, Muang District, Samut Sakhon Province, but when comparing the prices of Thai shrimp with competitors such as India, Indonesia and Ecuador, it was found that shrimp prices of all sizes of Thailand were higher than their competitors. From higher production costs. As a result, importers of shrimp from the United States and Japan. turned to import more from competing countries which is in accordance with the market mechanism.

Export of cultured marine shrimp (White shrimp, vanamai and black tiger prawns) are among Thailand's fisheries agricultural products this year that have been hit hard by the coronavirus disease 2019 (COVID-19) epidemic situation, mainly due to consumption. The decline of the destination market both export market and domestic market (Accounting for 83 percent and 17 percent of the output in Thailand, respectively) in the export market The major trading partners, including the US, Japan and China (together accounting for 68 percent of Thailand's frozen and frozen shrimp exports to the world market) were among the top countries with the highest number of infections as the world and are facing with economic challenges and weak consumer purchasing power.

Overall production of shrimp farmed in 2020 was 270,000 tonnes, down from about 290,000 tonnes of farmed shrimp in 2019 as a result of the epidemic problem. Uncertainty about the coronavirus disease situation (COVID-19) affecting the market and the price situation is expected in 2021 to produce 310,000 tons or increase by 15 percent. Thai shrimp production in 2020 is expected to produce 270,000 tons, a 7 percent decrease than last year (with shrimp production from the lower South 36 percent from the upper southern region, 32 percent from the eastern region, 21 percent and from the central region 11 percent).

Shrimp Industry Outlook 4Q2020

Outlook for the first quarter during January - February 2021, Agriculture still slows down new shrimp. In order to avoid the plague, the red and white Shrimp farming was released in March 2021 when the climate was quite suitable. The salinity of the water is rising Affects the survival rate and the growth of fully shrimps, which in many farms that have the potential of farming has been adjusted to increase the density in the culture 150,000-250,000 pcs/rai, but during the first quarter, the yield may drop 10-15% due to the continued decline in shrimp prices from 4Q2020, causing loss. These factors are still problems that cannot be solved. Including the problem of the baht that is too strong. As a result, they cannot be exported and compete. This makes it more difficult for small shrimp farmers to access capital. Lack of additional liquidity in production. The overall shrimp industry in

1Q had slowed in line with the global economy and negative factors from Thailand's shrimp that is higher than competitors in the world market and the baht value that continues to strengthen affecting the competitiveness in the world market and still have to face the problem of the COVID-19 epidemic for the second time, causing a decrease in domestic consumption. The output price may drop again after the previous depression. This causes the uncertainty of both the price and the market, thus delaying farming further. The lack of continuity of shrimp farming Affect the entire production cycle.

Summary of Fish Farming Situation 4Q2020

The rearing situation still has problems. Although entering the rainy season, the amount of water above the dam increased somewhat, but not enough, especially in the North. And the Northeast, affecting the market in some areas as for natural water sources, the water level increases, better upbringing Most farmers raise 70% of tilapia as the market is more accommodating and popular with consumers, 20% catfish and 10% other fish.

Southern Thailand, Nakhon Si Thammarat Province and 3 Southern Provinces Damage from farming due to flooding and most common problems Is an epidemic infectious bacteria will have similar symptoms, there will be bleeding There are wounds on the body, eroding fins, swollen mastoid, water in the abdomen, do not eat food. The most common are two types of disease caused by aeromonas (*Aeromonas hydrophila*). Catfish, tilapia, frogs and other freshwater fish and streptococcus bacterial infection. (*Streptococcus* sp.) Tilapia infected with these bacteria. There will be cloudy and white eyes swimming slowly, still floating around the excretory channel. The Department of Fisheries encourages and provides academic knowledge as well as new innovations from the private sector, which enable farmers to manage Able to cope with disease.

Fish prices rose, tilapia prices 70-75 baht / kg, catfish 45-48 baht / kg, while sea bass (beef fish) at the same depressing price as the third quarter, reduced to 55-60 baht / kg. due to oversupply of fish Draining fish is quite slow. Nowadays, consumers and tourists have decreased. As a consequence it is affecting fish prices for longer But the size of 700-900 grams of fish has increased 80-85 baht / kg.

Exports: Export volume of tilapia fish and products during the first six months of 2020 amounted to 3,602.2 tons, representing a value of Baht 123.0 million in both volume and value, a decrease of 33.8% and 41.2% respectively compared to the same period of 2019. The most exported tilapia was frozen whole tilapia, accounting for 67.6% of total export value, followed by chilled fresh fish 17.0%, live fish 9.0% and frozen fish fillet 6.4%, respectively. The main markets are the Middle East, 32.9%, ASEAN, 26.0%, the European Union, 17.7%, the United States, 17.3%, Japan 3.0%, and others 3.1%. Thai tilapia export volume decreased due to the situation of coronavirus disease 2019 (COVID-19) occurring in many major importing countries together with the baht appreciation affecting the competitiveness of Thai exports.

Problems during the 4th quarter on fish species that were not sufficient to meet the needs of farmers. Lack of species of tilapia during low incubation rates, for example, during extreme summer temperatures. Low temperatures in winter Farmers still lack a good management system based on Good Aquaculture Practices (GAP) from hatchery, nursery to tilapia farming process.

Most of the tilapia products are 95% domestically consumed and only 5% are exported in frozen whole tilapia form. Which is small in size, low in value It has a market share of the United States, the world's largest consumer, at a rate as low as 1% of the total value of tilapia products imported by the United States. Problems from the coronavirus disease situation (COVID-19), causing traders to reduce their trading volume causing a lot

of tilapia fish left over at farmers farms Including products that will be released during various festivals which is the time when farmers sell the highest amount when the government postponed the holiday season, farmers were unable to distribute their produce to sell. Later on, the government has passed various measures. The output enters into the market normally which at some time the volume went into the market much more than demand.

Fish Farming Trends 1Q2021

Outlook for 1Q Farming situation from the amount of rain that started to leave during the drought problems back again due to the fourth quarter of the fish, the amount of water in the dam tends to decline affect the farming and the market in some areas. For the central region, the amount of water drainage from the dam Kanchanaburi, down the amount of farming therefore remains constant and the amount of fry is not enough.

After the government has controlled the red areas. Where there is a COVID-19 outbreak causing the outbreak to decrease draining more products to the market Better than during 4Q2020 causing the fish price to be consistently high Farmers have therefore prepared a pond. And has expanded the fish cage especially farming with rich natural water sources such as the Mekong River and Tapi River Basin. which the farming is still the main tilapia as before

Summary of Pet Situation Quarter 4/2020

The pet food is still growing in the 4Q2020, even in the second round of the COVID-19 outbreak, the pet food market continued to expand because pets are consumed on a regular basis coupled with the care and attention to the importance of pets as family members. This resulted in the purchase of spare pet food as well as other essential items consistent with the statistics on exports of Thai pet food products to foreign countries. both neighboring countries in ASEAN, which are big markets such as China, India, Malaysia, Indonesia and Singapore, and countries in Europe and America, where exports are likely to increase. when compared to the 2Q2020.

Pet Food Trends Quarter 1Q2021

The domestic pet market is likely to grow 1-5% higher than the 4Q2020, in line with the current economic situation that has an improved trend. The nature of raising domestic animals still needs convenience and reduce the time of taking care of feeding. Therefore, ready meals are still popular, especially dry feed which accounts for 80% of the market and the remaining 20% is wet food.

Asian export market and Southeast Asia has a higher growth trend Especially the big markets in Asia such as India, China and Japan, which still have a high demand for pet food. The economy has less impact than other countries The European and American markets have been exported continuously. Perhaps it is due to the problem with the outbreak of COVID-19 causing more imports than exports. Therefore, in the first quarter of 2021, the export volume is expected to increase.

Responsibilities of the Board of Directors upon Financial Report

The Board of Directors is responsible upon the Company's financial report. Presentation of the Company's financial report was made in accordance with generally accepted accounting standard by following accounting standard prescribed by the Certified Accountant and Auditor Association of Thailand, using appropriate accounting policy on a regular basis in transaction to ensure that the accounting information is accurate, complete and adequate to maintain properties of the Company and prevent abnormal transactions which may occur.

The Board of Directors appointed the Audit Committee comprising 3 independent directors to oversee and ensure that the financial report is truthful, complete, adequate and reliable, and to supervise appropriate and efficient internal control system. The Board of Directors finds that the quality of the Company's internal control system is generally adequate and appropriate to provide reliability of the financial statement as at 31 December 2020.

On behalf of the Board of Directors



Mrs. Namkang Pungthong
Chairman of the Board of Directors

**PP PRIME PUBLIC COMPANY LIMITED
AND ITS SUBSIDIARIES
FINANCIAL STATEMENTS
DECEMBER 31, 2020
AND INDEPENDENT AUDITOR'S REPORT**

Independent Auditor's Report

To the Shareholders of PP PRIME Public Company Limited

Qualified Opinion

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

In my opinion, except for the possible effects on the matter described in the Basis for Qualified Opinion on the Consolidated Financial Statements section of my report, the consolidated and separate financial statements referred to above present fairly, in all material respects, the financial position of PP PRIME Public Company Limited and its subsidiaries as at December 31, 2020, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Qualified Opinion

1) Binding of the Geothermal Power Plant Sales Agreement in Japan

Refer to Note 31 on June 21, 2018, the subsidiary entered into a Memorandum of Understanding (MOU) with the first buyer in the sell agreement of 15 geothermal power plants in Japan at a price of Yen 320 million per plant, a total of Yen 4,800 million. with the subsidiary receiving a deposit of Yen 200 million and the remaining Yen 4,600 million. Buyers will pay within February 2019.

On February 21, 2019, the first buyer transferred the rights and obligations under the Memorandum of Understanding (MOU) to the second buyer. (which has common director with a subsidiary who sells the property until March 31, 2019) and extended for June 30, 2019.

On February 25, 2019, a subsidiary and the second buyer has entered into agreements, with an agreement that the second buyer will pay second deposit of Yen 400 million and transfer of 25 percent of the second buyer company to the subsidiary company by March 15, 2019 and the subsidiary company will transfer the ownership of four power plants (part of the 15 plants) to the second buyer within 15 days from receipt of payment.

On April 5, 2019, a subsidiary enters into sell agreement of four geothermal power plants (part of the 15 plants) that consisted of P-Power (2 locations) and Lena – 1 (2 locations) with second buyer value Yen 800 million. Buyer will pay Yen 400 million within 2 weeks after contract signing and Yen 400 million within 1 year after contract signing. With the addition memorandum that second buyer could terminate the sell agreement of four geothermal power plants if the contract is not approved by the Company board of directors. However, until present there is no approval resolution of the board of directors.

On April 11, 2019, the subsidiary received Yen 400 million from the second buyer. The subsidiary received toalling of Yen 600 million and recorded as other current liability.

On July 23, 2019, the subsidiary received an order from the second buyer to transfer Yen 16.96 million (approximately THB 4.75 million) to two companies which are creditors of second buyer. A subsidiary paid according to the order and recorded as other current asset.

According to the minute of board of director meeting No. 22/2019 on December 23, 2019, the company requested the second buyer pay the remaining amount of Yen 4,200 million to the subsidiary within January 31, 2020, informed second buyer that if they do not pay, the company will terminate the sell agreement and forfeit the deposit of Yen 600 million, and to seek new investor, to improve production effectiveness, and acknowledged the unpermitted contract approval of a subsidiary in Japan. A Japanese legal advisor suggested the company that by Japanese law it has to prove the true intention of the contract approval. If it did not present a true intention, this contract becomes invalid. If the company could prove that the first director approved the contract instead of second director, this contract is not binding the subsidiary.

On December 25, 2019 the company issued notice to the second buyer to pay the remaining balance, and confirmed the sell value of Yen 320 million per each geothermal power plant, and rejected proposal from second buyer to purchase four geothermal power plant at Yen 200 million per plant. The notice requested the second buyer to pay the remaining balance of the Memorandum of Understanding (MOU) dated June 21, 2018 of Yen 4,200 million within January 31, 2020 otherwise the company will terminate to sell agreement and forfeit the deposit.

According to the minute of board of director meeting No. 1/2020 on February 5, 2020, the company acknowledged the progress of sell agreement of 15 geothermal power plants, at present the second buyer did not pay the remaining balance to the company, therefore the management will consult with legal council to forfeit the deposit of Yen 600 million.

On July 17, 2020, the subsidiary received "Summons for report on first day of announcement and letter of request for response letter" from second buyer. It demanded that a subsidiary pay a second buyer of Yen 40,540,542 with accrued interest at the interest rate of 3 percent per annum from May 2, 2020 until the payment is complete and included all litigation costs. "Summons for report on first day of announcement and letter of request for response letter" required the subsidiary to submit the testimony on August 27, 2020.

On August 6, 2020, the subsidiary received two "Temporary seizure orders" from the Tokyo District Court in Japan, which can be summarized as follows:

Issue 1 states that the second buyer, is appropriate and request the second buyer to provide security of Yen 300,000. Temporary seizure of two lands in the subsidiary has been decided. If the subsidiary deposit Yen 1,404,131, The subsidiary can request suspension of execution or cancellation of the execution disposition.

Issue 2 states that the second buyer, is appropriate and request the second buyer to provide security of Yen 7,900,000. Temporary seizure of electricity revenue generated from the subsidiary Binary plant from July 17, 2020 to July 16, 2021 has been decided. If the subsidiary deposit Yen 39,433,306, the subsidiary can request suspension of execution or cancellation of the execution disposition.

On August 27, 2020, the directors and executives of the subsidiary reported themselves on first announcement, which the subsidiary appointed a lawyer on that date. And the subsidiary has already clarified the information to the court on October 6, 2020 and November 5, 2020, in which the subsidiary will clarify the information to the court again on December 24, 2020.

On December 24, 2020, the second buyer and the subsidiary reported to the court on time, which the second buyer will ask for another addition. The Court therefore required a second buyer to submit an objection to the testimony by February 5, 2021, with the fourth hearing scheduled for February 15, 2021.

On February 15, 2021, the subsidiary and the second buyer have submitted the court proceedings and clarified the information to the court. with the fourth hearing scheduled for fifth hearing on April 13, 2021.

The management of company examination of the above lawsuit found that the Company used to ask for opinions from 2 legal advisors regarding the case. The aforementioned legal advisors agree that the asset purchase agreement dated April 5, 2019 will not be binding on the subsidiary. If the former 2nd director of the subsidiary is not a sign of the contract and there will be no binding on the second subsidiary.

The management of PP Prime Public Company Limited considers that the story in the case does not contain information that differs from the information provided to both law firms. Therefore, the management's opinion remains that the contract dated April 5, 2019, which the second buyer claims is there will be no binding on the subsidiary.

On February 25, 2021, I received the report from the auditor of the subsidiary. The auditor did not express an opinion on the financial statements of the said subsidiary as of December 31, 2020, because they were unable to find satisfactory audit evidence of the Power Plant Sale Agreement dated April 5, 2019 due to the binding of the geothermal power plant sales agreement of the subsidiary in Japan there is uncertainty and is not yet final. As mentioned above, the auditors of the subsidiary in Japan have not been able to find sufficient evidence to draw conclusions on such matters and so far the above matters have not been finalised. Therefore, I cannot find sufficiently appropriate auditing evidence regarding the binding of the above contracts. As a result, I cannot conclude that any adjustments that are required to be adjusted due to the binding of such contracts may affect the financial statements, which are constrained by circumstances.

2) Binding of the advance payment agreement for the construction of geothermal power plants.

Refer to Note 24, on December 13, 2017, the Board of Directors' meeting of the Company passed a resolution to invest in 9 geothermal power plants in Japan. The total project value is 2,700 million Yen (Baht 786 million). As of December 31, 2018, a subsidiary paid a deposit for 2 power plants amounting to Yen 103 million.

According to the resolution of the Board of Directors' Meeting No.3/2020 held on March 20, 2020, it resolved to set up an allowance for the expected credit loss for the whole amount. the management of the company has assessed the opportunity to receive the reimbursement from the transaction. It is likely to be difficult. Therefore, we decided to record the allowance for the expected credit loss for the transaction in the amount of Baht 28 million in the 2019 financial statements.

On February 25, 2021, I received the report from the auditor of the subsidiary. The auditor did not express an opinion on the financial statements of the said subsidiary as of December 31, 2020. As the auditor reported that on November 27, 2017, the said subsidiary Has entered into 2 land property transfer agreements located in Oasa-Tsurumi, Beppu City, Oita Prefecture, Japan with first private company. However, the first private company has transferred both of the land to the second private company, although the first private company Is responsible for transferring these land to such subsidiary. The total asset transfer price is Yen 300,000,000, which the said subsidiary has paid to a private company in the amount of Yen 103,000,000.

Subsequently, on May 26, 2020, the subsidiary took legal action regarding the transfer of ownership of the two such land to a second private company and claiming Yen 1,000,000 from the first private company. The auditors of the said subsidiary Could not find sufficient audit evidence for a property transfer agreement dated November 27, 2017. The consequences of the land transfer agreement in Japan are uncertain and inconclusive. Therefore, we do not find sufficient evidence of proper investigation regarding the binding of the above contracts.

Therefore, I cannot conclude that there are any improvements. That need improvement due to the binding of such contracts that may have an impact on the financial statements. Which is limited by circumstances.

We conducted our audit in accordance with Thai Standards on Auditing. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Federation of Accounting Professions' Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to our audit of the financial statements, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Material Uncertainty Related to Going Concern

I draw attention to Note 1.2 of the consolidated financial statements relating to the going concern of the Group. The consolidated statements of financial position. As at December 31, 2020, the group has current liabilities exceeds current assets amounting to Baht 1,366 million (the company Baht 1,646 million), and the group of the company had continuous operating loss. In addition, as at December 31, 2020 the group of company had debt to equity ratio of 24.99 which is higher than stated in the loan covenant of the loan agreement. Thus the group of company has to request the waiver from creditors, if the creditors did not approve the group of company has to seeking for fund to repay loan as said. Situation and circumstance and note number 1.2 indicated the material uncertainty exists that may cast significant doubt on the Group of company ability to continue as a going concern. Hereby, my opinion is not modified in respect of this matter.

Key Audit Matters

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

Key Audit Matters	Audit procedures respond risk
Compliance with covenants stipulated in loan/debenture agreements As at 31 December 2020, the Group had loans from financial institutions and debentures totaling Baht 1,169 million (64 percent of total liabilities) (Separate financial statements: Baht 1,158 million (63 percent of total liabilities)), which are significant accounts. Under the loan/debenture agreements, the Group is required to comply with certain covenants, as discussed in Note 30 to the financial statements. If the Group is unable to comply with those covenants, it may result in the loans and debentures being called by the lenders/debenture holders, and the reclassification of the liabilities from non-current liabilities to current liabilities, impacting the going concern of the Group.	Key audit procedures included: <ul style="list-style-type: none"> - I read the loan/debenture agreements and gained an understanding of and assessed the process by which compliance with the covenants specified in the contracts is monitored by management. - I also examined documentation related to compliance with both the non-financial and financial covenants, including testing the financial ratio calculations to assess whether they complied with the covenants in the loan/debenture agreements. - I reviewed the disclosure of information on conditions of loan/debenture agreements in the notes to the financial statements.

Emphasis of Matter

Without expressing a qualified conclusion on the aforementioned financial information, I draw attention to the following notes to the financial statements:

1. Changes in accounting policy for subsequent valuation of investment property

I draw attention to Note 4.2 to the consolidated financial statements, which describes the impact on the entity from the adoption of the new accounting policy from January 1, 2019 regarding the post-recognition of investment properties from The cost method is the fair value model.

2. The impact of the COVID – 19

I draw attention to Note 2.4 to the consolidated financial statements. Due to the impact of the COVID – 19 outbreak, in preparing the financial statements for the year ended December 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 conclusion is not modified in respect of this matter.

Other matters

The consolidated and separate statements of financial position of PP PRIME Public Company Limited and its subsidiary as at December 31, 2019 (before restate), the related consolidated and separate statements of comprehensive income (before restate), the consolidated and separate statements of changes in shareholders' equity (before restate) and the consolidated and separate statements of cash flows (before restate) for the year then ended, which have been presented herewith for comparative purposes were audited by another auditor in my firm, which I draw attention material uncertainty relating to going concern of the Group and attention information and events that focus on transactions with related parties and changing the accounting policy to measure the value of the land at the revaluated price and qualified conclusion about binding force of sales contract of thermal power plant in Japan, whose report dated on March 30, 2020, expressed a qualified opinion.

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 Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated 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 financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated 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 Financial Statements

My objectives are to obtain reasonable assurance about whether the consolidated 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 financial statements.

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

- ☐ Identify and assess the risks of material misstatement of the consolidated 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 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 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 within the Group or business activities within the Group to express an opinion on the consolidated 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 Ms. Kannika Wipanurat



(Ms. Kannika Wipanurat)

Certified Public Accountant

Registration No. 7305

Karin Audit Company Limited

Bangkok, Thailand

March 1, 2021

PP PRIME PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF FINANCIAL POSITION
DECEMBER 31, 2020

(Unit : Baht)

		Consolidated financial statements			Separate financial statements		
		December 31, 2020	December 31, 2019	January 1, 2019	December 31, 2020	December 31, 2019	January 1, 2019
		Note	"RESTATED"	"RESTATED"		"RESTATED"	"RESTATED"
Assets							
Current assets							
Cash and cash equivalents	8	38,392,268	45,536,645	20,505,636	30,317,196	17,103,222	16,396,102
Current investments	4.1	-	34,274	33,635	-	34,274	33,635
Trade and other current receivables	7.2, 9	193,113,994	285,383,312	323,335,368	114,534,694	278,835,791	424,980,359
Short - term loans	7.2, 15	-	63,233,084	-	-	-	-
Inventories	10	88,106,917	220,132,607	261,867,018	11,337,230	54,525,578	261,867,018
Other current financial assets	11	11,929	-	-	11,929	-	-
Other current assets		15,029,260	14,505,337	6,095,969	3,048,170	2,711,273	5,864,474
Disposal groups classified as held for sale		-	-	1,197,773,322	-	-	-
Total current assets		334,654,368	628,825,259	1,809,610,948	159,249,219	353,210,138	709,141,588
Non - current assets							
Other non - current financial assets	12	3,449,590	-	-	3,449,590	-	-
Investments in subsidiaries and associates	14	-	-	-	1,472,613,468	1,475,646,268	81,807,353
Other long - term investments	4.1	-	87,756,877	323,605,286	-	87,756,877	323,605,286
Trade and other non - current receivables	9	-	-	-	-	-	-
Long - term loans	7.2, 15	-	-	169,112,352	168,014,496	374,029,985	1,768,560,676
Investment property under the fair value method	16	134,649,970	166,661,776	119,820,795	134,649,970	166,661,776	119,820,795
Property, plant and equipment							
Land Revaluation	17	430,417,089	436,000,848	106,909,553	100,368,370	100,368,370	95,185,994
Plant and machine	18	564,784,417	674,441,170	500,319,135	12,291,296	40,826,686	499,791,597
Property, plant and equipment not used in operations	19	264,807,196	267,317,766	3,364,900	3,364,900	3,364,900	3,364,900
Right-of-use assets	20	23,774,919	-	-	23,774,919	-	-
Goodwill	21	-	6,418,090	13,651,434	-	-	-
Other intangible assets	22	8,498,986	107,573,792	11,507,837	74,691	141,638	11,490,156
Deferred tax assets	35	57,704,569	52,808,565	89,708,404	57,704,569	48,724,584	89,708,404
Non - current non - cash assets pledged as collateral	23	46,127,236	-	-	46,127,236	-	-
Other non - current assets							
Restricted bank deposits	13	17,979,566	17,820,893	7,865,307	202,141	200,893	7,865,307
Advances payment	24	-	-	263,795,594	-	-	130,364,560
Other		11,982,529	11,638,742	5,106,326	6,242,694	6,194,602	5,096,472
Total other non - current assets		29,962,095	29,459,635	276,767,227	6,444,835	6,395,495	143,326,339
Total non-current assets		1,564,176,067	1,828,438,519	1,614,766,923	2,028,878,340	2,303,916,579	3,136,661,500
Total assets		1,898,830,435	2,457,263,778	3,424,377,871	2,188,127,559	2,657,126,717	3,845,803,088

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

PP PRIME PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (CONTINUED)

DECEMBER 31, 2020

(Unit : Baht)

	Note	Consolidated financial statements			Separate financial statements		
		December 31, 2020	December 31, 2019	January 1, 2019	December 31, 2020	December 31, 2019	January 1, 2019
			"RESTATED"	"RESTATED"		"RESTATED"	"RESTATED"
Liabilities and shareholders' equity							
Current liabilities							
Short-term borrowings from financial institutions	25	84,300,698	187,294,869	549,947,985	60,000,000	163,555,184	549,947,985
Trade and other current payables	7.2, 26	254,241,898	250,466,942	297,764,379	576,428,270	485,495,320	293,950,443
Short - term loans	7.2, 27	10,290,680	275,940	-	10,000,000	-	-
Current portion of long - term liabilities	28	525,837,654	527,065,823	611,230,044	525,474,304	527,065,823	611,230,044
Current portion of finance lease liabilities	29	567,542	1,469,743	2,035,981	567,542	1,469,743	2,035,981
Current portion of debenture	30	632,231,830	721,264,698	707,220,801	632,231,830	721,264,698	707,220,801
Current income tax payable		15,292,688	19,322,902	82,065	-	-	-
Other current liabilities	31	178,244,694	178,867,302	62,889,735	1,029,432	9,727,185	2,979,328
Liabilities included in disposal groups							
classified as held for sale		-	-	70,212,382	-	-	-
Total current liabilities		1,701,007,684	1,886,028,219	2,301,383,372	1,805,731,378	1,908,577,953	2,167,364,582
Non - current liabilities							
Long - term loans	28	11,263,850	-	-	-	-	-
Liabilities under lease agreements	29	-	437,202	1,907,209	-	437,202	1,907,209
Debt maturity	30	-	-	199,445,235	-	-	199,445,235
Deferred tax liabilities	35	76,978,827	98,824,384	21,114,230	28,284,564	35,087,582	21,114,230
Non - current provisions for employee benefits	32	35,722,016	27,093,404	19,433,737	17,217,565	12,582,821	19,433,737
Other non - current liabilities		798,700	731,200	450,000	798,700	731,200	450,000
Total non - current liabilities		124,763,393	127,086,190	242,350,411	46,300,829	48,838,805	242,350,411
Total liabilities		1,825,771,077	2,013,114,409	2,543,733,783	1,852,032,207	1,957,416,758	2,409,714,993

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

PP PRIME PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (CONTINUED)

DECEMBER 31, 2020

(Unit : Baht)						
	Note	Consolidated financial statements			Separate financial statements	
		December 31, 2020	December 31, 2019	January 1, 2019	December 31, 2020	December 31, 2019
			"RESTATED"	"RESTATED"		"RESTATED"
Shareholders' equity						
Share capital						
Authorized share capital						
2018 Registered 843,813,359 ordinary shares of Baht 1 each				843,813,359		843,813,359
2019 Registered 1,126,101,375 ordinary shares of Baht 1 each	37		1,126,101,375			1,126,101,375
2020 Registered 916,901,123 ordinary shares of Baht 1 each	37	916,901,123			916,901,123	
Issued and paid share capital						
Registered 688,066,476 ordinary shares of Baht 1 each		688,066,476	688,066,476	563,050,687	688,066,476	688,066,476
Share premium - ordinary shares		612,679,954	612,679,954	489,124,511	612,679,954	612,679,954
Capital reserve for share-based payment transactions		41,479,200	41,479,200	41,479,200	41,479,200	41,479,200
Retained earnings						
Appropriated - Legal reserve		56,845,152	56,845,152	56,845,152	56,845,152	56,845,152
Unappropriated		(1,458,482,927)	(1,087,411,487)	375,789,443	(1,065,318,829)	(701,277,805)
Other components of shareholders' equity		132,471,503	132,490,074	(645,644,905)	2,343,399	1,916,982
Total shareholders' equity		73,059,358	444,149,369	880,644,088	336,095,352	699,709,959
Total liabilities and shareholders' equity		1,898,830,435	2,457,263,778	3,424,377,871	2,188,127,559	2,657,126,717

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

PP PRIME PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED DECEMBER 31, 2020

		(Unit : Baht)			
		Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
	Note		"RESTATED"		"RESTATED"
Revenues					
Revenues from sales		1,663,836,007	2,119,416,493	1,253,315,570	1,775,449,312
Other income		37,242,198	14,041,975	32,165,132	78,025,793
Total revenues		1,701,078,205	2,133,458,468	1,285,480,702	1,853,475,105
Expenses					
Cost of sales		1,453,188,726	1,757,394,070	1,059,730,169	1,599,818,758
Cost of distributions		67,935,972	90,538,284	67,935,972	90,538,284
Administrative expenses		206,782,584	255,766,683	125,698,818	157,360,476
Other expenses		221,084,639	1,476,883,260	288,658,356	1,579,325,217
Finance costs		86,181,486	125,466,193	84,026,673	119,820,676
Total expenses		2,035,173,407	3,706,048,490	1,626,049,988	3,546,863,411
Share of loss from investments in associates	14	-	-	-	-
Profit (loss) before income tax expenses		(334,095,202)	(1,572,590,022)	(340,569,286)	(1,693,388,306)
Tax expenses (tax Income)	35	(4,518,453)	(109,389,092)	(15,760,598)	(97,703,837)
Profit (loss) for the year		(329,576,749)	(1,463,200,930)	(324,808,688)	(1,595,684,469)
Other comprehensive income :					
<i>Other comprehensive income to be reclassified</i>					
<i>to profit or loss in subsequent period :</i>					
Exchange differences on translation of financial statements					
in foreign currency		(444,988)	(27,377,170)	-	-
<i>Other comprehensive income that will not be reclassified</i>					
<i>to profit or loss in subsequent period :</i>					
Gain (losses) on investment in equity designated at fair value					
through other comprehensive income		(38,287,747)	540,566,132	(38,287,747)	540,566,132
Gains (losses) on revaluation of assets		-	264,946,017	-	70,168,969
Gains (losses) on remeasurements of defined benefit plans		(2,780,527)	-	(518,172)	-
Other comprehensive income (expense) for the year		(41,513,262)	778,134,979	(38,805,919)	610,735,101
Total comprehensive income (expense) for the year		(371,090,011)	(685,065,951)	(363,614,607)	(984,949,368)
Earning (Loss) per share (Baht: Shares)	39	(0.4790)	(2.3474)	(0.4721)	(2.5599)

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

PP PRIME PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2020

	Consolidated financial statements												(Unit : Baht)
	Equity attributable to owners of the Company												
	Other components of shareholders' equity												
	Other comprehensive income												
		Capital reserve for share - based payment transactions	Share premium - ordinary shares	Retained earnings	Exchange differences on translation of financial statements in foreign currency	Gain (losses) on investment in equity designated at fair remeasurements through other comprehensive income	Gains(losses) on remeasurements of defined benefit plans	Revaluation surplus	Total other components of shareholders' equity	Total shareholders' equity			
Note	Issued and fully paid - up share capital			Appropriated	Unappropriated								
	563,050,687	41,479,200	489,124,511	56,845,152	308,154,944	(36,826,786)	(608,818,119)	-	(645,644,905)	813,009,589			
4.2	-	-	-	-	67,634,499	-	-	-	-	67,634,499			
	563,050,687	41,479,200	489,124,511	56,845,152	375,789,443	(36,826,786)	(608,818,119)	-	(645,644,905)	880,644,088			
37	125,015,789	-	123,555,443	-	-	-	-	-	-	248,571,232			
	-	-	-	-	(1,463,200,930)	(27,377,170)	540,566,132	-	264,946,017	(685,065,951)			
	688,066,476	41,479,200	612,679,954	56,845,152	(1,087,411,487)	(64,203,956)	(68,251,987)	-	264,946,017	444,149,369			
	688,066,476	41,479,200	612,679,954	56,845,152	(1,152,440,402)	(64,203,956)	(68,251,987)	-	264,946,017	379,120,454			
4.2	-	-	-	-	65,028,915	-	-	-	-	65,028,915			
	688,066,476	41,479,200	612,679,954	56,845,152	(1,087,411,487)	(64,203,956)	(68,251,987)	-	264,946,017	444,149,369			
	-	-	-	-	(329,576,749)	(444,988)	(38,287,747)	(2,780,527)	(41,513,262)	(371,090,011)			
	-	-	-	-	(41,494,691)	-	38,714,164	2,780,527	41,494,691	-			
	688,066,476	41,479,200	612,679,954	56,845,152	(1,458,482,927)	(64,648,944)	(67,825,570)	-	264,946,017	73,059,358			

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

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (CONTINUED)

FOR THE YEAR ENDED DECEMBER 31, 2020

Separate financial statements											(Unit : Baht)
Other components of shareholders' equity											
Other comprehensive income											
Gain (losses) on											
investment in equity											
designated at fair											
through other											
comprehensive income											
Retained earnings											
Unappropriated											
Appropriated											
Capital reserve											
for share - based											
payment											
transactions											
Share premium											
- ordinary shares											
Issued and fully											
paid - up											
share capital											
Note	563,050,687	489,124,511	41,479,200	56,845,152	826,772,165	(608,818,119)	-	-	(608,818,119)	1,368,453,596	
4.2	-	-	-	-	67,634,499	-	-	-	-	67,634,499	
Balance as at December 31, 2018 - as previously reported											
Cumulative effect of change in accounting policy											
Balance as at December 31, 2018 - as restated											
Changes in shareholders' equity for the year 2019 :											
37	125,015,789	123,555,443	-	-	-	-	-	-	-	248,571,232	
Share capital increase											
Total comprehensive income (expense) for the year											
Balance as at December 31, 2019 - as restated											
688,066,476											
612,679,954											
41,479,200											
56,845,152											
(1,595,684,469)											
540,566,132											
70,168,969											
610,735,101											
70,168,969											
1,916,982											
699,709,959											
688,066,476											
612,679,954											
41,479,200											
56,845,152											
(766,306,720)											
(68,251,987)											
- 70,168,969											
1,916,982											
634,681,044											
4.2	-	-	-	-	65,028,915	-	-	-	-	65,028,915	
Cumulative effect of change in accounting policy											
Balance as at December 31, 2019 - as restated											
Changes in shareholders' equity for the year 2019 :											
Total comprehensive income (expense) for the year											
Transferred to retained earnings											
Balance as at December 31, 2020											
688,066,476											
612,679,954											
41,479,200											
56,845,152											
(1,065,318,829)											
(67,825,570)											
38,714,164											
518,172											
39,232,336											
(38,805,919)											
(363,614,607)											
70,168,969											
2,343,399											
336,095,352											

PP PRIME PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

CASH FLOWS STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

(Unit : Baht)				
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Note		"RESTATED"		"RESTATED"
Cash flows from operating activities				
Profit (loss) before income tax expenses	(334,095,202)	(1,572,590,022)	(340,569,286)	(1,693,388,306)
Adjustments to reconcile profit (loss) to cash received (paid)				
Adjusted financial costs	86,181,486	125,466,193	84,026,673	119,820,676
Adjusted trade accounts and other current receivables (increase) decrease	85,830,720	31,891,689	158,264,430	23,060,851
Adjusted inventories (increase) decrease	129,961,924	41,574,957	42,776,904	23,974,107
Adjusted other assets (increase) decrease	(867,709)	(1,854,060)	(384,987)	1,027,307
Adjusted trade accounts and other current payable increase (decrease)	(18,593,220)	(98,969,416)	85,841,549	180,990,916
Adjusted other liabilities increase (decrease)	(555,108)	(1,856,025)	(8,630,253)	7,029,058
Depreciation and amortization	115,358,759	145,401,139	5,372,125	4,648,610
Adjusted provisions for employee benefits (reversal)	6,533,542	8,134,667	3,566,038	3,907,124
Adjusted unrealised on exchange loss (gain)	25,018,524	18,739,105	28,238,861	(30,980,711)
Adjusted loss (gain) from real exchange rate	-	3,716,996	-	3,716,996
(Gain and reversal) of expected credit loss	6,436,706	-	6,405,531	-
Adjusted bad debts and doubtful accounts (reversal)	-	24,361,506	-	24,361,506
Adjustment for loss (profit) from fair value adjustment	32,241,805	5,411,531	32,241,805	5,411,531
Adjusted loss from reduce cost of inventories (reversal)	2,063,765	159,454	411,444	(15,328,970)
Adjusted loss (gain) from disposal of non-current assets				
- Loss (gain) on sales of other current financial assets	1,365	771,938,672	1,365	771,938,672
- Loss (gain) on sales of equipment	(1,156,068)	(77,214)	(448,495)	(245,256)
- Loss (gain) on sales of other non-current assets	-	74	-	74
Adjusted other reconcile profit (loss)				
- Dividend income from other current financial assets	-	(67,597)	-	(67,597)
- Expected credit loss for loans and interest receivable	67,443,310	102,855,051	225,178,565	392,684,834
- Impairment on investment in subsidiary Company	-	-	2,999,980	394,546,714
- Expected credit loss for advance payment for construction of geothermal power plants	-	28,421,769	-	-
- Expected credit loss for advance payment for Riverside project	-	14,743,465	-	14,743,465
- Expected credit loss for advance payment for Hot spring rights	-	33,112,740	-	-
- Expected credit loss for advance payment for Wind power	-	64,089,082	-	-
- Loss on impairment of plant and equipment	20,263,708	166,267,621	-	-
- Loss on impairment of intangible assets	94,313,286	223,363,192	-	-
- Loss on impairment of goodwill	6,760,941	47,941,032	-	-
- Reversed allowance of impairment on assets	-	(208,600)	-	(208,600)
- Reversed allowance of impairment on advance payment for Riverside project	(1,746,060)	-	(1,746,060)	-
- Loss from dissolution of subsidiaries	-	-	32,820	-
- Interest income	(1,904,440)	(1,749,523)	(2,085,196)	(6,592,414)
Total adjustment to reconcile profit (loss)	653,587,236	1,752,807,500	662,063,099	1,918,438,893
Net cash provided by (used in) operating activities	319,492,034	180,217,478	321,493,813	225,050,587
Interest expenses	(72,955,558)	(103,333,661)	(72,929,810)	(110,489,251)
Tax received (paid)	(26,230,917)	(17,156,149)	-	-
Cash paid for employee benefits	(815,000)	(475,000)	(330,000)	(220,000)
Net cash provided by (used in) operating activities	219,490,559	59,252,668	248,234,003	114,341,336

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

PP PRIME PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

CASH FLOWS STATEMENTS (CONTINUED)

FOR THE YEAR ENDED DECEMBER 31, 2020

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Note		"RESTATED"		"RESTATED"
Cash flows from investing activities				
(Increase) decrease in restricted bank deposits	(158,672)	(9,955,586)	(1,248)	7,664,414
Cash paid Acquisition of investments in subsidiaries	-	-	-	(1,014,620,000)
Cash received from sales other equity instrument	20,421	145,720,374	20,421	145,720,374
Cash paid for purchases other equity instrument	-	(6,126,375)	-	(6,126,375)
Cash received from property, plant and equipment	1,156,079	365,639	448,499	245,259
Cash paid for investment properties	(230,000)	(3,600,512)	(230,000)	(3,600,512)
Cash paid for property, plant and equipment	(17,239,752)	(16,448,844)	(252,977)	(1,724,318)
Cash paid for intangible assets	-	(602,303)	-	-
Cash received from loans to other person or parties	-	2,491,257	27,715,330	1,081,783,838
Cash paid for loans to related parties	-	-	(46,878,407)	-
Cash paid for loans to related person other or parties other	-	-	-	(4,824,079)
Deposits from sales geothermal power plant	-	116,280,000	-	-
Cash paid for advance payment for assets	-	(7,200,000)	-	(7,200,000)
Deposit from advance payment for Riverside project	1,746,060	47,104,099	1,746,060	47,104,099
Dividend received	-	67,597	-	67,597
Interest income	1,652,547	8,091,785	1,716,332	30,537,801
Net cash provided by (used in) investing activities	(13,053,317)	276,187,131	(15,715,990)	275,028,098
Cash flows from financing activities				
Cash received from borrowing				
From bill of exchange	-	547,000,000	-	547,000,000
From debenture	-	207,600,000	-	207,600,000
From financial institutions	11,627,200	-	-	-
From other parties	45,000,000	275,940	45,000,000	-
Cash paid for repayment of borrowing				
Cash paid for repayment of bill of exchange	(60,000,000)	(680,000,000)	(60,000,000)	(680,000,000)
Maturity debenture	(93,900,000)	(394,500,000)	(93,900,000)	(394,500,000)
Borrowing from financial institutions	(29,787,713)	(281,064,650)	(29,787,713)	(281,064,650)
Borrowing from other person and other parties	(35,000,000)	-	(35,000,000)	-
Cash paid for repayment of liabilities under long - term lease agreements	(1,659,186)	(2,122,608)	(1,659,186)	(2,122,608)
Cash receive from issued share capital	-	248,571,232	-	248,571,232
Accounts payable - trust receipts increases	(43,957,140)	(25,540,094)	(43,957,140)	(25,540,094)
Bank overdrafts increase (decrease)	561,012	23,463,442	-	(276,244)
Payment of front end fee and debenture issuing costs	-	(8,329,950)	-	(8,329,950)
Net cash provided by (used in) financing activities	(207,115,827)	(364,646,688)	(219,304,039)	(388,662,314)

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

PP PRIME PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

CASH FLOWS STATEMENTS (CONTINUED)

FOR THE YEAR ENDED DECEMBER 31, 2020

(Unit : Baht)					
	Consolidated financial statements		Separate financial statements		
	2020	2019	2020	2019	
Note		"RESTATED"		"RESTATED"	
Net cash and cash equivalents increase (decrease)					
before effect of exchange rate		(678,585)	(29,206,889)	13,213,974	707,120
Effect of exchange rate to cash and cash equivalents		(6,465,792)	54,237,898	-	-
Net in cash and cash equivalents increase (decrease)		(7,144,377)	25,031,009	13,213,974	707,120
Cash and cash equivalents at beginning of the period	8	45,536,645	20,505,636	17,103,222	16,396,102
Cash and cash equivalents from discontinued operations at the end of the period		-	-	-	-
Cash and cash equivalents at ending of the period	8	38,392,268	45,536,645	30,317,196	17,103,222

Supplemental Disclosure of Cash flows information

Non - cash items

Acquisition of assets that have not yet been paid	-	4,067,391	-	904,150
Right-of-use assets	25,369,748	-	25,369,748	-
Transferred Property Plant and Equipment to Investment Property	-	652,000	-	652,000
Disposal groups classified as held for sale	-	(663,549,101)	-	-
Past of liabilities in disposal groups classified as held for sale	-	(21,374,928)	-	-
The partial business transfer to Thai Luxe Enterprises (Thailand) Co.,Ltd.				
by Net book Value of assets and liabilities are as follows:				
Inventories	-	-	-	198,696,303
Other current assets	-	-	-	612,894
Property, plant and equipment	-	-	-	563,096,831
Other intangible assets	-	-	-	11,281,814
Other non - current assets	-	-	-	414,868
Non - current provisions for employee benefits	-	-	-	10,538,040
Transferred advance payment to investment property	-	48,000,000	-	48,000,000
Transferred advance payment to property, plant and equipment	-	24,000,000	-	24,000,000
Transferred Investment Property to Property, plant and equipment				
not used in operations	-	3,364,900	-	3,364,900
Transferred advance payment to other intangible assets	-	-	-	-
Receive employee benefits transfer from Thai Luxe Enterprise (Thailand) Co., Ltd.	-	-	750,990	-

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

PP PRIME PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS
AS AT DECEMBER 31, 2020

1. GENERAL INFORMATION

1.1 Corporate information

PP PRIME Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. The Company is principally engaged in the distribution of feeds for aquatic animals. The registered office of the Company is at 69/5 Moo 5 Rama 2 Road (Km. 71) Tambol Bangkhantaek, Amphur Muang, Samutsongkhram.

1.2 Going concern

As at December 31, 2020, the Group has current liabilities exceeds current assets amounting to Baht 1,366 million (the Company of Baht 1,646 million), and the group of the company had continuous operating loss. Most of current liabilities consisted of promissory notes from financial institutions amount of Baht 60 million respectively that mature in first quarters of 2021, debenture amount of Baht 207.60 million, 170 million and 255.60 million respectively those mature in first, second and third quarters of 2021 and long-term loan from financial institutions of Yen 1,785 million (approximately Baht 525 million), due date in first quarters of 2021. In addition, as at December 31, 2020, the Group of company has a debt to equity ratio of 24.99, which is higher than stated in the loan covenant of the loan agreement. Thus the group of company has to request the waiver from creditors, if the creditors did not approve the group of company has to seeking for fund to repay loan as said.

In addition, during the year 2021, the management of the Group performed the operations as follow:

- The Company has plans to dispose of assets and collateral of the debentures, including Investments in securities in type Equity securities, and assets that are not used to operate in order to redeem the debentures and promissory notes from financial institutions and settle its loans from financial institutions and future obligations as they come due.
- During the year 2021, the company held a meeting of debenture holders. The debenture holders resolved to extend the maturity period of the debentures for another 2 years from the original due in 2021 to the maturity of 2023.
- During the year 2021, the company has been extended the repayment period for long-term loans from financial institutions for another one year.

These events or circumstances indicate that a material uncertainty exists that may cast significant doubt on the Group’s ability to continue as a going concern. However the management believes that the group will have sufficient fund for operations and future obligations, thus the management of the group believe that the Group has ability to continue as a going concern and using the going concern basis of accounting.

The consolidated and separate financial statements do not include any adjustments to the reclassification or carrying value of assets and liabilities that necessary should if the Group and the Company be unable to continue their operations as going concerns. If the Group and the Company were unable to continue as going concerns, the

PP PRIME PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

AS AT DECEMBER 31, 2020

realizable value of assets may be significantly less than their current carrying value and additional liabilities may be incurred.

2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENT

- 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E.2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development dated October 11, 2016, issued under the Accounting Act B.E.2543.

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

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

2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of PP PRIME Public Company Limited. (“the company”) and the following subsidiary companies (“the subsidiaries”):

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2020	2019
			Percent	Percent
Subsidiaries directly held by the Company				
Thuxe Global Business Co., Ltd.	Distribution of raw material for animal feed	Thailand	100	100
Thuxe Power Co., Ltd.	Invest in energy business	Thailand	100	100
Thai Luxe Enterprises (Thailand) Co., Ltd	The manufacture and distribution of feeds for aquatic animals and pets	Thailand	100	100
P PRIME SINGAPORE PTE. LTD. *	Investment and property development	Singapore	-	100
Subsidiary held through Thuxe Power Limited				
Thuxe Investments Limited	Invest in energy business	Republic of Mauritius	100	100
Origin Power Investment Co., Ltd.	Invest in energy business	Republic of Mauritius	100	100
Subsidiary held through Thuxe Investments Limited				
Thuxe Holdings Limited	Invest in energy business	Hong Kong Special Administrative Region	100	100
Geothermal Power A Co., Ltd.	Invest in energy business	Hong Kong Special	100	100

PP PRIME PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

AS AT DECEMBER 31, 2020

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2020 Percent	2019 Percent
		Administrative Region		
Geothermal Power B Co., Ltd.	Invest in energy business	Hong Kong Special Administrative Region	100	100
Subsidiary held through Origin Power Investment Co., Ltd.				
Wind Power A Co., Ltd.	Invest in wind energy business	Hong Kong Special Administrative Region	100	100
Subsidiary held through Thuxe Holdings Limited				
Sumo Power Co., Ltd.	Geothermal power generation business	Japan	100	100
Beppu Tsurumi Onsen Geothermal Power Station No.1 Liaison Company	Geothermal power generation business	Japan	100	100
P Green Energy Co., Ltd.	The business consulting and management	Japan	100	100
Subsidiary held through Geothermal Power A Co., Ltd.				
Fino Binary Power Plant LLC.	Geothermal power generation business	Japan	100	100
NIS Binary Power Plant LLC.	Geothermal power generation business	Japan	100	100
Lena Power Station No.1 LLC.	Geothermal power generation business	Japan	100	100
Subsidiary held through Geothermal Power B Co., Ltd.				
PPSN Co., Ltd.	Geothermal power generation business	Japan	100	100
SNS Power Co., Ltd.	Geothermal power generation business	Japan	100	100
Dual Energy Binary - Power Plant No.1 LLC.	Geothermal power generation business	Japan	100	100
Subsidiary held through Sumo Power Co., Ltd.				
Otomeyama Energy Co., Ltd.	Geothermal power generation business	Japan	100	100
S-Power Co., Ltd.	Geothermal power generation business	Japan	100	100

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*According to the resolution of the Board of Directors' Meeting No. 22/2019 held on December 23, 2019, resolved to approve the dissolution of the subsidiary. Because the company has canceled investment in the real estate project in Da Nang, Vietnam.

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
 - c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
 - d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
 - e) The assets and liabilities in the financial statements of overseas subsidiary companies are translated to Baht using the exchange rate prevailing on the end of reporting period, and revenues and expenses translated using monthly average exchange rates. The resulting differences are shown under the caption of "Exchange differences on translation of financial statements in foreign currency" in the statements of changes in shareholders' equity.
 - f) Material balances and transactions between the Company and its subsidiary companies have been eliminated from the consolidated financial statements.
 - g) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.
- 2.3 The separate financial statements present investments in subsidiaries under the cost method.
- 2.4 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. NEW FINANCIAL REPORTING STANDARDS

3.1 Financial reporting standards that became effective in the current period

During the year, the Group has adopted the revised (revised 2019) and new 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

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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 summarized 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

Financial Reporting Standard Interpretations:

TFRIC 16 Hedges of a Net Investment in a Foreign Operation

TFRIC 19 Extinguishing Financial Liabilities with Equity Instruments

These TFRSs related to financial instruments make stipulations relating to the classification of financial instruments and their measurement at fair value or amortised cost (taking into account the type of instrument, the characteristics of the contractual cash flows and the business model), calculation of impairment using the expected credit loss method, and hedge accounting. These include stipulations regarding the presentation and disclosure of financial instruments.

The Company recognised the cumulative effect of the adoption of these financial reporting standards as an adjustment to retained earnings as at January 1, 2020, and the comparative information was not restated. By choosing a more flexible practice, reclassification and adjustment arising from the change in accounting policy will be recognized in the statement of financial position as of January 1, 2020.

The cumulative effect of the change is described in Note 4.1 to the financial statements.

TFRS 16 Leases

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

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

The Group plans to adopt TFRS 16 using the modified retrospective method of adoption of which the cumulative effect is recognized as an adjustment to the retained earnings as at January 1, 2020 and the comparative information

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was not restated by choosing to use indulgent guidelines. The reclassifications and the adjustments arising from the changes in accounting policies are therefore recognized in the statement of financial position as at January 1, 2020.

The cumulative effect of the change is described in Note 4.1 to the interim financial statements.

Accounting Treatment Guidance on “Temporary relief measures on accounting alternatives in response to the impact of the COVID-19 situation”

The Federation of Accounting Professions announced Accounting Treatment Guidance on “Temporary relief measures on accounting alternatives in response to the impact of the COVID-19 situation”. 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 April 22, 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 January 1, 2020 and December 31, 2020.

The Company and its subsidiaries have elected to apply the following temporary relief measures on accounting alternatives:

- To measure the fair value of investments in unquoted equity instruments using the fair value as at January 1, 2020.
- Not to consider the COVID-19 situation as an indication that an asset may be impaired in accordance with TAS 36, Impairment of Assets

3.2 Financial reporting standards that will become effective for fiscal years beginning on or after January 1, 2021

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, 2021. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

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

4. CUMULATIVE EFFECTS CHANGES ACCOUNTING POLOCIES DUE TO THE ADOPTION OF NEW FINANCIAL REPORTING STANDARDS AND CHANGES ACCOUNTING POLOCIES

4.1 Cumulative effects of new financial reporting standard.

As described in Note 3 to the interim financial statements, during the current period, the Company and its subsidiaries have adopted TFRS related to financial instruments and TFRS 16 using the modified retrospective method of adoption. The cumulative effect of initially applying TFRS related to financial instruments and TFRS 16 is recognised. Therefore, the comparative information was not restated.

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There is no effect of the changes in accounting policies due to the early adoption of TFRS related to financial instruments and TFRS 16 Leases on the beginning balance of retained earnings for 2020.

The amounts of adjustments affecting the statements of financial position as at January 1, 2020, due to the adoption of these financial reporting standards comprise:

	(Unit: Thousand Baht)			
	Consolidated			
	The effect of			
	December 31,	TFRS related to		January 1,
	2019	financial	TFRS 16	2020
		instruments		
Statement of financial position				
Assets				
Current assets				
Other current financial assets	-	34	-	34
Other investments	34	(34)	-	-
Non-current assets				
Other non-current financial assets	-	3,450	-	3,450
Property, plant and equipment	674,441	-	(25,078)	649,363
Right-of-use assets	-	-	25,370	25,370
Non-current non-cash assets pledged as collateral	-	84,307	-	84,307
Other long - term investments	87,757	(87,757)	-	-
Liabilities and shareholders' equity				
Current liabilities				
Lease liabilities - current portion	1,470	-	161	1,631
Non-current liabilities				
Lease liabilities - net of current portion	437	-	131	568

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(Unit: Thousand Baht)

	Separate			
	The effect of			
	December 31,	TFRS related to		January 1,
	2019	financial instruments	TFRS 16	2020
Statement of financial position				
Assets				
Current assets				
Other current financial assets	-	34	-	34
Other investments	34	(34)	-	-
Non-current assets				
Other non-current financial assets	-	3,450	-	3,450
Property, plant and equipment	40,827	-	(25,078)	15,749
Right-of-use assets	-	-	25,370	25,370
Non-current non-cash assets pledged as collateral	-	84,307	-	84,307
Other long - term investments	87,757	(87,757)	-	-
Liabilities and shareholders' equity				
Current liabilities				
Lease liabilities - current portion	1,470	-	161	1,631
Non-current liabilities				
Lease liabilities - net of current portion	437	-	131	568

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a) Financial instruments

The classifications, measurement basis and carrying values of financial assets and financial liabilities in accordance with TFRS 9 as at January 1, 2020, and with the carrying amounts under the former basis, are as follows:

(Unit: Thousand Baht)

Consolidated					
Carrying amounts under the former basis	Classification and measurement in accordance with TFRS 9				
	Fair value through				Total
	Fair value through profit or loss	other comprehensive income	Amortised cost		
Financial assets as at January 1, 2020					
Cash and cash equivalents	45,537	-	-	45,537	45,537
Trade account and other current	285,383	-	-	285,383	285,383
Short-term loans	63,233	-	-	63,233	63,233
Other current financial assets	34	-	34	-	34
Other non-current financial assets	3,450	3,450	-	-	3,450
Non-current non-cash assets pledged as collateral	84,307	-	84,307	-	84,307
Restricted bank deposits	17,821	-	-	17,821	17,821
Total financial assets	499,765	3,450	84,341	411,974	499,765

(Unit: Thousand Baht)

Separate					
Carrying amounts under the former basis	Classification and measurement in accordance with TFRS 9				
	Fair value through				Total
	Fair value through profit or loss	other comprehensive income	Amortised cost		
Financial assets as at January 1, 2020					
Cash and cash equivalents	17,103	-	-	17,103	17,103
Trade account and other current	278,836	-	-	278,836	278,836
Other current financial assets	34	-	34	-	34
Other non-current financial assets	3,450	3,450	-	-	3,450
Long-term loans	374,030	-	-	374,030	374,030
Non-current non-cash assets pledged as collateral	84,307	-	84,307	-	84,307
Restricted bank deposits	201	-	-	201	201
Total financial assets	757,961	3,450	84,341	670,170	757,961

As at January 1, 2020, the Company and its subsidiaries do not stipulations any financial liabilities to be measured at fair value through profit or loss.

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b) Leases

Upon initial application of TFRS 16 the Company and its subsidiaries recognised lease liabilities previously classified as operating leases at the present value of the remaining lease payments, discounted using the Company and its subsidiaries' incremental borrowing rate at January 1, 2020. For leases previously classified as finance leases, the Company and its subsidiaries recognised the carrying amount of the right-of-use assets and lease liabilities based on the carrying amounts of the lease assets and lease liabilities immediately before the date of initial application of TFRS 16.

	(Unit : Thousand Baht)	
	Consolidated	Separate
Operating lease commitments disclosed		
as at December 31, 2019	2,567	1,823
Less: Short-term leases recognised on		
a straight-line basis as expense	(874)	(766)
Less: Low value leases recognised on		
a straight-line basis as expense	(102)	(102)
Less: Contracts reassessed as service		
agreements	(1,276)	(640)
	315	315
Less : Deferred interest expenses	(23)	(23)
Increase in lease liabilities due to TFRS 16 adoption	292	292
Liabilities under finance lease agreements		
as at December 31, 2019	1,907	1,907
Lease liabilities recognised as at January 1, 2020	2,199	2,199
The above lease liabilities comprise of:		
Current lease liabilities	1,631	1,631
Non-current lease liabilities	568	568
	2,199	2,199

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The adjustment of right-of-use assets due to TFRS 16 adoption as at January 1, 2020 are summarised below:

	(Unit : Thousand Baht)	
	Consolidated	Separate
Buildings	25,370	25,370
Total right-of-use assets	25,370	25,370

4.2 Cumulative effects of changes in accounting policies.

Measurement after recognition of investment properties.

According to the resolution of the Board of Directors of PP Prime Public Company Limited No. 8/2020 held on June 12, 2020, the Company approved change in accounting policy about Measurement after recognition of investment property from the cost method to be the fair value method. Because the Company considers that the measurement at cost does not reflect the true price of the Company's investment property.

The Company has changed the accounting policy in the current period and retroactively adjusted the financial statements for the year ended December 31, 2019 which were presented as comparison data as if the Company has always been recorded investment property at fair value and present the statement of financial position as of January 1, 2019 for comparison purposes. The amount of adjustments that have an effect on the items in the statements of financial position and statements of comprehensive income are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	December 31, 2019	January 1, 2019	December 31, 2019	January 1, 2019
Statements of financial position				
Assets				
Investment property Increase	81,243	84,501	81,243	84,501
Liability				
Deferred income tax liabilities Increase	16,214	16,866	16,214	16,866
Shareholders' equity				
Unappropriated retained earnings increased	65,029	67,635	65,029	67,635

	(Unit: Thousand Baht)	
	For the year ended December 31, 2019	
	Consolidated	Separate
Statements of comprehensive income		
Selling and administrative expenses decreased	(2,155)	(2,155)
Loss from change fair value increase	5,412	5,412
Tax expenses decreased	(651)	(651)
Profit or loss decreased	(2,606)	(2,606)
Basic earnings per share decreased (Baht/Shares)	(0.0041)	(0.0041)

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Changing the accounting policy for recording land value using revaluation method

The Group changed the land valuation method from the cost method to the revaluation method. From January 1, 2019 to reflect the real value of the land The Group measured the new land at fair value and recognized the surplus from revaluation of assets amounting to Baht 331.18 million and recorded deferred tax liability of Baht 66.24 million in the statement of financial position and statement of comprehensive income under the heading. "Surplus from the revaluation of land"

5. SIGNIFICANT ACCOUNTING POLICIES

5.1 Revenue recognition

Revenue is recognised when a customer obtains control of the goods or services in an amount that reflects the consideration to which the Group expects to be entitled, excluding those amounts collected on behalf of third parties, value added tax and is after deduction of any trade discounts and volume rebates.

Sale of goods

Revenue from sales of goods is recognised when a customer obtains control of the goods, generally on delivery of the goods to the customers. For contracts that permit the customers to return the goods, revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. Therefore the amount of revenue recognised is adjusted for estimated returns, which are estimated based on the historical data.

Sale of electricity

Income from the sale of electricity is recognised in profit or loss in accordance with delivery units supplied and price as stipulated in the contract. Incomes from the sale of electricity to buyers according to the actual power supply quantity and the rate specified in the purchase contract Revenue from the sale of electricity is shown at the tax invoice price excluding VAT.

Investment income

Investment income comprises rental income and interest income from investments and bank deposits.

Rental income

Rental income is recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income. Contingent rentals are recognised as income in the accounting period in which they are earned.

5.2 Cash and cash equivalents

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

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5.3 Inventories

Finished goods and work in process are valued at the lower of cost (under the first-in, first-out method) and net realisable value. The cost of inventories is measured using the standard cost method, which approximates actual cost and includes all production costs and attributable factory overheads.

Raw materials, packing materials, supplies and spare parts are valued at the lower of average cost and net realisable value and are charged to production costs whenever consumed.

5.4 Investment properties

The Company records the initial value of investment properties at cost, including transaction costs. The entity thereafter records the investment property at fair value assessed by an independent appraiser and recognizes the change in fair value in profit or loss. The independent appraiser appraised the fair value of investment property using the consideration method. Based on income, key assumptions used in the valuation of investment properties consist of rental area, rental rate, rental income, discount rate, rate of return, and Long-term growth rate of rent.

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

5.5 Property, plant and equipment

Recognition and measurement

Owned assets

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses except for land which is measured at their revalued amounts. The revalued amount is the fair value determined on the basis of the property's existing use at the date of revaluation less any impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located, and capitalised borrowing costs. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Any gains and losses on disposal of item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised in profit or loss. When there is disposal of revalued assets, the amount recognised in revaluation surplus is reclassified to retained earnings.

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Revalued land

Revaluations are performed by independent professional valuers with sufficient regularity to ensure that the carrying amount of these assets does not differ materially from that which would be determined using fair values at the reporting date.

Any increase in value, on revaluation, is recognised in other comprehensive income and presented in the revaluation surplus in equity unless it offsets a previous decrease in value recognised in profit or loss in respect of the same asset. A decrease in value is recognised in profit or loss to the extent it exceeds an increase previously recognised in other comprehensive income in respect of the same asset. Upon disposal of a revalued asset, any related revaluation surplus is transferred directly to retained earnings and is not taken into account in calculating the gain or loss on disposal.

Subsequent costs

The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

Depreciation

Depreciation is calculated based on the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value.

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment. The estimated useful lives are as follows:

	<u>The Company</u>	<u>Subsidiaries</u>
Buildings and building improvement	5, 20 years	5, 20 years
Machinery and equipment	5, 10 years	5 - 15 years
Furniture and office equipment	5 years	3, 5 years
Motor vehicles	5 years	5 years

No depreciation is provided on freehold land or assets under construction.

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

Property, plant and equipment not used in operations

Property, plant and equipment not used in operations are stated at cost net of accumulated depreciation and allowance for loss from impairment of asset.

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5.6 Intangible assets

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

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

The intangible assets with finite useful lives are as follows:

	<u>The Company</u>	<u>Subsidiaries</u>
Computer software	10 years	3 years
Patent	8 years	-
Hot spring rights	-	15 years
Power purchase agreement rights	-	15 years

No amortisation is provided on software under installation.

5.7 Leases

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

The Company as a lessee

Accounting policies adopted since January 1, 2020.

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

Right-of-use assets

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

Depreciation of right-of-use assets are calculated by reference to their costs, on the straight-line basis over the shorter of their estimated useful lives and the lease term are as follows:

	<u>useful lives (year)</u>
Buildings	3-18

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

Lease liabilities

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

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

Short-term leases and leases of low-value assets

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

Accounting policies adopted before January 1, 2020.

Leases of property, plant or equipment which transfer substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The outstanding rental obligations, net of finance charges, are included in long-term payables, while the interest element is charged to profit or loss over the lease period. The assets acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease period.

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

The Company as a lessor

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

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are added to the carrying amount of the underlying assets and recognised as an expense over the lease term on the same basis as the lease income.

5.8 Goodwill

Goodwill is initially recorded at cost, which equals to the excess of cost of business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired exceeds the cost of business combination, the excess is immediately recognised as gain in profit or loss.

Goodwill is carried at cost less any accumulated impairment losses. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the Company's cash generating units (or group of cash-generating units) that are expected to benefit from the synergies of the combination. The Company estimates the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.

5.9 Related party transactions

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

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

5.10 Foreign currencies

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rate at the reporting date.

Non-monetary assets and liabilities measured at cost in foreign currencies are translated to the functional currency at the exchange rates at the dates of the transactions.

Foreign currency differences are generally recognised in profit or loss.

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Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to Thai Baht at the exchange rates at the reporting date.

The revenues and expenses of foreign operations are translated to Thai Baht at rates approximating the exchange rates at the dates of the transactions.

Foreign exchange differences are recognised in other comprehensive income and accumulated in the translation reserve, except to extent that the translation difference is allocated to non-controlling interest.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the Group disposes of only part of an associate or joint venture while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

5.11 Impairment of assets is not financial assets

At the end of each reporting period, the Company and its subsidiaries performs impairment reviews in respect of the property, plant and equipment and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. The Company and its subsidiaries also carries out annual impairment reviews in respect of goodwill. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Company and its subsidiaries could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss.

In the assessment of asset impairment if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Company and its subsidiaries estimate the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is

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recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal, which exceeds the carrying amount that would have been determined, is treated as a revaluation increase.

5.12 Employee benefits

Short-term employee benefits

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

Post-employment benefits and other long-term employee benefits

Defined contribution plans

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

Defined benefit plans and other long-term employee benefits

The Company and its subsidiary have obligations in respect of the severance payments it must make to employees upon retirement under labor law and other employee benefit plans. The Company and its subsidiary treat these severance payment obligations as a defined benefit plan. In addition, the Company provides other long-term employee benefit plan, namely long service awards.

The obligation under the defined benefit plan and other long-term employee benefit plans 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 recognised immediately in other comprehensive income.

Actuarial gains and losses arising from other long-term benefits are recognised immediately in profit or loss.

5.13 Provisions

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

5.14 Equity-settled share-based payment transactions

The Company recognise the share-based payment transactions at the date on which the options are granted, based on the fair value of the share options. They are recorded as expenses over the vesting period of the share options, and a capital reserve for share-based payment transactions is presented in shareholders' equity.

Estimating fair value for share-based payment transactions requires determination relating to appropriate assumptions, including the expected life of the share options, share price volatility and dividend yield.

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5.15 Income tax

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

Current tax

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

Deferred tax

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

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

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

The Company and its subsidiaries record deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

5.16 Financial instruments

Accounting policies adopted since January 1, 2020

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

Classification and measurement of financial assets

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

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Financial assets at amortised cost

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

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

Classification and measurement of financial assets

The classification of financial assets depends on the entity’s business model for managing the financial assets and the contractual terms of the cash flows.

The Group classifies its debt instruments in the following categories:

- ☐ Those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss); and
- ☐ Those to be measured at amortised cost.

The Group reclassifies debt instruments when and only when its business model for managing those assets changes.

The equity instruments held must be irrevocably classified to two measurement categories; i) at fair value through profit or loss (FVPL), or ii) at fair value through other comprehensive income (FVOCI) without recycling to profit or loss.

At initial recognition, the Group measures a financial asset at its fair value plus or minus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of debt instruments depends on the Group’s business model for managing the asset and the cash flow characteristics of the financial assets. There are three measurement categories into which the Group classifies its debt instruments:

- ☐ Amortised cost: A financial asset will be measured at amortised cost when the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows. In addition, the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income from these financial assets is included in financial income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented in profit or loss.
- ☐ FVOCI: A financial assets will be measured at FVOCI when it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets. In addition, the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through other

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comprehensive income, except for the recognition of impairment gains or losses, interest income and related foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and recognised on other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in the statement of comprehensive income.

- ☐ FVPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

Dividends from such investments continue to be recognised in profit or loss when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses) in the statement of income as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

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

Classification and measurement of financial liabilities

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

Derecognition of financial instruments

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

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

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Impairment of financial assets

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

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

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

The Group uses the Simplified Approach in accordance with the TFRS 9 to measure value. Expected credit losses Which determines the expected loss over the life of the debt and recognizes Loss since recognition of accounts receivable In determining the expected credit loss. Trade accounts receivable are grouped by the due date. The expected damage rate will depend on your payment history and information. Past credit losses that are adjusted to reflect current information and forward expectations about a range of factors. That affect the ability of the customer to pay the debt. The impairment loss is recognized in profit or loss under administrative expenses.

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

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Accounting policies adopted before January, 1 2020

Trade accounts receivable

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

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Investments

- a) Investments in trading securities are stated at fair value. Changes in the fair value of these securities are recorded in profit or loss.
- b) Investments in available-for-sale securities are stated at fair value. Changes in the fair value of these securities are recorded in other comprehensive income and will be recorded in profit or loss when the securities are sold.
- c) Investments in debt securities, both due within one year and expected to be held to maturity, are recorded at amortised cost. The premium/discount on debt securities is amortised/accreted by the effective rate method with the amortised/accreted amount presented as an adjustment to the interest income.
- d) Investments in non-marketable equity securities, which the Company classifies as other investments, are stated at cost net of allowance for impairment loss (if any).
- e) Investments in associates are accounted for in the consolidated financial statements using the equity method.
- f) Investments in subsidiaries and associates are accounted for in the separate financial statements using the cost method net of allowance for impairment loss (if any).

The fair value of marketable securities is based on the latest bid price of the last working day of the year. The fair value of debt instruments is determined based on yield rate of government bond adjusted by an appropriate risk factor. The fair value of unit trusts is determined from their net asset value.

The weighted average method is used for computation of the cost of investments

In the event the Company and its subsidiaries reclassifies investments from one type to another, such investments will be readjusted to their fair value as at the reclassification date. The difference between the carrying amount of the investments and the fair value on the date of reclassification are recorded in profit or loss or recorded as other components of shareholders' equity, depending on the type of investment that is reclassified.

On disposal of an investment, the difference between net disposal proceeds and the carrying amount of the investment is recognised in profit or loss.

5.17 Derivatives

Forward exchange contracts

Receivables and payables arising from forward exchange contracts are translated into Baht at the rates of exchange ruling at the end of reporting period. Unrecognised gains and losses from the translation are included in determining income. Premiums or discounts on forward exchange contracts are amortized on a straight-line basis over the contract periods.

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5.18 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Company 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.

6. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

Revenue from contracts with customers

Identification of the to-do burden

To specify the obligation to practice in the delivery of goods or services to customers. Management is required to assess the conditions and details of contracts with customers to determine which products or services, each carrying a burden separately or entity is to save or each service separately. When a product or service that can be identified as a separate product or service agreement. And customers benefit from the product or service.

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Determining the timing of revenue recognition

In determining the timing of revenue recognition, Management must exercise judgment in determining the terms and details of the contract with the customer to determine whether the obligation to observe the finish over time or completed at any time, the Company will recognize revenue throughout the period, one time When the conditions of any of the following:

- Clients receive and utilize the results of the operations of the business while the business operations.
- The performance of the Company's assets, causing the customer control while creating assets or.
- The performance of the business entity can not cause the asset to be utilized elsewhere. And the Company's right to receive payment for the work completed to date.

If the conditions listed above the Company will recognize revenue at a time. Management judgment is required to assess whether it has an obligation to act when completed.

To calculate the revenue recognized over a period. Management uses judgment to measure the progress of work to reflect the performance of the business under an obligation to perform to complete. This is calculated by reference to the control of the Group. And a certificate of completion by the customer.

Property plant and equipment/Depreciation

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

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

Goodwill and intangible assets

The initial recognition and measurement of goodwill and intangible assets, and subsequent impairment testing, require management to make estimates of cash flows to be generated by the asset or the cash generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

Post-employment benefits under defined benefit plans and other long-term employee benefits

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

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Leases

Determining the lease term with extension and termination options – The Group as a lessee

In determining the lease term, the management is required to exercise judgment in assessing whether the Group is reasonably certain to exercise the option to extend or terminate the lease, considering all relevant factors and circumstances that create an economic incentive for the Group to exercise either the extension or termination option. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to extend or to terminate.

Lease classification – The Group as a lessor

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

Allowance for expected credit losses of trade receivables and contract assets

In determining an allowance for expected credit losses of trade receivables and contract assets, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the forecast economic condition for groupings of various customer segments with similar credit risks. The Group's historical credit loss experience and forecast economic conditions may also not be representative of whether a customer will actually default in the future.

7. RELATED PARTY TRANSACTIONS

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

Name	Type of Business	Type of Relationship
Thailuxe Enterprises (Thailand) Co., Ltd.	Manufacturing of aquatic animals feed and pet feed	Direct shareholder and common management team
Tluxe Global Business Co., Ltd.	Distribution of material animals feed	Direct shareholder and common management team
Tluxe Power Co., Ltd.	Investment in energy business	Direct shareholder and common management team
P PRIME SINGAPORE PTE. LTD.*	Investment in real estate	Direct shareholder and common management team
Tluxe Investments Limited	Investment in energy business	Direct shareholder via subsidiary
Origin Power Investment Co., Ltd.	Investment in energy business	Direct shareholder via subsidiary
Tluxe Holdings Limited	Investment in energy business	Indirect shareholder via subsidiary

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Name	Type of Business	Type of Relationship
Geothermal Power A Company Limited	Investment in energy business	Indirect shareholder via subsidiary
Geothermal Power B Company Limited	Investment in energy business	Indirect shareholder via subsidiary
Wind Power A Co., Ltd.	Investment in wind energy business	Indirect shareholder via subsidiary
PPSN Co., Ltd.	Produce electricity from geothermal energy	Indirect shareholder via subsidiary
Sumo Power Co., Ltd.	Produce electricity from geothermal energy	Indirect shareholder via subsidiary
Beppu Tsurumi Onsen Geothermal Power Station No.1 Liaison Company	Produce electricity from geothermal energy	Indirect shareholder via subsidiary
P Green Energy Company Limited	Consulting, management and Business planing	Indirect shareholder via subsidiary
Fino Binary Power Plant LLC.	Produce electricity from geothermal energy	Indirect shareholder via subsidiary
NIS Binary Power Plant LLC.	Produce electricity from geothermal energy	Indirect shareholder via subsidiary
Lena Power Station No.1 LLC.	Produce electricity from geothermal energy	Indirect shareholder via subsidiary
SNS Power Co., Ltd.	Produce electricity from geothermal energy	Indirect shareholder via subsidiary
Dual Energy Binary - Power Plant No.1 LLC.	Produce electricity from geothermal energy	Indirect shareholder via subsidiary
Otomeyama Energy Co., Ltd.	Produce electricity from geothermal energy	Indirect shareholder via subsidiary
S - Power Co., Ltd.	Produce electricity from geothermal energy	Indirect shareholder via subsidiary
M-Luxe Energy Co., Ltd.	Hot spring development	Associated company via the Company
Aulux Power Co., Ltd.	Wind power	Common director
Nutrix Pub Co., Ltd.	Manufacture of prepared feeds for pets	Common shareholders
Asia Capital Group PCL.	Financial management consultancy	Common shareholders
Beppu Forest Power Co., Ltd.	Energy	Common director with a subsidiary

* According to the resolution of the Board of Directors Meeting No. 22/2019, on December 23, 2019, the meeting approved to the dissolution of the subsidiary. Since the Company has canceled investment in real estate projects in Danang, Vietnam.

Subsequently, on May 4, 2020, the Company has already registered dissolution of the subsidiary under the law of Singapore.

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7.1 The significant transactions with related parties for the year ended December 31, 2020 and 2019 are as follows:

(Unit: Million Baht)

	Consolidated		Separate		Transfer pricing policy
	financial statements		financial statements		
	2020	2019	2020	2019	
Sales of goods					
Thailuxe Enterprises (Thailand) Co., Ltd.	-	-	-	6.10	Cost prices
Nutrix Pub Co., Ltd.	311.00	184.72	-	-	Cost plus contract rate
Service income					
Thailuxe Enterprises (Thailand) Co., Ltd.	-	-	16.13	32.78	Contract prices
Income from sale of property assets					
Thailuxe Enterprises (Thailand) Co., Ltd.	-	-	-	789.39	Book value (Note 7.4)
Interest income					
Thluxe Power Co., Ltd.	-	-	0.37	5.13	6 – 8.25 percent per annum
Purchase of goods					
Thailuxe Enterprises (Thailand) Co., Ltd.	-	-	1,017.20	1,592.06	Cost plus contract rate
Purchase of raw materials					
Nutrix Pub Co., Ltd.	191.38	58.45	-	-	Market prices
Consulting fee					
Nutrix Pub Co., Ltd.	-	0.76	-	-	Contract prices
Interest expense					
Aulux Power Co., Ltd.	0.01	-	-	-	5 – 7 percent per annum

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7.2 The balances of the accounts as at December 31, 2020 and December 31, 2019 between the Company and its related parties are as follows:

	(Unit : Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	December	December	December	December
	31, 2020	31, 2019	31, 2020	31, 2019
Trade receivables – related parties (Note 9)				
Thailuxe Enterprises (Thailand) Co., Ltd.	-	-	-	43,957
Nutrix Pub Co., Ltd.	25,726	7,349	-	-
Total trade receivables – related parties	25,726	7,349	-	43,957
Other current receivables – related parties (Note 9)				
PPSN Co., Ltd.	-	-	1,721	1,628
Thailuxe Enterprises (Thailand) Co., Ltd.	-	-	337	337
Geothermal Power A Company Limited	-	-	10,989	10,806
Thluxe Global Business Co., Ltd.	-	-	479	344
Thluxe Power Co., Ltd.	-	-	1,206	435
Thluxe Holdings Limited	-	-	192	-
Geothermal Power B Company Limited	-	-	264	-
M-Luxe Energy Co., Ltd.	1,411	1,434	-	-
Aulux Power Co., Ltd.	123	117	-	-
Related party (director of subsidiaries)	-	30	-	-
Total other current receivables – related parties	1,534	1,581	15,188	13,550
Total trade and other current receivables – related parties	27,260	8,930	15,188	57,507
Trade payables – related parties (Note 26)				
Thailuxe Enterprises (Thailand) Co., Ltd.	-	-	512,302	422,584
Nutrix Pub Co., Ltd.	23,770	6,446	-	-
Total trade payables – related parties	23,770	6,446	512,302	422,584
Other current payables – related parties (Note 26)				
Thailuxe Enterprises (Thailand) Co., Ltd.	-	-	9,787	10,538
Nutrix Pub Co., Ltd.	-	3,846	-	-
Aulux Power Co., Ltd.	17	8	-	-
Dual Energy Co., Ltd.	4	4	-	-
Related party (Formerly director of subsidiaries)	1,051	1,090	-	-
Total other current payables – related parties	1,072	4,948	9,787	10,538
Total trade and other current payables – related parties	24,842	11,394	522,089	433,122

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loans to related parties

As at December 31, 2020, the balance of loans between the Company and those related parties and the movement are as follows:

		(Unit : Thousand Baht)			
		Consolidated financial statements			
Loans to related parties	Type of Relationship	Increase		Translation adjustment	Balance as at December 31, 2020
		Balance as at January 1, 2020	(decrease) during the year		
M - Luxe Energy Co., Ltd.*	Associated company	70,365	-	3,759	74,124
Aulux Power Co., Ltd.**	Common director	82,644	-	4,415	87,059
Total		153,009	-	8,174	161,183
Less : Expected credit loss					
M - Luxe Energy Co., Ltd.		(7,132)	(67,190)	198	(74,124)
Aulux Power Co., Ltd.		(82,644)	-	(4,415)	(87,059)
Total		(89,776)	(67,190)	(4,217)	(161,183)
Net		63,233	(67,190)	3,957	-

* As at August 15, 2016, the board of directors No.6/2016 approved the investment transaction approved a plan to invest in the Beppu Binary Power Plant Joint Venture Project in Japan, or M-LUXE Energy Co., Ltd. and approved investment in the form of loans amount of Yen 200 million (approximately Baht 69.56 million) interest rate at 3 percent per annum and has maturity date on August 2018, and mature on demand.

On March 7, 2017, the Executive Committee Meeting No. 3/2017 resolved to give a loan to PPSN Co, Ltd. (A subsidiary company) in the amount of Yen 50 million to allow M-LUXE ENERGY Co, Ltd. to loan for purchase of land in the amount of 1,794 square meters Interest rate at 3 percent per annum and repayment is due in March 2020. Currently, the company has not received payment.

In the year 2020, the company considered the ability to pay the debt from the financial statements of associated companies and recorded an allowance for doubtful accounts in full amount.

**As at January 25, 2018, the board of directors No.2/2018 approved to invest on Wind Power 20 units. Later, on March 14, 2018 the board of directors No.4/2018 has approved investment in the form of loans amount of Yen 100 million. However, the loan that has interest rate at 3 percent per annum and has maturity date on March 2020, and March 2021.

According to the resolution of the Board of Directors Meeting No. 3/2020, dated March 20, 2020, the meeting approved to set up an allowance for expected credit loss for the total amount, since the management estimated the difficulty of collection therefore decided to record the full provision for doubtful accounts of Bath 83 million.

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		(Unit : Thousand Baht)			
		Separate financial statements			
Loans to related parties	Type of Relationship	Balance as at January 1, 2020	Increase during the year	Decrease during the year	Balance as at December 31, 2020
Thuxe Power Co., Ltd.	Subsidiary	3,150	10,450	-	13,600
PPSN Co., Ltd.	Subsidiary	478,600	-	(27,715)	450,885
Sumo Power Co., Ltd.	Subsidiary	83,729	-	-	83,729
Geothermal Power A Co., Ltd.	Subsidiary	427	-	-	427
Geothermal Power B Co., Ltd.	Subsidiary	120,441	-	-	120,441
P Green Energy Co., Ltd.	Subsidiary	4,904	36,166	-	41,070
Thuxe Holdings Limited	Subsidiary	350	262	-	612
Total		691,601	46,878	(27,715)	710,764
Less : Expected Credit Loss		(317,571)	(225,179)	-	(542,750)
Net		374,030	(178,301)	(27,715)	168,014

The loans to subsidiaries are loans used for investing in the geothermal power plant in Japan. These loans carry interest at rates of 3 – 8 percent per annum and mature on demand. However the Company has no plans to recall the loans within one year and therefore classified them as non-current assets in the financial statements.

Year 2020

The Company compared the recoverable amount with the loans. According to the adjusted net book value approach, it was found that the recoverable amount was lower than the book value of the loans. The Company therefore considered additional allowance for impairment of such loan amount of 225.18 million Baht in profit or loss in the separate financial statements for the year ended December 31, 2020.

Short – term loan

		(Unit: Thousand Baht)			
		Consolidated financial statements			
		Balance as at January 1, 2020	Increase (decrease) during the year	Translation adjustment	Balance as at December 31, 2020
Aulux Power Co., Ltd.*		276	-	15	291

* The loans to relate parties carried interest rate at 3 percent per annum and are has maturity date in January 2020. At present, is in the process of preparing a new loan agreement and extend the repayment term of the loan which the management expects to be able to conclude the said loan agreement.

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7.3 Directors and management's benefits

For the years ended December 31, 2020 and 2019, the Company and its subsidiaries had employee benefit expenses payable to their directors and managements as below.

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Short – term employee benefits	17	16	14	13
Post – employment benefits	2	1	1	1
Total	19	17	15	14

7.4 According to the Shareholders' Meeting of the Company and subsidiary for Business Transfer of animal feed production business to subsidiary.

According to the Extraordinary General Meeting of Shareholders No. 1/2018 on July 16, 2018, approve the business reorganization plan by ways of Partial Business Transfer transaction (PBT). Under the PBT, the Company will transfer partial business of the Company i.e. manufacturing of aquatic animal feed (shrimp feed and fish feed) and pet feed including all assets and liabilities, contracts, licenses, promotional certificates in connection with and used for such business operation including all personnel related thereto, to the newly incorporated subsidiary.

However, the Company and subsidiary have carried out the following:

7.4.1 According to the Shareholders' Meeting of the subsidiary

In Year 2019

At the Annual General Meeting of Shareholders No. 1/2019 of Thai Luxe Enterprises (Thailand) Co., Ltd. on February 8, 2019, the following significant resolutions were made:

1. Approved the amendment of the details of the transfer of the animal feed manufacturing business from PP PRIME Public Company Limited, which consisted of assets, liabilities, business licenses and all employees involved in the business. The business transfer with effect from January 1, 2019 ("Business Transfer Date") would be determined by the book value in accordance with the rules of partial business transfer. The net asset value (total assets of the transferred business deducted by total liabilities of the transferred business) to be transferred accounted for Baht 809,904,400.

However, during the transfer process of such business, it was found that there were some assets that could not be transferred. Therefore, the value of the business transfer was reduced from Baht 809,904,400 to Baht 773,765,631.64. In addition, there were some delayed transfers of certain assets. Hence, Thai Luxe Enterprises (Thailand) Co., Ltd. will issue new ordinary shares to PP PRIME Public Company Limited in the amount of

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Baht 418,078,470.00 and will make cash payment for the remaining amount of Baht 355,687,161.64. Due to the fact that there are some assets such as real estates, which PP Prime Public Company Limited still cannot transfer ownership to Thai Luxe Enterprises (Thailand) Co., Ltd., Thai Luxe Enterprises (Thailand) Co., Ltd. will make two payments for the remaining amount to PP PRIME Public Company Limited as follows:

- 1) The compensation of business transfer accounted amount of Baht 196,000,000 will be paid within 60 days from the date of the business transfer.
- 2) The remaining amount of the compensation of business transfer accounted for Baht 159,687,161.64 will be periodically paid by the date of Land and Buildings ownership transfer to its relevant.

On April 22, 2019, the Company has paid the remaining amount of the business transfer remuneration.

2. The decision to confirm the capital increase in accordance with the resolution of the Annual General Meeting of Shareholders No.1/2018 of Thai Luxe Enterprises (Thailand) Co., Ltd. as of the receiving of the payment of 43,269,847 shares at par value of Baht 10, accounted for Baht 432,698,470 and the cancellation of the remaining of 37,720,593 shares.
3. An Approval to increase the capital of Thai Luxe Enterprises (Thailand) Co., Ltd. by Baht 196,000,000 by the issuance of 19,600,000 new ordinary shares at a par value of Baht 10, in which to be used as money at full value.
4. Significant resolution implying the amendment of the Memorandum of the Association No. 5 of Thai Luxe Enterprises (Thailand) Co., Ltd. to comply with the capital increase.

The movement of capital shares in 2019 of Thai Luxe Enterprises (Thailand) Company Limited is as followings;

The 1st Increase in capital in 2019

On February 8, 2019, Thai Luxe Enterprises (Thailand) Co., Ltd. registered the capital increase as followings;

1. Thai Luxe Enterprises (Thailand) Co., Ltd. received the transfer of assets relating to an animal feed production business from PP PRIME Public Company Limited who was the previous shareholder, based on the business transfer. The net asset value of Baht 418,078,470 was considered as the payment for shares by the following assets;

1. Remaining inventories balance	Total	198,696,303.00 Baht
2. Machine and tools	Total	219,382,167.00 Baht
Total assets	Amount	418,078,470.00 Baht

Thai Luxe Enterprises (Thailand) Co., Ltd. issued 41,807,847 new ordinary shares at a par value of Baht 10 per share, accounted for Baht 418,078,470.00 to PP PRIME Public Company Limited, in the implication that PP Public Company Limited had fully paid for the capital shares.

2. Thai Luxe Enterprises (Thailand) Co., Ltd. received the payment of the additional capital shares accounted for Baht 14,620,000.00 for the quantity of 1,462,000 shares under a par value of Baht 10 from PP PRIME Public Company Limited.

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Thai Luxe Enterprises (Thailand) Co., Ltd. issued 1,462,000 new ordinary shares at a par value of Baht 10, accounted for Baht 14,620,000.00 to PP PRIME Public Company Limited.

Thai Luxe Enterprises (Thailand) Co., Ltd. proceeded the registration of the capital increase and amendment of the Memorandum of Association of Thai Luxe Enterprises (Thailand) Co., Ltd. in order to comply with the capital increase, to the Department of Business Development Ministry of Commerce on February 8, 2019.

The 2nd Increase in capital in 2019

On February 15, 2019, Thai Luxe Enterprises (Thailand) Co., Ltd. received the payment for the capital increase as the amount of Baht 196,000,000 under 19,600,000 shares at a par value of Baht 10 from PP PRIME Public Company Limited.

Thai Luxe Enterprises (Thailand) Co., Ltd. proceeded the registration of the capital increase and amendment of has the Memorandum of Association of Thai Luxe Enterprises (Thailand) Co., Ltd. in order to comply with the capital increase, to the Department of Business Development Ministry of Commerce on February 15, 2019.

The 3rd Increase in capital in 2019

On May 2, 2019, Thai Luxe Enterprises (Thailand) Co., Ltd. received the payment for the capital increase as the amount of Baht 159,687,160 under 15,968,716 shares at a par value of Baht 10 from PP PRIME Public Company Limited.

Thai Luxe Enterprises (Thailand) Co., Ltd. proceeded the registration of the capital increase and amendment of has the Memorandum of Association of Thai Luxe Enterprises (Thailand) Co., Ltd. in order to comply with the capital increase, to the Department of Business Development Ministry of Commerce on May 2, 2019.

7.4.2 Business Transfer of animal feed manufacturing business to Thai Luxe Enterprises (Thailand) Co., Ltd.

Assets and Liabilities transferred in 2019 are as followings;

	(Unit : Baht)
	Assets and Liabilities transferred between companies
Current Assets	
Ending inventories balance	198,696,303
Other receivables	612,894
Non – current Assets	
Property, plant and equipment	64,666,270
Plant	216,201,311
Building	45,436,435
Machine	154,894,458
Land improvement	17,346,164
Shrimp pond	1
Fish pond	5,041
Artesian well	59,426
Factory equipment	32,194,883

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	(Unit : Baht)
	Assets and Liabilities transferred between companies
Tools	20,703,423
Research tools	2,873
Office supplies	7,264,610
Office equipment	2,923,316
Decoration	1,136,902
Vehicle	13
Software	8,523,710
Office tools	261,707
Software waiting to be installed	2,758,103
Other non – current assets	77,790
	<u>773,765,633</u>

According to the Board of Directors Meeting 22/2019 dated December 23, 2019, the meeting acknowledged the progress of the partial business transfer. In December 2019, the company received a notification from the revenue department regarding request of tax exemption from the transfer of part of the Company's business that the company did not comply to a specific criteria for tax exemption on the transfer of some businesses.

However, the Revenue department concluded noticed that the company is not approved the request to waive the specific business tax (for real estate) and VAT (for real estate) due to total assets of Thailuxe Enterprises (Thailand) Co., Ltd. has less assets transferred from the Company. The Revenue department has proposed alternatives to resolve this request in two alternatives as follow:

- 1) To cancel or reverse the entire business transfer (that no transactions occurred). However this way will impact that the company guarantee the debenture 1/2019 by common share of Thailuxe Enterprises (Thailand) Co., Ltd.
- 2) No tax exemption and consider as a sale of property as real estate (not transfer land) including plant, machinery, raw materials, and finished goods in Petchaburi and Songkhla. The ownership transfer tax is waived, but has to pay VAT 7% and 2 times of penalty and surcharge of 1.5% per month, total VAT payment is approximately Baht 25 million.

In the year 2019, the company recorded a penalty and surcharge of Baht 25 million in the financial statements of the year 2019.

According to the Board of Directors Meeting 1/2020 dated February 5, 2020, there are important resolutions are as follows:

1. Resolved that the Company does not comply with the tax exemption conditions for the business transfer of the IRS. Therefore, the company is not authorized to waive specific business tax (for real estate) and VAT (for real estate). The Company has to pay tax, there are 2 alternatives to consider:

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- 1) To request Revenue department to notify the Company that there is no tax exemption. Therefore, in this case the Revenue department will consider reducing VAT penalty to the Company approximately 50% of the tax that is required.
 - 2) If the Company makes a letter of consent to withdraw the business transfer request the Company will be exempted the VAT penalty approximately 100% of the tax that is required.
2. Do not withdraw business transfer requests, for tax exemption on business transfers.

The company had discussed with a Large Business Tax Administration Office (LTO), the Revenue Department found that the company did not follow to the criteria to submit the tax waived from partial business transfer.

On July 15, 2020, the company has already paid value added tax and penalty when transferring movable assets such as machine, raw material, and other assets that operate only for export amount of Baht 5,454,548.81 consisting of:

1. VAT Calculated from the value of the transferred assets total tax to be paid in the amount of Baht 3,295,799.89.
2. The decreased of penalty for 80%, remaining penalties to be paid in the amount of Baht 1,318,319.95.
3. The Surcharge payment of Baht 840,428.97.

The company did not transfer the ownership of land and building, the company will not have any burden or any responsibility will be occurred as at the time to register the ownership transfer such as the transferred tax, the specific business tax. However, the company has anticipated of the tax that is expected to be paid for the amount of Baht 23,584,405.83 in financial statements. (Note 26)

The assets which the Company has transferred to the subsidiaries are not yet able to transfer the legal ownership to the subsidiaries. However, the subsidiary company has the ability to give usage instructions and the benefit from the assets from the normal production of the subsidiary company.

8. CASH AND CASH EQUIVALENTS

	(Unit : Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Cash	91	770	55	624
Bank deposits*	38,301	44,767	30,262	16,479
Total	38,392	45,537	30,317	17,103

As at December 31, 2020, bank deposits in saving accounts carried interests between 0.10% to 0.125% per annum (2019 : between 0.25% to 0.63% per annum).

* One bank account of the business has obligations as a business guarantee (under the Business Security B.E.2558) for short-term loans from financial institutions with obligations (Note 25).

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9. TRADE AND OTHER CURRENT RECEIVABLES

9.1 Trade and other current receivables

	(Unit : Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	December 31, 2020	December 31, 2019	December 31, 2020	December 31, 2019
Trade receivables				
Trade receivables – related party (Note 7.2)	25,726	7,349	-	43,957
Trade receivables – unrelated parties	141,522	257,463	127,754	244,099
Less: Expected credit loss	(31,438)	(25,375)	(31,407)	(25,375)
Total trade receivables – net	135,810	239,437	96,347	262,681
Other current receivables				
Amounts due from related parties (Note 7.2)	1,534	1,581	3,945	2,676
Amounts due from unrelated parties	55,770	44,188	3,000	2,605
Interest receivable – related parties (Note 7.2)	6,301	5,994	86,357	85,988
Interest receivable – unrelated parties	252	177	-	-
Total	63,857	51,940	93,302	91,269
Less: Expected credit loss				
Interest receivable – related parties	(6,301)	(5,994)	(75,114)	(75,114)
Interest receivable – unrelated parties	(252)	-	-	-
Total	(6,553)	(5,994)	(75,114)	(75,114)
Total other receivables	57,304	45,946	18,188	16,155
Total trade receivables and other receivables	193,114	285,383	114,535	278,836

Trade accounts receivable are classified by outstanding days as follows:

	(Unit : Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	December 31, 2020	December 31, 2019	December 31, 2020	December 31, 2019
Trade receivables – related party (Note 7.2)				
Aged on the basis of due dates				
Not yet due	25,726	7,349	-	-
Overdue				
Up to 3 months	-	-	-	14,846
3 – 6 months	-	-	-	29,111
6 – 12 months	-	-	-	-
Over 12 months	-	-	-	-
Total	25,726	7,349	-	43,957

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	(Unit : Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	December 31, 2020	December 31, 2019	December 31, 2020	December 31, 2019
<u>Trade receivables – unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	78,843	191,217	65,328	178,695
Overdue				
Up to 3 months	45,571	36,646	45,317	35,804
3 – 6 months	6,429	8,450	6,430	8,450
6 – 12 months	5,521	11,293	5,521	11,293
Over 12 months	5,158	9,857	5,158	9,857
Total	141,522	257,463	127,754	244,099
Less: Expected credit loss	(31,438)	(25,375)	(31,407)	(25,375)
Total trade receivables – unrelated parties net	110,084	232,088	96,347	218,724
	135,810	239,437	96,347	262,681

9.2 Trade and other non – current receivables

These represent the balance of long outstanding debts amounting to Baht 72 million (2019: Baht 72 million) due from various trade debtors against whom the Company has taken legal actions. As at December 31, 2020, the Company has set up an expected credit loss amounting to Baht 72 million (2019: Baht 72 million) in its accounts by taking into consideration the auction price and the value of the related collaterals.

10. INVENTORIES

	(Unit: Thousand Baht)					
	Consolidated financial statements					
	Reduce cost to net					
	Cost		realisable value		Inventories - net	
	2020	2019	2020	2019	2020	2019
Finished goods	16,421	61,913	-	(411)	16,421	61,502
Raw materials	40,362	121,769	-	(34)	40,362	121,735
Packing materials and supplies	13,273	18,509	(3,074)	(3,839)	10,199	14,670
Spare parts	31,887	33,841	(10,762)	(11,615)	21,125	22,226
Total	101,943	236,032	(13,836)	(15,899)	88,107	220,133

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(Unit: Thousand Baht)

	Separate financial statements					
	Reduce cost to net					
	Cost		realisable value		Inventories - net	
	2020	2019	2020	2019	2020	2019
Finished goods	11,337	54,937	-	(411)	11,337	54,526
Total	11,337	54,937	-	(411)	11,337	54,526

Movements in the reduction of inventory to net realisable value account during the year ended December 31, 2020 and 2019, is as follows

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Beginning balance as at January 1	15,899	15,740	411	15,740
Increase	-	159	-	-
Reversal/ Disposal during the period	(2,063)	-	(411)	(15,329)
Ending balance as at December 31	13,836	15,899	-	411

Allowances for obsolete of inventories presented at cost of sale in statements of income.

11. OTHER CURRENT FINANCIAL ASSETS

The effect of initially applying TFRS 9 in the Group's financial instruments is described in Note 4.1 Due to the transition method chosen in applying TFRS 9, comparative information has not been restated to reflect the new requirements.

(Unit: Thousand Baht)

	Consolidated / Separate financial statements	
	December 31, 2020	December 31, 2019
Investments in available – for – sale securities (Mutual Fund) (Note 4.1)	-	34
Financial assets in the category of debt securities (Mutual Fund)	12	-
Total	12	34

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12. OTHER NON-CURRENT FINANCIAL ASSETS

The effect of initially applying TFRS 9 in the Group's financial instruments is described in Note 4.1 Due to the transition method chosen in applying TFRS 9, comparative information has not been restated to reflect the new requirements.

	(Unit: Thousand Baht)	
	Consolidated / Separate financial statements	
	December 31, 2020	December 31, 2019
Other long – term investments (Note 4.1)	-	3,450
Financial assets in the category of equity securities (Mutual Fund)	3,450	-
Total	3,450	3,450

As at December 31, 2020, the detail are as follows:

			(Unit: Thousand Baht)
			Consolidated /
			Separate financial statements
Companies	Nature of business	Shareholding percentage (%)	December 31,
			2020
Thai Textile Printing Public Co., Ltd.	Bleaching and dyeing of textile distribute cans	1.43	5,000
Less: Allowance for impairment of investment			(1,550)
Total other non-current financial assets			3,450

13. RESTRICTED BANK DEPOSITS

Fixed deposits which the Company and subsidiary pledged with the banks to guaranteed electricity use.

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14. INVESTMENTS IN SUBSIDIARIES AND ASSOCIATED

14.1 Investments in subsidiaries

Investments in subsidiaries as presented in separate financial statements as at December 31, 2020 and December 31, 2019 are as follows:

(Unit : Thousand Baht)										
Company's name	Paid – up capital		Shareholding Percentage (%)		Cost		Provision for impairment of investments		Carrying amounts based on cost method – net	
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
Subsidiaries directly held by the Company										
Thuxe Global Business Co., Ltd.	3,000	3,000	100	100	3,000	3,000	(3,000)	-	-	3,000
Thuxe Power Co., Ltd.	1,100,000	1,100,000	100	100	1,100,000	1,100,000	(416,772)	(416,772)	683,228	683,228
Thailuxe Enterprises (Thailand) Co., Ltd.	789,386	789,386	100	100	789,386	789,386	-	-	789,386	789,386
P PRIME SINGAPORE PTE. LTD.	-	32	-	100	-	32	-	-	-	32
Investments in subsidiaries directly held by the Company – net					1,892,386	1,892,418	(419,772)	(416,772)	1,472,614	1,475,646
Subsidiaries held through Thuxe Power Limited										
Thuxe Investments Limited	10*	10*	100	100	-	-	-	-	-	-
Origin Power Investment Co., Ltd.	0.1*	0.1*	100	100	-	-	-	-	-	-
Subsidiaries held through Thuxe Investments Limited										
Thuxe Holdings Limited	10*	10*	100	100	-	-	-	-	-	-
Geothermal Power A Co., Ltd.	10*	10*	100	100	-	-	-	-	-	-
Geothermal Power B Co., Ltd.	10*	10*	100	100	-	-	-	-	-	-
Subsidiaries held through Origin Power Investment Co., Ltd.										
Wind Power A Co., Ltd.	0.1*	0.1*	100	100	-	-	-	-	-	-
Subsidiaries held through Thuxe Holdings Limited										
Sumo Power Co., Ltd.	1,000**	1,000**	100	100	-	-	-	-	-	-
Beppu Tsurumi Onsen Geothermal Power Station No.1 Liaison Company	10**	10**	100	100	-	-	-	-	-	-
P Green Energy Co., Ltd.	1,000**	1,000**	100	100	-	-	-	-	-	-
Subsidiaries held through Geothermal Power A Co., Ltd.										
Fino Binary Power Plant LLC.	10**	10**	100	100	-	-	-	-	-	-
NIS Binary Power Plant LLC.	10**	10**	100	100	-	-	-	-	-	-
Lena Power Station No.1 LLC.	5,000**	5,000**	100	100	-	-	-	-	-	-
Subsidiaries held through Geothermal Power B Co., Ltd.										
PPSN Co., Ltd.	12,000**	12,000**	100	100	-	-	-	-	-	-
SNS Power Co., Ltd.	500**	500**	100	100	-	-	-	-	-	-
Dual Energy Binary - Power Plant No.1 LLC.	100**	100**	100	100	-	-	-	-	-	-
Subsidiaries held through Sumo Power Co., Ltd										
Otomeyama Energy Co., Ltd.	500**	500**	100	100	-	-	-	-	-	-
S-Power Co., Ltd.	500**	500**	100	100	-	-	-	-	-	-
Total investments in subsidiaries - net					1,892,386	1,892,418	(419,772)	(416,772)	1,472,614	1,475,646

* Unit: Thousand US dollar

**Unit: Thousand Yen

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Investments in Tluxe Global Business Co., Ltd.

In year 2020, the Company estimated the realizable value of its investment in Tluxe Global Business Co., Ltd. based on a value-in-use calculation using cash flow projections discounted to their present values. It was concluded that the recoverable amount is lower than the carrying amount, and the Company therefore recognised allowance for impairment loss on such investment amount of Baht 3 million in statement of income in the separate financial statements for the year 2020.

Investments in Tluxe Power Co., Ltd.

The board of Directors meeting No.12/2019 of PP PRIME Public Company Limited held on June 10, 2019, has resolved to approve the Company increase its stake in Tluxe Power Co., Ltd, (a subsidiary of the Company hold 100%), increase capital of Baht 1,000,000,000 by issuing 100,000,000 ordinary shares with a par value of Baht 10 per share.

The Company has paid the increasing in share capital of Tluxe Power Co., Ltd. at the full amount.

Tluxe Power Co., Ltd. registered the change in its registered capital with the Ministry of Commerce on July 22, 2019.

In 2020, the Company estimated the realizable value of its investment in Tluxe Power Co., Ltd. based on a value-in-use calculation using cash flow projections discounted to their present values. It was concluded that the recoverable amount is lower than the carrying amount, and the Company therefore recognised allowance for impairment loss on such investment amount of Baht 394.55 million in statement of income in the separate financial statements for the year 2019.

Investments in Thai Luxe Enterprise (Thailand) Company Limited.

In 2019, the company transferred the business to Thai Luxe Enterprise (Thailand) Company Limited as in Note 7.4 to the financial statements.

Investments in P PRIME SINGAPORE PTE. LTD.

According to the resolution of the Board of Directors Meeting No. 22/2019, held on December 23, 2019, resolved to approve the dissolution of the subsidiary since the company has canceled investment in the real estate project in Da Nang, Vietnam.

Subsequently, on May 4, 2020, the Company has already registered dissolution of the subsidiary under the law of Singapore.

14.1.1 Dividend income

During the year ended December 31, 2020 and 2019, The Company has not dividend income from the investments in subsidiaries.

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14.2 Investment in associate

14.2.1 Details of associate :

					(Unit : Thousand Baht)			
Company's name	Nature of business	Country of incorporation	Shareholding percentage		Consolidated		Separate	
					financial statements		financial statements	
			Carrying amounts		Cost			
			2020	2019	2020	2019	2020	2019
			(%)	(%)				
M-Luxe Energy Co., Ltd.	The land development to construct geothermal power plant	Japan	25	25	-	-	-	-
Total					-	-	-	-

- (a) September 12, 2016, PPSN Company Limited establish M-Luxe Energy Company Limited to engage in the land development to construct geothermal power plant in Japan, with a registered share capital of Yen 10 million (1,000 ordinary shares with a par value of Yen 10,000 each). The subsidiary holds a 25 percent interest in this company.

Subsequently, on September 15, 2017, the Company restructured its shareholder of associate company, whereby Tluxe Power Company Limited was to acquire all 250 ordinary shares of M-Luxe Energy Company Limited at a price of Yen 10,000 per share, or for a total of Yen 2.5 million from PPSN Company Limited.

- (b) Investment in an associate M – Luxe Energy Co., Ltd. (M-Luxe) under a Joint Venture Agreement between a subsidiary and a private company in Japan, the agreement specifies the duties of each party, at that time. The subsidiary is only responsible for providing source of funds to M - Luxe Energy Co., Ltd. for land development. and hot springs, and let M - Luxe Energy Co., Ltd. manage the subsidiary, thus granting a loan of Baht 70 million (as discussed in the notes to financial statements No. 7.2) in the proportion of 100%, while such private companies who have business experience in land development and the hot spring will provide business assistance, care and advice in business operations. Developing land and hot springs for M - Luxe Energy Co., Ltd. At present, M - Luxe Energy Co., Ltd. has not conducted exploration. And develop hot springs. Therefore the land has not been sold yet Due to the delay in investment.

The Company is on the discussion process of debt repayment of M – Luxe Energy Co., Ltd. and Seitoushi Natural Energy Co., Ltd.

- 14.2.2 Dividend received. During the year, the associated company did not pay dividends during the years 2020 and 2019.

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14.2.3 Summarised financial information about material associate

Summarised information about financial position

	(Unit : Thousand Baht)	
	2020	2019
Cash and cash equivalents	-	334
Other current assets	19	487
Property	88,614	84,121
Other payables	(18,299)	(15,283)
Short-term loans	(72,088)	(68,433)
Income tax payable	(28)	(20)
Long-term loans from related party	(14,534)	(13,797)
Net assets	(102,457)	(12,591)
Shareholding percentage (%)	25	25
Proportion based on equity method in assets - net	(25,614)	(3,148)
Unrecognised share of losses	25,614	3,148
Carrying amounts of associate based on equity method	-	-

Summarised information about comprehensive income

	(Unit : Thousand Baht)	
	For the year ended December 31	
	2020	2019
Loss for the year	(89,970)	(3,220)
Other comprehensive income	-	-
Total comprehensive income	(89,970)	(3,220)

14.2.4 Investment in associate with capital deficit

The Company recognized share of losses from investment in 1 associate, as listed below, until the value of the investments approached zero. Subsequent losses incurred by those associates have not been recognized in the Company's accounts since the Company has no obligations, whether legal or constructive, to make any payments on behalf of those associates. The amount of such unrecognized share of losses is set out below:

	(Unit : Million Baht)	
	Unrecognized share of losses during the period/the year	
	For the year ended December 31, 2020	For the year ended December 31, 2019
Associate company		
M-Luxe Energy Co., Ltd.	(22.49)	(0.81)

PP PRIME PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
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15. LONG – TERM LOANS

As at December 31, 2020 and December 31, 2019, are as follows:

	(Unit : Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	December 31, 2020	December 31, 2019	December 31, 2020	December 31, 2019
Long – term loans				
Long – term loans to subsidiaries (Note 7.2)	-	-	168,014	374,030
Long – term loans to related parties (Note 7.2)	-	63,233	-	-
Total long – term loans	-	63,233	168,014	374,030
Less : Current portion of long – term loans				
Long – term loans to subsidiaries (Note 7.2)	-	-	-	-
Long – term loans to related parties (Note 7.2)	-	(63,233)	-	-
Total current portion of long – term loans	-	(63,233)	-	-
	-	-	168,014	374,030

16. INVESTMENT PROPERTIES

The net book value of investment properties as at December 31, 2020 and 2019 are presented below.

	(Unit : Thousand Baht)			
	Consolidated / Separate financial statements			
	Leasehold and		Office building	
	building improvement	Land for rent	for rent	Total
Net book value as at December 31, 2019 – as previously reported	50,439	25,013	9,966	85,418
Cumulative effect of changes in accounting policies (Note 4.2)	(3,024)	37,701	46,566	81,243
Net book value as at December 31, 2019 – as restated	47,415	62,714	56,532	166,661
Acquisitions during period – at cost	230	-	-	230
Profit (loss) from fair value adjustment	-	(1,626)	(30,615)	(32,241)
Net book value as at December 31, 2020	47,645	61,088	25,917	134,650

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The reconciliations of the net book value of investment properties for the years 2020 and 2019 are presented below.

	(Unit : Thousand Baht)	
	Consolidated / Separate financial statements	
	2020	2019
		"RESTATED"
Net book value at beginning of year	166,661	119,821
Additions	230	3,601
Transfer in*	-	48,000
Transfer in (out)	-	652
Profit (loss) from fair value adjustment	(32,241)	(5,413)
Net book value at ending of year	134,650	166,661

*According to the meeting of the Board of Directors of PP Prime Public Company Limited No. 2/2016 on February 26, 2016, has approved the investment in the rental of People Park Onnut Project which is a home office building with a total rental area of 8 rooms, with a total area of 1,369.30 square meters, with a lease term of 18 years, a total rental fee of Baht 72 million to extend the pet food business to a PET CENTER or a full service pet center for animal lovers. During the year in 2019 the Company received the rental area of Baht 72 million, therefore the Company transferred the advance payment into property, plant and equipment costs of Baht 24 million, and to investment property cost of Baht 48 million respectively.

On December 22, 2020, the company registered leasehold rights. According to the lease term of 18 years.

In 2020, the Company has rental income from Investment property of Baht 9.78 million with direct operating expenses incurred from investment property which generates rental income for the year. And does not cause Rental income for the year is Baht 2.11 million, respectively.

The fair value of the above investment properties has been determined based on valuation performed by an accredited independent value. The fair value of the land not being used in operation has been determined based on market prices, while that of the land and office using the income approach. Key assumptions used in the valuation include yield rate, inflation rate, long-term vacancy rate and long-term growth in real rental rates.

The Company have pledge of Investment Properties at cost approximately Baht 75.92 million as collateral against credit line received from financial institutions and debenture as disclosed in the Note 25, 28 and 30 to the consolidated financial statements.

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17. LAND REVALUATION

Consisted of :

	(Unit : Thousand Baht)	
	Consolidated	Seperate
	Land and land improvements	Land and land improvements
Cost:		
As at January 1, 2019	107,118	95,395
Additions	-	-
Transfer in (out)	2,206	(725)
Transfer in (out) to the subsidiary (Note 7.4)	-	(82,012)
Exchange difference on translation adjustment	(857)	-
Surplus from revaluation	331,182	87,711
As at December 31, 2019	439,649	100,369
Additions	-	-
Transfer in (out)	(8,720)	-
Exchange difference on translation adjustment	737	-
Surplus from revaluation	-	-
As at December 31, 2020	431,666	100,369
Allowance for impairment:		
As at January 1, 2019	209	209
Increase / (Decrease)	3,439	(209)
As at December 31, 2019	3,648	-
Increase / (Decrease)	-	-
Transfer in (out)	(2,399)	-
As at December 31, 2020	1,249	-
Net book value:		
As at December 31, 2019	436,001	100,369
As at December 31, 2020	430,417	100,369
Other comprehensive income statements:		
Profit from revaluation of assets – net of income tax in 2019	264,946	70,169

As at December 31, 2020 and December 31, 2019, the land of the Company and its subsidiaries are stated at the revalued amounts according to the appraisal reports of independent appraisers of 2020 and 2019. The valuation of land is based on the market value method. There is a surplus from revaluation of fixed assets under "shareholders' equity" in the statement of financial position the surplus from the revaluation of fixed assets cannot be distributed as dividends, which is the fair value at level 2 of the fair value hierarchy.

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The Company and subsidiaries recorded land at revalued amount. Capital surplus from the revaluation of fixed assets in the amount of Baht 331 million according to the appraisal report of independent appraisers between August 30, 2019 to February 24, 2020.

Separate financial statements

The assets transferred to the subsidiary company as described Note 7.4

The Company not yet able to transfer ownership according to the law to the subsidiary. However, the subsidiary could order usage. And the benefit from such assets from the use of the normal production of the subsidiary.

PP PRIME PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
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18. PLANT AND EQUIPMENT

	Consolidated financial statement						(Unit : Thousand Baht)
	Leasehold and building improvement	Buildings and building improvement	Machinery and equipment	Furniture and office equipment	Motor vehicles	Construction in progress	Total
Cost:							
As at January 1, 2019	-	578,901	1,048,168	60,558	29,479	248	1,717,354
Additions	-	512	13,173	5,313	-	1,518	20,516
Disposals	-	-	(38,688)	(1)	(1,069)	-	(39,758)
Transfers in (out)	25,656	103	80	-	-	(1,766)	24,073
Exchange difference on translation adjustment	-	(34)	(15,908)	(54)	-	-	(15,996)
Assets classified as held for sale	-	-	249,483	824	-	-	250,307
As at December 31, 2019	25,656	579,482	1,256,308	66,640	28,410	-	1,956,496
Additions	-	583	3,301	272	-	1,477	5,633
Disposals	-	(581)	(745)	(101)	(5,071)	-	(6,498)
Transfers in (out)	-	-	1,477	-	-	(1,477)	-
Adjustment from TFRS 16, as at January 1, 2020 (Note 4.1)	(25,656)	-	-	-	-	-	(25,656)
Exchange difference on translation adjustment	-	29	13,673	47	-	-	13,749
As at December 31, 2020	-	579,513	1,274,014	66,858	23,339	-	1,943,724

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AS AT DECEMBER 31, 2020

(Unit : Thousand Baht)

	Consolidated financial statement					
	Leasehold and building improvement	Buildings and building improvement	Machinery and equipment	Furniture and office equipment	Motor vehicles	Construction in progress
						Total
Accumulated depreciation:						
As at January 1, 2019	-	304,754	756,769	48,324	21,762	-
Depreciation for the year	578	20,696	56,026	4,630	2,620	-
Depreciation on disposals	-	-	(38,401)	-	(1,069)	-
Exchange difference on translation adjustment	-	(12)	(3,145)	(37)	-	-
Assets classified as held for sale	-	-	22,609	525	-	-
As at December 31, 2019	578	325,438	793,858	53,442	23,313	-
Depreciation for the year	-	20,597	55,835	4,495	2,398	-
Depreciation on disposals	-	(369)	(745)	(64)	(5,071)	-
Adjustment from TFRS 16, as at January 1, 2020 (Note 4.1)	(578)	-	-	-	-	-
Exchange difference on translation adjustment	-	12	2,965	36	-	-
As at December 31, 2020	-	345,678	851,913	57,909	20,640	-
						1,276,140

PP PRIME PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

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AS AT DECEMBER 31, 2020

(Unit : Thousand Baht)

	Consolidated financial statement						
	Leasehold and building improvement	Buildings and building improvement	Machinery and equipment	Furniture and office equipment	Motor vehicles	Construction in progress	Total
Allowance for impairment loss:							
As at January 1, 2019	-	2,300	83,126	-	-	-	85,426
Increase during year	-	-	-	-	-	-	-
As at December 31, 2019	-	2,300	83,126	-	-	-	85,426
Increase during year	-	-	17,374	-	-	-	17,374
As at December 31, 2020	-	2,300	100,500	-	-	-	102,800
Net book value:							
As at December 31, 2019	25,078	251,744	379,324	13,198	5,097	-	674,441
As at December 31, 2020	-	231,535	321,601	8,949	2,699	-	564,784
Depreciation for the year							
2019 (Baht 33 million included in manufacturing cost, and the balance in administrative expenses)							84,550
2020 (Baht 35 million included in manufacturing cost, and the balance in administrative expenses)							83,325

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	Separate financial statements						(Unit : Thousand Baht)
	Leasehold and building improvement	Buildings and building improvement	Machinery and equipment	Furniture and office equipment	Motor vehicles	Construction in progress	Total
Cost:							
As at January 1, 2019	-	578,315	1,048,169	60,365	29,479	248	1,716,576
Additions	-	51	-	1,170	-	1,407	2,628
Disposals/write-off	-	-	(38,393)	-	(1,069)	-	(39,462)
Transfers in (out)	25,655	73	-	-	-	(1,655)	24,073
Transfer in (out) to the subsidiary (Note 7.4)	-	(468,911)	(1,003,831)	(57,003)	(5,287)	-	(1,535,032)
As at December 31, 2019	25,655	109,528	5,945	4,532	23,123	-	168,783
Additions	-	-	-	253	-	-	253
Disposals/write-off	-	-	-	-	(2,136)	-	(2,136)
Transfers in (out)	-	-	-	-	-	-	-
Adjustments from TFRS 16, as at January 1, 2020 (Note 4.1)	(25,655)	-	-	-	-	-	-
As at December 31, 2020	-	109,528	5,945	4,785	20,987	-	141,245
Accumulated depreciation:							
As at January 1, 2019	-	304,616	756,769	48,211	21,762	-	1,131,358
Depreciation for the year	577	897	121	368	2,620	-	4,583
Depreciation on disposals/write-off	-	-	(38,393)	-	(1,069)	-	(39,462)
Transfer in (out) to the subsidiary (Note 7.4)	-	(207,209)	(712,909)	(45,417)	(5,287)	-	(970,822)
As at December 31, 2019	577	98,304	5,588	3,162	18,026	-	125,657
Depreciation for the year	-	832	117	363	2,398	-	3,710
Depreciation on disposals/write-off	-	-	-	-	(2,136)	-	(2,136)
Adjustments from TFRS 16, as at January 1, 2020 (Note 4.1)	(577)	-	-	-	-	-	(577)
As at December 31, 2020	-	99,136	5,705	3,525	18,288	-	126,654

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(Unit : Thousand Baht)

	Separate financial statements					
	Leasehold and building improvement	Buildings and building improvement	Machinery and equipment	Furniture and office equipment	Motor vehicles	Construction in progress
						Total
Allowance for impairment loss:						
As at January 1, 2019	-	2,300	83,126	-	-	85,426
Depreciation for the year	-	-	-	-	-	-
Transfer in (out) to the subsidiary (Note 7.4)	-	-	(83,126)	-	-	(83,126)
As at December 31, 2019	-	2,300	-	-	-	2,300
Increase during year	-	-	-	-	-	-
As at December 31, 2020	-	2,300	-	-	-	2,300
Net book value:						
As at December 31, 2019	25,078	8,924	357	1,370	5,097	40,826
As at December 31, 2020	-	8,092	240	1,260	2,699	12,291
Depreciation for the year						
2019						4,583
2020						3,710

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Leasehold and building improvement

According to the meeting of the Board of Directors of PP Prime Public Company Limited No. 2/2016 on February 26, 2016, has approved the investment in the rental of People Park Onnut Project which is a home office building with a total rental area of 8 rooms, with a total area of 1,369.30 square meters, with a lease term of 18 years, a total rental fee of Baht 72 million to extend the pet food business to a PET CENTER or a full service pet center for animal lovers. During the year in 2019 the Company received the rental area of Baht 72 million, therefore the Company transferred the advance payment into property, plant and equipment costs of Baht 24 million, and to investment property cost of Baht 48 million respectively.

On December 22, 2020, the company registered leasehold rights. According to the lease term of 18 years.

As at December 31, 2020, the Company had equipment and motor vehicles with net book values of Baht 2 million (2019 : Baht 4 million), which were acquired under financial lease agreements.

As at December 31, 2020, the Company has certain buildings and equipment which have been fully depreciated but are still in use. Book value before deducting accumulated depreciation and allowance for impairment of such assets amounted to approximately Baht 110 million (2019 : Baht 112 million).

The Company has pledge of property, plant and equipment at cost approximately Baht 785 million as collateral against credit line received from financial institutions as disclosed in the Note 28 and 30 to the consolidated financial statements.

Separate financial statements – Buildings and building improvement

Assets that the Company transfer to subsidiaries as described in Note 7.4 to financial statements. It appears that there are certain assets which cannot be transferred to each other.

The assets which the Company has transferred to the subsidiaries are not yet able to transfer the legal ownership to the subsidiaries. However, the subsidiary company has the ability to give usage instructions and the benefit from the assets from the normal production of the subsidiary company.

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19. PROPERTY, PLANT AND EQUIPMENT NOT USED IN OPERATIONS

	(Unit : Thousand Baht)		
	Consolidated financial statements		
	Property	Machinery and tools	Total
Cost:-			
As at January 1, 2019	3,917	-	3,917
Transfer in assets classified as held for sale	37,541	470,587	508,128
As at December 31, 2019	41,458	470,587	512,045
Additions	-	-	-
Transfer in (out)	8,720	-	8,720
Exchange difference on translation adjustment	2,005	25,138	27,144
As at December 31, 2020	52,183	495,725	547,909
Accumulated depreciation:			
As at January 1, 2019	-	-	-
Depreciation for the year	-	-	-
Transfer in assets classified as held for sale	-	81,557	81,557
As at December 31, 2019	-	81,557	81,557
Depreciation for the year	-	20,413	20,413
Exchange difference on translation adjustment	-	12,672	12,672
As at December 31, 2020	-	114,642	114,642
Allowance for impairment loss:			
As at January 1, 2019	552	-	552
Increase / (decrease) during year	3,663	158,956	162,619
As at December 31, 2019	4,215	158,956	163,171
Increase / (decrease)during year	-	2,890	2,890
Transfer in (out)	2,399	-	2,399
As at December 31, 2020	6,614	161,846	168,460
Net book value:			
As at December 31, 2019	37,243	230,074	267,317
As at December 31, 2020	45,570	219,237	264,807
Depreciation for the year			
2019			33,089
2020			20,413

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	(Unit : Thousand Baht)
	<u>Seperate financial statements</u>
	<u>Property</u>
Cost:	
As at January 1, 2019	3,917
Transfer in (out)	-
As at December 31, 2019	3,917
Transfer in (out)	-
As at December 31, 2020	3,917
Allowance for impairment loss:	
As at January 1, 2019	552
Transfer in (out)	-
As at December 31, 2019	552
Increase / (decrease) during year	-
As at December 31, 2020	552
Net book value:	
As at December 31, 2019	3,365
As at December 31, 2020	3,365

During the year 2020, land not used in operations at a cost of Baht 41.46 million was revalued according to the independent appraiser.

The company has taken the property, plant and equipment not used in operations, the cost price of approximately Baht 3.92 million was pledged as collateral for loans from financial institutions and the issuance of debentures as in Note 28 and 30 to the financial statements

From the assessment of the impairment of assets mentioned above. The Company and its subsidiaries recognized the impairment loss of the geothermal power plant project amounting to Baht 121.34 million in the consolidated financial statements. In the statement of income for the year ended December 31, 2020.

In this regard, the Group has considered reclassifying geothermal power plants that have ceased operations in the financial statements for the year 2019 with the recoverable amount of the geothermal power plants as at December 31, 2020. (Note 17, 18 and 19)

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20. RIGHT-OF-USE ASSETS

Movements of the right-of-use assets accounts during the year ended December 31, 2020 are summarized below:

	(Unit: Thousand Baht)
	Consolidated / Separate financial statements
	Property
<u>Cost</u>	
Book value as at January 1, 2020	-
Adjustments from TFRS 16, as at 1 January 2020 (Note 4.1)	25,370
Additions	-
Transfer in (out)	-
Disposals/write-off	-
Book value as at December 31, 2020	<u>25,370</u>
<u>Accumulated depreciation:</u>	
Book value as at January 1, 2020	-
Depreciation for the year	1,595
Transfer in (out)	-
Book value as at December 31, 2020	<u>1,595</u>
Net book value as at December 31, 2020	<u>23,775</u>
Depreciation included in the statement of comprehensive income for the year:	
As at December 31, 2020	<u>1,595</u>

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21. GOODWILL

The Company allocated goodwill acquired through business combinations to the cash generating units (CGUs) for annual impairment testing as follows:

Consolidated financial statements							(Unit: Thousand Baht)
	PPSN Company Limited	Sumo Power Company Limited	Fino Binary Power		Beppu Tsurumi		Dual Energy Binary - Power Plant No.1 Limited Liability Company Total
			Plant Limited	NIS Binary Power Plant Limited	Onsen Geothermal Power Station No.1 Liaison Company		
			Liability Company	Liability Company			
As at December 31, 2019							
Goodwill	98,521	117,959	28,472	11,873	11,849	11,898	280,572
Less: Allowance for impairment loss	(97,500)	(117,959)	(23,075)	(11,873)	(11,849)	(11,898)	(274,154)
Goodwill - net	1,021	-	5,397	-	-	-	6,418
As at December 31, 2020							
Goodwill	98,576	118,732	29,049	12,383	12,373	12,363	283,476
Less: Allowance for impairment loss	(98,576)	(118,732)	(29,049)	(12,383)	(12,373)	(12,363)	(283,476)
Goodwill - net	-	-	-	-	-	-	-

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The reconciliation of the net book value of goodwill for the years 2020 and 2019 are presented below.

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	2020	2019
Net book value at beginning of year	6,418	57,738
Impairment loss	(6,761)	(47,941)
Exchange difference translation adjustment	343	(3,379)
Net book value at end of year	-	6,418

22. OTHER INTANGIBLE ASSETS

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

	(Unit: Thousand Baht)					
	Consolidated financial statements					
	Computer software	Patent	Hot spring rights	Power purchase agreement right	Software under installation	Total
Cost:-						
As at January 1, 2019	19,670	470	-	-	2,758	22,898
Additions	89	-	-	-	514	603
Transfer in (out)	3,272	-	-	-	(3,272)	-
Exchange difference translation adjustment	-	-	-	-	-	-
Assets classified as held for sale	-	-	121,717	260,404	-	382,121
As at December 31, 2019	23,031	470	121,717	260,404	-	405,622
Additions	-	-	-	-	-	-
Transfer in (out)	-	-	-	-	-	-
Exchange difference translation adjustment	-	-	-	13,911	-	13,911
As at December 31, 2020	23,031	470	121,717	274,315	-	419,533
Accumulated amortization :						
As at January 1, 2019	10,591	305	-	-	-	10,896
Amortization for the year	1,718	59	-	-	-	1,777
Exchange difference translation adjustment	-	-	-	-	-	-
Assets classified as held for sale	-	-	19,407	42,111	-	61,518
As at December 31, 2019	12,309	364	19,407	42,111	-	74,191
Amortization for the year	1,776	59	3,370	4,822	-	10,027
Exchange difference translation adjustment	-	-	(2,121)	2,208	-	87
As at December 31, 2020	14,085	423	20,656	49,141	-	84,305

PP PRIME PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

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AS AT DECEMBER 31, 2020

(Unit: Thousand Baht)

	Consolidated financial statements					
	Computer software	Patent	Hot spring rights	Power purchase agreement right	Software under installation	Total
Allowance for impairment :						
As at January 1, 2019	494	-	-	-	-	494
Increase / (Decrease)	-	-	63,142	160,221	-	223,363
As at December 31, 2019	494	-	63,142	160,221	-	223,857
Increase / (Decrease)	-	-	37,919	56,394	-	94,313
Exchange difference translation adjustment	-	-	-	8,559	-	8,559
As at December 31, 2020	494	-	101,061	225,174	-	494
Net Book Values:						
As at December 31, 2019	10,228	106	39,168	58,072	-	107,574
As at December 31, 2020	8,452	47	-	-	-	8,499
Amortization in the statement of comprehensive income :						
For the year ended December 31, 2019						27,762
For the year ended December 31, 2020						10,027

(Unit: Thousand Baht)

	Separate financial statements			
	Computer software	Patent	Software under installation	Total
Cost :-				
As at January 1, 2019	19,628	470	2,758	22,856
Transfer in (out) to the subsidiary (Note 7.4)	(19,547)	-	(2,758)	(22,305)
Transfer in (out)	-	-	-	-
As at December 31, 2019	81	470	-	551
Additions	-	-	-	-
Transfer in (out)	-	-	-	-
As at December 31, 2020	81	470	-	551
Accumulated amortization :				
As at January 1, 2019	10,566	305	-	10,871
Amortization for the year	8	59	-	67
Transfer in (out) to the subsidiary (Note 7.4)	(10,529)	-	-	(10,529)
As at December 31, 2019	45	364	-	409
Amortization for the year	8	59	-	67
As at December 31, 2020	53	423	-	476
Allowance for impairment :				
As at January 1, 2019	494	-	-	494
Transfer in (out) to the subsidiary (Note 7.4)	(494)	-	-	(494)
As at December 31, 2019	-	-	-	-
(Increase) / Decrease	-	-	-	-
As at December 31, 2020	-	-	-	-

PP PRIME PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

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	(Unit: Thousand Baht)			
	Separate financial statements			
Net Book Values :				
As at December 31, 2019	36	106	-	142
As at December 31, 2020	28	47	-	75
Amortization in the statement of comprehensive income :				
For the year ended December 31, 2019				67
For the year ended December 31, 2020				67

23. NON-CURRENT-CASH ASSETS PLEDGED AS COLLATERAL

The effect of initially applying TFRS 9 in the Group's financial instruments is described in Note 4.1 Due to the transition method chosen in applying TFRS 9, comparative information has not been restated to reflect the new requirements

	(Unit : Thousand Baht)	
	Consolidated / Separate financial statements	
	December 31, 2020	December 31, 2019
Other long – term investments (Note 4.1)	-	84,307
Non – current – non – cash assets pledged as collateral	46,127	-
Total	46,127	84,307

Non – current – non – cash assets pledged as collateral as at December 31, 2020 are as follows:

	(Unit : Thousand Baht)
	Consolidated / Separate financial statements
	December 31, 2020
Financial assets in equity – cost	130,137
Less: Capital surplus from changes in value of investments	(84,010)
Financial assets in equity – fair value	46,127

During the year ended December 31, 2020, the movement is as follows:

	Consolidated / Separate financial statements	
	Number of shares	Amount
	(Thousand Shares)	(Thousand Baht)
Cost as at January 1, 2020	62,142	168,851
Warrant Which expired during the period	(18,119)	(38,714)
Other comprehensive income (expense) recognized in other components of shareholders' equity	-	(84,010)
Book value as at December 31, 2020	44,023	46,127

23.1 As at December 31, 2020, the Company has brought such financial assets amount 44.02 million shares (Book value of Baht 46.13 million) as a guarantee for the issuance of debentures as discussed in Note 30 to the consolidated financial statements.

23.2 The Company received dividend income for the year ended December 31, 2019 amount of Baht 0.07 million.

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24. ADVANCES PAYMENT

	(Unit : Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	December 31, 2020	December 31, 2019	December 31, 2020	December 31, 2019
Advance payment for construction of geothermal power plants	29,940	28,422	-	-
Advance payment for Hot spring rights	34,882	33,113	-	-
Advance payment for Riverside Project	12,997	14,743	12,997	14,743
Advance payment for Wind power plant	67,513	64,089	-	-
Total	145,332	140,367	12,997	14,743
Less : Expected credit loss				
Impairment on advance payment for construction of geothermal power plants	(29,940)	(28,422)	-	-
Impairment on advance payment for Hot spring rights	(34,882)	(33,113)	-	-
Impairment on advance payment for Riverside project	(12,997)	(14,743)	(12,997)	(14,743)
Impairment on advance payment for Wind power plant	(67,513)	(64,089)	-	-
Total	(145,332)	(140,367)	(12,997)	(14,743)
	-	-	-	-

Advance payment for construction of geothermal power plants

On December 13, 2017, a meeting of the Board of Directors of the Company passed a resolution to approve investment in 9 units of geothermal power plant in Japan, with a total project value of Yen 2,700 million (Baht 786 million).

As at December 31, 2018, Sumo Power Company Limited, a subsidiary, has paid a deposit for a power plants amount of Yen 50 million and a private company amount of Yen amount 53 million.

According to the meeting of the Board of Directors No. 3/2020 on March 20, 2020, has resolved to recognize expected credit loss the whole amount. The management of the Company has assessed the opportunity to receive reimbursement liable to be difficult. Therefor, decided to record the allowance for doubtful accounts for the whole amount of Baht 28 million in financial statement year 2019.

However, a private company has transferred both of the land to the second private company. Although the first private company it is obliged to transfer these land to Sumo Power Company Limited, the total asset transfer price is Yen 300,000,000, which Sumo Power Company Limited has paid to the first private company amount of Yen 50,000,000.

On May 26, 2020, Sumo Power Company Limited has instituted legal proceeding against regarding the implementation of the ownership transfer of the land to the second private company and a claim of Yen 1,000,000 from the first private company.

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Advance payment for Hot spring rights

In accordance with the resolution of the Board of Directors Meeting No. 5/2016 held on June 24, 2016, it was resolved to approve the Company Invested in geothermal energy business in 8 projects with the acquisition of Sumo Power Company Limited in the amount of Yen 495 million and the purchase of 8 power plants at the price of Yen 220 million per power plants (excluding tax). Advance payment for hot springs rights, totaling 4 power plants, valued at Yen 120 million. (Baht 33 million)

According to the meeting of the Board of Directors No. 3/2020 on March 20, 2020, has resolved to recognize expected credit loss the whole amount. The management of the Company has assessed the opportunity to receive reimbursement liable to be difficult. Therefor, decided to record the allowance for doubtful accounts for the whole amount of Baht 33 million in financial statement year 2019.

Advance payment for Riverside Project

Board of Directors Meeting No.8/2018 convened on May 18, 2018, to approved that the Company enters into the joint investment transaction with Rich Partners Co., Ltd. ("Rich Partners") in the mixed-use development project under the project's name "Riverside Tower" located in Da Nang City, Vietnam (the "Riverside Project") which is being developed by Sun Frontier Investment Co., Ltd. ("Sun Frontier Investment"), a company incorporated under Vietnamese law. The Company will invest in the Riverside Project for the investment amount of not more than Yen 3,100 million or equivalent to Baht 911.83 million (based on the exchange rate of Baht 29.4140 per Yen 100 as announced by the Bank of Thailand on May 17, 2018). Under the joint investment agreement which to be entered into between the Company and Rich Partners (the "Joint Investment Agreement"), the Company will be entitled to the rights to sell the residential units and receive the consideration from the sale of residential units in the Riverside Project selected by the Company and agreed with Rich Partners the approximate area of which will be not less than 50 percent of the total residential area of the Riverside Project, whereby the Company's investment return shall be guaranteed at the rate of not less than six percent per annum in respect of the total investment amount of the Company, the terms and conditions of which are currently being negotiated and shall further be executed by the Company and Rich Partners Co., Ltd.

On June 25, 2018, the Company has paid a deposit amount of Yen 210 million (approximately of Baht 62.31 million), whilst the remaining investment amount shall be payable to Rich Partners upon completion of all the conditions precedent so specified under the Joint Investment Agreement. If any of the conditions precedent cannot be completed within the specific timeframe, the Company shall be entitled to receive full amount of deposit from Rich Partners.

On July 2, 2018, the Company has memorandum of agreement with shareholder and Rich Partners Co., Ltd., the shareholder of Rich Partners Co., Ltd. agrees to transfer all of the shares in Rich Partners Co., Ltd. at its par value (Yen 10 million) as security against payment of deposit and to ensure that Rich Partners Co., Ltd. and its shareholder shall comply with all conditions precedent under the Joint Investment Agreement which include inter alia Rich Partners Co., Ltd. or its subsidiary acquiring the entire equity stake in Sun Frontier Investment Co., Ltd. Upon all conditions precedent having been completely fulfilled by Rich Partners Co., Ltd. the Company shall transfer the shares of Rich Partners Co., Ltd. back to

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Rich Partners' shareholder at its par value, On July 10, 2018, the Company has paid amount of Yen 10 million (approximately of Baht 3 million).

According to the resolution of the Board of Directors Meeting No. 2/2019 on February 7, 2019, the resolution was signed in the letter to extend the project period. There are important conditions as follows.

- 1) Various licenses in the implementation of the project Must be completed by March 31, 2019.
- 2) The Company has the right to continue the project or not which the Company will consider and notify within May 31, 2019.
- 3) Extend the duration of "Joint Investment Agreement" to be dated June 30, 2019.

According to the meeting of the Board of Directors No. 14/2019 on June 28, 2019, has approved the Due Diligent Project until the end of July 2019.

According to the Board of Directors meeting No. 15/2019, on July 30, 2019, resolved to issue the Company letter of cancellation of such investment and requesting a deposit in the amount of Baht 65.57 million because the development of the said project agreed has delayed, together with the cost of developing the project higher.

The Company recorded expected credit loss for loss on the deposit due to an uncertainty in the collection from joint investor.

On November 1, 2019, the Company received deposit of Yen 171 million (equivalent to Baht 47.10 million) from Rich Partners Company Limited.

On May 1, 2020, the Company received deposit of Yen 5 million (equivalent to Baht 1.48 million) from Rich Partners Company Limited.

Present, the Company is currently tracking the debt closely and will take legal action for reimbursement.

Advance payment for investment in wind power plant

The Board of Directors' meeting No.2/2017 on February 6, 2017 had approved to invest on Wind Power at Aomori prefecture, Japan to establish the new Company in Japan with registered capital of 10 million yen approximately 3,147,830 Baht. (Applicable exchange rate of 0.314783 Baht/yen announced by the Bank of Thailand on February 3, 2017) Company hold 60% of the total shares (Subsidiary); and AURA Green Energy Co., Ltd. ("AURA") (Japanese corporation); holds 40% of the total shares and invest on Wind Power 5 Units amount 175 million yen approximately 55,087,025 Baht. (Applicable exchange rate of 0.314783 Baht/yen announced by the Bank of Thailand on February 3, 2017).

The Board of Directors' meeting No.3/2017 on March 7, 2017 had approved invest on Wind Power at Aomori prefecture, Japan 1 Units amount of Yen 36 million or approximately amount of Baht 10.99 million.

And the Board of Directors' meeting No.10/2017 on December 2, 2017 had approved invest on Wind Power at Aomori prefecture, Japan 1 Units amount of Yen 36 million or approximately amount of Baht 13 million. Total of the Wind Power invested by the Company is 7 units amount of Yen 247 million.

In year 2017, the Company has paid advance payments for Wind Power construction 7 units amount of Yen 232 million. Present, Wind Power 7 units able to recognize revenue from sales since the year 2017 to the present. Therefor, revenue from power

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generation not recognized in the consolidated financial statements. And the Group Company an unable to check the amount of the said electricity bill sold. Present, the Group Company has not yet received the transfer of ownership in the Wind Power.

On December 2019, the Company had assigned the legal advisor to send the demand letter to Aura Green Energy Co., Ltd. who is the juristic person and joint venture with PPSN Co., Ltd. Nevertheless, Aura Green Energy Co., Ltd. informed that Aura Green Energy Co., Ltd. had already delivered the electricity power plants which is against with the fact. The Company presently assigned the legal advisor to study the direction to proceed litigation in order to follow up Aura Green Energy Co., Ltd., the co-contract to deliver the electricity power plants together with the electricity fee received earlier to PPSN Co., Ltd.

Therefore 2017 and 2018, the Company has recorded the money under the work in progress (building and machinery).

subsequently in the year 2019, the Company has considered classifying such items as an advance payment for investment in wind power projects.

According to the resolution of the Board of Directors Meeting No. 3 / 2020, held on 20 March 2020, it was resolved to set up an expected credit loss for the whole amount.

Since the management of the company has assessed the opportunity to receive reimbursement from that transaction tend to be difficult, therefore decided to record the expected credit loss for the whole amount of the transaction in the amount of Baht 64 million in financial statement year 2019.

25. BANK OVERDRAFT AND SHORT-TERM BORROWINGS FROM FINANCIAL INSTITUTIONS

		(Unit : Thousand Baht)			
		Consolidated financial statements		Separate financial statements	
	Interest rate (% per annum)	December 31, 2020	December 31, 2019	December 31, 2020	December 31, 2019
Bank overdrafts	5.84	24,301	23,740	-	-
Promissory note from financial institutions	5.85	60,000	120,000	60,000	120,000
Trust Receipt Payable		-	43,957	-	43,957
		84,301	187,697	60,000	163,957
Deferred front end fee		-	(402)	-	(402)
		84,301	187,295	60,000	163,555

Bank overdrafts

On July 17, 2019 the company's subsidiary was granted credit facility from a commercial bank, consisted of revolving credit of bank overdraft of Baht 25 million, that's guaranteed by land and building (on such land) of the company and raw material and/or inventory and fixed deposit bank account of the company's subsidiary.

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Promissory note from financial institution

On July 9, 2019, the company redeemed promissory notes that due totaling of Baht 150 million and issued 2 new promissory notes as follow:

- 1) Promissory note from a financial institution No. 1 in the amount of Baht 100 million at interest rate of 4.05% per annum with due date on October 9, 2019.

As at October 9, 2019, the Company had redeemed the redemption promissory note amount of Baht 100 million. After that the Company renewed the promissory note amount of Baht 80 million at interest rate of 5.25% per annum with due date on January 31, 2020.

- 2) Promissory note from a financial institution No. 2 in the amount of Baht 50 million at interest rate of 4.05% per annum with due date on July 31, 2019.

At the present, the Company had repaid in the amount of Baht 10 million, the remaining unpaid amount of Baht 40 million and the Company had negotiated to waiver with the lender bank to request a waiver of payment and on August 14, 2019, the lender bank approved the renewal of promissory note of Baht 40 million, starting from August 16, 2019 to October 31, 2019 and requesting to collect default interest between August 1, 2019 and August 16, 2019.

As at October 31, 2019, the Company redeemed promissory note that due totaling of Baht 40 million and issued new promissory note with interest rate 5.25% per annum, maturity date on January 31, 2020.

Later, on January 31, 2020 the Company was negotiating with the bank lenders to extend the 2 promissory notes total Baht 120 million, which is grant an extension to pay promissory notes, by increase the interest rate is 6% per annum, as detailed below:

1. Payment of Baht 12 million. On January 31, 2020 (the Company paid successfully)
2. Payment of Baht 12 million. On March 31, 2020 (the Company paid successfully)
3. Payment of Baht 12 million. On April 30, 2020 (the Company paid successfully)
4. Payment of Baht 12 million. On May 29, 2020.
5. Payment of Baht 12 million. On June 30, 2020.

For the promissory note, the remaining amount of Baht 60 million to be paid on July 31, 2020.

However, the financial institution will gradually reduce the promissory note due to the payment of a promissory note of Baht 40 million and to reduce the promissory note to Baht 80 million.

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The Company made repayment on the promissory notes for 3 installments, totaling Baht 36 million. However, due to the outbreak of Corona virus disease 2019 (COVID-19), the government has policy for the financial institutions to suspend the debt for 6 months, resulting the company is able to postpone the repayment. The financial institutions basically informed the company to start the repayment in November 2020 onwards as following details:

1. Payment of Baht 12 million. On November 2020 (the Company paid successfully)
2. Payment of Baht 12 million. On December 2020 (the Company paid successfully)
3. Payment of Baht 60 million. On January 2021.

The promissory note guarantees a total credit line of Baht 120 million and a credit limit of Baht 44 million, the credit limit has been guarantees as follows:

1. Mortgage of land and buildings of the Company's fair value of Baht 18 million.
2. Business security agreement – trade receivables are the Company's ownership of Baht 230 million.
3. Business security agreement – inventories are the subsidiary company's ownership of Baht 100 million.
4. Business security agreement – fixed deposit is the subsidiary company's ownership of Baht 10 million.
5. The subsidiary company guaranteed.

On February 5, 2021, the Company received credit considerations from financial institutions. Approved the Company's financial support proposal as follows:

1. To suspend the principal payment of promissory note 7 months, paying interest as usual From January 2021 - July 2021 and due for repayment in full by 31 August 2021.
2. Reduce the registered value of the claimed business collateral agreement in the trade receivables. Ownership of the Company from of Baht 230 million, remaining of Baht 75 million and reducing the registered value of the company's ownership inventory business collateral contract. Thai Luxe Enterprise (Thailand) Co., Ltd. from of Baht 100 million, remaining of Baht 75 million.
3. Bring business collateral Type of claim in a fixed deposit account of Baht 10 million, ownership of Thai Luxe Enterprise (Thailand) Co., Ltd., pay the outstanding balance of promissory note and reduce the limit of promissory note to Baht 50 million.
4. Approval of the letter of guarantee for the payment of additional electricity in the amount of 0.20 million baht at the rate of 1.5% per annum and the original collateral as follows:
 - 4.1 Mortgage the land and buildings Company ownership.
 - 4.2 Registration of business collateral agreement, claim type in trade receivables, ownership of the Company amounting to Baht 75 million.
 - 4.3 Registered business collateral contract, inventory type, ownership of Thai Luxe Enterprise (Thailand) Co., Ltd., amounting to Baht 75 million.
 - 4.4 Thai Luxe Enterprises (Thailand) Company Limited is the guarantor.
5. Cancel the forward contract limit of USD 17,307 million.

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26. TRADE AND OTHER CURRENT PAYABLES

	(Unit : Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	December 31,	December 31,	December 31,	December 31,
	2020	2019	2020	2019
Trade payables – related party (Note 7.2)	23,770	6,446	512,302	422,584
Trade payables – unrelated parties	155,393	163,876	126	126
Other payables – related parties (Note 7.2)	1,051	4,936	9,787	10,538
Other payables – unrelated parties	16,022	19,753	1,533	2,086
Other payables for purchases of assets	1,482	4,067	70	904
Accrued interest – related party (Note 7.2)	21	12	-	-
Accrued interest – unrelated parties	12,930	7,364	12,930	7,364
Accrued expenses – related party (Note 7.2)	-	-	-	-
Accrued expenses – unrelated parties	19,989	44,013	16,096	41,893
Accrued specific business tax	23,584	-	23,584	-
Total trade and other current payables	254,242	250,467	576,428	485,495

27. SHORT – TERM LOAN

As at December 31, 2020 and December 31, 2019, are as follows:

	(Unit : Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	December 31,	December 31,	December 31,	December 31,
	2020	2019	2020	2019
Short – term loan from related parties (Note 7.2)	291	276	-	-
Short – term loan from other person and other parties	10,000	-	10,000	-
Total	10,291	276	10,000	-

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27.1 Short – term loan from other person and other parties

Movement of the short – term loan from other person and other parties for the year ended December 31, 2020 are as follows:

	(Unit : Thousand Baht)
	Consolidated /Separate financial statements
Beginning balance as at January 1, 2020	-
<u>Add</u> Borrowing during for the period	45,000
<u>Less</u> Payment during for the period	(35,000)
Ending balance as at December 31, 2020	10,000

Loans from other person in amount of Baht 45 million are loans from other person and other parties in the amount of 5 contracts as follows.

Contract No. 1

On April 30, 2020, the company signed a loan agreement from other person and other parties totaling amount of Baht 5 million with interest rate at 6.50 per annum and have maturity date within May 8, 2020, and the company payment of Baht 5 million on May 8, 2020.

Contract No. 2

On June 23, 2020, the company signed a loan agreement from other person totaling amount of Baht 10 million with interest rate at 15 per annum and have maturity date within July 22, 2020, and the company payment of Baht 10 million on July 22, 2020.

Contract No. 3

On June 25, 2020, the company signed a loan agreement from other person totaling amount of Baht 10 million with interest rate at 15 per annum and have maturity date within September 24, 2020, and the company payment of Baht 10 million on September 24, 2020.

Contract No. 4

On June 30, 2020, the company signed a loan agreement from other person totaling amount of Baht 10 million with interest rate at 15 per annum and have maturity date within September 30, 2020, and the company payment of Baht 10 million on September 30, 2020.

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Contract No. 5

On December 24, 2020, the company signed a loan agreement from other person totaling amount of Baht 10 million with interest rate at 10 per annum and have maturity date within March 23, 2021

28. LONG – TERM LOAN

As at December 31, 2020 and December 31, 2019 are as follows:

	(Unit : Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	December 31, 2020	December 31, 2019	December 31, 2020	December 31, 2019
Long – term loan				
Long – term loan from financial institutions	537,102	527,066	525,474	527,066
Less : Current portion of long – term	(525,838)	(527,066)	(525,474)	(527,066)
	11,264	-	-	-

28.1 Long – term loan from financial institutions

Movements of the long – term loan from financial institutions account during the year ended December 31, 2020 are as follows:

	(Unit : Thousand Baht)	
	Consolidated financial statement	Separate financial statements
Balance as at January 1, 2020	527,066	527,066
<u>Add Borrowing</u>	11,628	-
<u>Less Payment</u>	(29,788)	(29,788)
Exchange differences on translation adjustment	28,228	28,228
Total	537,134	525,506
Deferred financial fee	(32)	(32)
Balance as at December 31, 2020	537,102	525,474

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		(Unit : Thousand Baht)			
Interest rate (% per annum)	Maturity date	Consolidated financial statement		Separate financial statements	
		December 31, 2020	December 31, 2019	December 31, 2020	December 31, 2019
JPY LIBOR (3 months) plus 3%	Repayable in monthly installments commencing from the fourth month after the loan is drawn down (November 2017), with 1 to 35 installments of YEN 14.5 million each and the balance payable in the 36 installment. (the 36th installment will due in February 2021)	525,474	527,066	525,474	527,066
- 0.46% per annum	- Repayment of principal on the 15th of the month, 100 installments, payable 100,000 Yen per installment, the first installment in August 2021	2,907	-	-	-
- After the date of the 3 year loan agreement, the rate is 1.36% per annum.	- Interest payment is made on the 15th of the month, the first installment is in September 2020.				
- 0.65% per annum	- Repayment of principal on the 15th of the month, 200 installments, payable 150,000 Yen per installment, the first installment in August 2021	8,721	-	-	-
- After the date of the 3 year loan agreement, the rate is 1.55% per annum.	- Interest payment is made on the 15th of the month, the first installment is in September 2020.				
Total		537,102	527,066	525,474	527,066

In accordance with the conditions specified in the agreement, this loan amounting to Yen 1,785 million (equivalent to Baht 525 million) is secured by the pledge of land and buildings of the Company and the Company has to mortgage property of the geothermal power plant projects in Japan, pledge power purchases agreements and shares of the companies that own the geothermal power plant projects, pledge or transfer the rights in the electricity revenue accounts of 4 of the companies, which consist of 8 power plants.

The loan agreements contain several covenants which, among other things, require the Company to maintain a debt-to-equity ratio.

On August 16, 2019, the Company had received notice of delay of exercising call default from the lender bank as follows. As the event that the Company defaulted on paying Debentures No. 1/2019 in the amount of Baht 319.50 million, which is considered as the default event / breach of the loan contract that the Company has signed with the bank. Currently, the bank will not exercise the right to call default due to the event that the company defaulted on paying the debentures as described above. Provided that if there are any events considered by the bank that May affect the ability to pay the debt that the company has to the bank, such as (but not

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limited to) other creditors of the company exercising the right to recall debt or exercise the right to enforce debt repayment, etc. The bank is required to immediately use the right to call default with the Company.

As at December 31, 2020, the Company was unable to maintain the debt-to-equity ratio stipulated in the loan agreement, which constitutes a breach of the agreement. As a result, the bank may demand payment of the loan immediately.

Therefore, showing loans from financial institutions in the amount of Yen 1,785 million (equivalent to Baht 525 million), as liabilities due within one year in full amount.

On February 9, 2021, the lender bank announced the results of the approval for the change of credit limit conditions. By extending the repayment term of the loan for another one year.

Subsidiary Company

On August 5, 2020, a subsidiary in Japan received a loan from a financial institution in Japan in the form of promissory notes (Promissory Notes), divided into two credit lines totaling Yen 40 million, which is a guideline for the government of Japan to assist entrepreneurs from the situation of the Coronavirus 2019 (COVID – 19). That aims to repair machines in Japan. By the said loan amount the interest rate is 0.46 – 1.55 percent per annum due on November 15, 2029 and March 15, 2038.

29. LIABILITIES UNDER LEASE AGREEMENTS

The net book value of lease liabilities and the movement for the year ended December 31, 2020 are as follow :

	(Unit : Thousand Baht)
	Consolidated /Separate
As at December 31, 2019	1,907
Adjustment from adoption of TFRS 16 on January 1, 2020 (Note 4.1)	292
As at January 1, 2020	2,199
Payments	(1,631)
As at December 31, 2020	568
<u>Less current portion</u>	<u>(568)</u>
Lease liabilities - net of current portion	-

The Company and subsidiaries have obligations to be paid minimum rental under lease as follows :

	(Unit : Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	December 31, 2020	December 31, 2019	December 31, 2020	December 31, 2019
Within 1 year	2.49	2.23	1.13	1.49
Over 1 year less than 2 years	-	0.23	-	0.23
Present value of lease liabilities	2.49	2.46	1.13	1.72

The following are the amounts recognized in profit or loss for the year ended December 31, 2020.

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	(Unit : Thousand Baht)	
	For the year ended December 31, 2020	
	Consolidated	Separate
Depreciation of right-of-use assets	1,595	1,595
Interest expense on lease liabilities	47	47
Expense relating to short-term lease	1,318	1,172
Expenses related to lease agreements in which underlying assets are low	42	42
Expenses relating to the contract are considered as a service contract	3,683	550
Total	6,685	3,406

30. DEBENTURES

As at December 31, 2020 and December 31, 2019, are as follows:

	(Unit : Thousand Baht)	
	Consolidated / Separate financial statements	
	December 31, 2020	December 31, 2019
Debentures	633,200	727,100
Less : Deferred arrangement fee for debentures	(968)	(5,836)
Debentures – net of arrangement fee	632,232	721,264
Less : Portion due within one year	(632,232)	(721,264)
Debentures – net of current portion	-	-

Movements of the debentures accounts during the year ended December 31, 2020 are as follows:

	(Unit : Thousand Baht)
	Consolidated / Separate financial statements
Balance as at January 1, 2020	727,100
Issuance of debentures	-
Redemption of debentures	(93,900)
Total	633,200
Deferred arrangement fee for debentures	(968)
Balance as at December 31, 2020	632,232

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As at December 31, 2020, the balance of the debentures issued by the Company is Baht 633 million. Such debentures has offered to investors by private placement. The debentures pay interest every 3 months. Significant details are as follows:

Time	Issue date	Units	Par value per unit	Total value	Interest rate	Maturity date
			(Baht)	(Million Baht)	(% per annum)	

Registered holders of Debentures unsubordinated and unsecured debentures, which do have a debenture holders' representative.*

2/2018	August 2, 2018	255,600	1,000	320	7.75	July 2, 2021
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Registered holders of Debentures unsubordinated and secured debentures, which do have a debenture holders' representative.*

1/2018	May 8, 2018	170,000	1,000	200	7.00	May 8, 2021
1/2019	March 21, 2019	207,600	1,000	208	8.50	March 18, 2021

* The conditions regarding the rights and obligations of the debenture issuer stipulate certain covenants, pertaining to matters such as the maintenance of debt – to – equity ratio.

On December 31, 2019, the Company is unable to maintain the debt to equity ratio as according to the terms and conditions of the debenture issuers and debenture holders. Which is considered as a violation of the conditions causing the bondholders to have the right to call back the said debentures immediately, therefore showing the debenture No. 1/2019 in the amount of Baht 207.60 million as a debt due within one year in the whole amount.

Debentures No. 2/2018

As at August 2, 2019, the Company is unable to pay the due debenture.

According to Board of Directors in the meeting No. 16/2019 on August 6, 2019 therefore resolved to notify the event of default on the payment of the Debentures No.2/2018, amounting to Baht 319.50 million and resolved to call the meeting hold the debentures on September 2, 2019 to extend the repayment period of 330 days from the date of redemption. This will be due on July 2, 2020. The Company will pay the normal interest of the period on August 2, 2019, amounting to approximately Baht 5.71 million on September 2, 2019 and the Company will request to change the normal interest rate from the interest rate of 7.25 percent per annum, increased by 0.50 to 7.75 percent per annum. The Company will pay the interest that will be approved by the debenture holders' meeting in the next period on November 2, 2019, amount of Baht 6.11 million, February 2, 2020, amount of Baht 6.11 million and July 2, 2020, amount of Baht 10.18 million, including the total interest paid from the due date (August 2, 2019) to July 2, 2020, amounting to Baht 22.39 million.

On August 27, 2019, one of bondholder has filed a lawsuit with the Civil Court ordered the Company to pay principle and default interest of bond, totaling Baht 4,098,438.39.

Anyhow to the bondholders' meeting No. 1/2019 on September 2, 2019 to consider the debenture extension plan, worth of Baht 319.50 million and requesting a waiver of the default interest rate. The meeting has approved the plan to extend the principal redemption of the debenture No. 2/2018, worth of Bath 319.50 million, which was redeemed on August 2, 2019 with an extension of the principal redemption period of this debenture until July 2, 2020 or extended to 330 days at the interest rate of 7.75% per annum but the meeting does not approve the waiver, except for the default interest rate from August 2, 2019 to September 2, 2019.

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On September 5, 2019, the Company has processed a 2% default interest payment (in addition to the 7.25% paid from the Company) of the debenture which calculated from the date of August 2, 2019 to September 5, 2019 in the amount of Baht 0.61 million.

The above – mentioned default payment event does not cause the event of default in payment of debentures in accordance with the rights and obligations of the debenture issuer and the debenture holders of the debentures No.1/2018 and Debentures No. 1/2019 specified in the terms and conditions on the rights and obligations of the issuers and the debenture holders funding, the default payment or any debt payment as mentioned above is called to be due before the original deadline. Must have a combined amount of more than Baht 400 million or other currency equivalent amount.

The resolutions of the debenture holders' meeting No. 1/2020, (the debentures No.2/2018) on February 27, 2020 are as follows:

1. Resolved to approve the amendment of the terms and conditions of the bond issuers and bondholders and to extend the maturity date no.2 (the debentures No.2/2018), valued Baht 319.50 million, from the original date July 2, 2020 to July 2, 2021.
2. Resolved not to approve the amendment of the terms and conditions of the bond issuers and bondholders by requesting an exemption of conditions for maintaining the debt to equity ratio (D/E Ratio) of 3:1. Therefore, the Company shall maintain the debt to equity ratio (D/E Ratio) as previously specified.

In this regard, the Company explained to the bondholders' meeting further as follows:

The Company to exercise the right to redeem some debentures before maturity date amount of Baht 63,900,000 (20% of the debentures of each unit the proportion of debentures held by the holder). On June 17, 2020, which is the exercise of the rights and obligations of the debenture issuer and the debenture holder, No.9. redemption and repurchase of debentures.

Later, on June 12, 2020, the Company would like to postpone the exercise of redemption rights for some of the debentures to July 2, 2020, that was not as informed in the meeting; however, it will be in accordance with the terms and conditions of the rights and obligations No. 9.3, stating that “the bond issuer has the right to redeem the debenture either the whole or partial (and at one time or many times) prior to the redemption date of the bond”.

Later, On July 2, 2020, the company has redeemed debentures a mount of Bath 63,900,000.

Accordance to Debenture holders' meeting No. 2/2020 (Debenture No. 2/2018) on March 24, 2020 approved to amend the terms, rights and obligations of the issuer and debenture holders. By adjusting the conditions for maintaining the debt to equity ratio from 3: 1 to 7: 1 in accordance with the proposal of the Issuer proposed to the debenture holders' meeting.

The resolutions of the debenture holders' meeting No. 1/2021, (the debentures No.2/2018) on February 5, 2021 are as follows:

1. Approved the extension maturity date for 2 years and revision of the redemption date from July 2, 2021 to July 2, 2023 and dividing the repayment of the Debentures' principal into 2 installments i.e. July 2, 2022 and 2 July 2023.

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2. Approved the amendment of interest payment Date to be payable twice per annum from 2 July, 2 November, 2 February and 2 May to 2 May and 2 November every year throughout the term of Debentures and the amendment of the interest rate from 7.75 percent to be 7.83 percent per annum.
3. Approved the amendment of the terms and conditions clause 6. representations, Warranties and obligations of the Issuer by cancel clause 6.2.11 Financial Covenants which the Issuer shall maintain net debt to equity ratio of not exceeding 7:1 at the end of the quarter or the end of fiscal year of the Issuer and approved the amendment of Terms and Conditions by adding clause 6.4.4, The issuer's obligation, by stipulating that the Issuer agree to not make any loan with interest either single or multiple transaction with accumulated amount of not exceeding Baht 1,500,000,000.

In this regard, the company has informed the bondholders' meeting as follows:

The Company agrees to provide the company's asset i.e. ordinary shares of T-Luxe Power Company Limited which the company held in an amount of 65,204,082 shares (equivalent to 60 percent of total shares in T-Luxe Power Company Limited), having a par value at Baht 10 and having a book value at Baht 4.90 per share, which equivalent to the total of Baht 319,500,000 and calculated to be 1.25 times of the total outstanding amount of Debentures, to be the collateral of the TLUXE198A. The Company will proceed with pledging of such collateral shares with the Debenture holders' representative.

The lawsuit is being processed

Case 1

On August 27, 2019, one of debenture holder has filed a lawsuit with the Federal Court ordered the Company to pay the debenture with interest total of Baht 4,098,438.39.

On December 20, 2019 the Federal Courts have judgment the Company pay Baht 4,000,000 with interest at the rate of 9.25% per annum from the date of filing onwards until the payment is completed.

On January 16, 2020 the Company applies a petition to suspend execution. And appealed the decision to the court. The Appeal Court made a listen to judgment on May 19, 2020.

On May 19, 2020 the Appeal Court ruled in accordance with the judgment of the Court of First Instance but to amend the interest payment from the original, calculated from the date of filing as from September 6, 2019 onwards until payment is complete. In addition to the amendment to comply with the judgment of the Court of First Instance and the appeal court fees shall be vested the court. With respect to the judgment of the Court of First Instance and the Court of Appeal, the Company does not agree because the such judgment does not comply with the judgment of the Supreme Court according to the implications and the Company will exercise the right to petition the such judgment with the Supreme Court.

On June 12, 2020, the Company has submitted a request for permission to petition, a petition, a request for suspension of execution. The Supreme Court appointed to hear the order of the Supreme Court on February 10, 2021.

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On November 17, 2020, the company has submitted a request to suspend the execution.

On February 10, 2021, the Samut Songkhram Provincial Court read the order of the Supreme Court and issued an order not to allow the petition. Dismiss the request for relief of enforcement As a result of the said order, the judgment of the Court of Appeal Region 7 to the end of the law on February 10, 2021, and the company, as the defendant, has the duty to pay interest at 9.25 percent per annum from September 6, 2019 until the July 2, 2020 of the principal of Baht 4,000,000 and interest payment of 9.25 percent per annum from July 3, 2020 on the principal of Baht 3,200,000 until payment is completed. Including deducting the interest paid.

Case 2

On November 14, 2019, the second debenture holder filed a lawsuit with the Federal Court ordered the Company to pay the debenture with interest totaling Baht 2,012,835.61. At the present, the case is under consideration by the Court. And scheduled the hearing of evidence for the plaintiff and the defendant on March 23, 2020.

On March 23, 2020, It appears that the second debenture holder has appointed a lawyer. And the lawyer submitted a request to postpone the case claiming that Stick to the examination of the case that was scheduled at the Criminal Court. And requested to postpone the case. The company does not oppose the request to postpone the case. And Samut Songkhram Provincial Court has scheduled the hearing of plaintiff's witnesses on June 8, 2020.

On June 11, 2020, the Court has postponed the schedule of the examination of the plaintiff and defendant to July 10, 2020.

On July 10, 2020, plaintiffs and the defendants brought witnesses to testimony until the case was completed by the Court of First Instance. The court scheduled a hearing for the judgment on October 14, 2020.

On October 14, 2020, the Court ordered the defendant to pay the plaintiff Baht 1,600,000 with interest at the rate of 9.25 percent per annum from July 3, 2020, onwards until the payment is completed to the plaintiff. And interest at the rate of 9.25 percent per annum of the principal of Baht 2,000,000 from August 2, 2019 onwards until payment is completed to the plaintiff. By taking the amount of interest that the defendant paid to the plaintiff and deducted from the interest the defendant paid to the plaintiff.

On February 3, 2021, the Company filed an appeal of the judgment. Currently, it is being considered by the Appeal Court.

The facts of both the above cases that the plaintiff claims PP Prime Public Company Limited "the Company" to pay the debt which originated from the Debentures Series "Debentures of Thai Luxe Enterprises Public Company Limited No. 2/2018, due for redemption in 2019, which the issuer has the right to redeem the debentures before the redemption date " (TLUXE198A). which the Company has the opinion that the Debenture TLUXE198A on August 20, 2019, the Company as the issuers of the debentures has exercised the rights as mentioned in No. 11.1 of the debenture holders' meeting by PP Prime Public Company Limited has the right to call the debenture holders' meeting within 30 days after the occurrence of the incident in No.10.1. which is that the issuer did not pay whether principal or interest. Which is the right exercise in accordance with the rights terms to call the debenture holders' meeting on September 2, 2019 at 2 pm. The calling the debenture holders' meeting (TLUXE 198A) and the proceeding is in accordance with the

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criteria in the rights terms together with the Annex 2. The meeting said, the holders attended a quorum in accordance with No.3.3 of Annex 2 of the terms of such debentures as well.

In the agenda 2 of the meeting is plans to extend the redemption turns out that the meeting approved a plan to extend the redemption by the Issuer. Which is in accordance with the terms and conditions that must be approved by not less than 75% of the total amount of the debenture holders to attend and vote. By the fact that PP Prime Public Company Limited as the issuer has called the debenture holders' meeting legally and accordingly to the terms and conditions. When the debenture holders' meeting approved a plan to extend the redemption follow the terms and conditions with No.11.2 which is defined as the "Resolution of the debenture holders' meeting, the meeting request and the meeting shall apply, enforce, and bind to the bondholders, no matter whether the meeting is attended or not. So the Resolution of the debenture holders' meeting which approved a plan to extend the redemption of these debentures, then binding on bondholders No.1 and bondholders No.2, the plaintiffs in both cases above. Therefore, the Legal consultants has the opinion that the PP Prime Public Company Limited has a defense in the case that bondholders No.1 and bondholders No.2 have sued for breach of contract and called to pay the debt in both cases that has the reason to win the case by which the Company has no obligation to be liable under the prosecute in both cases.

Debentures No. 1/2018

Guarantee by pledge investment available for sale amount 62.14 million shares (book value of Baht 66.31 million) and pledge investment property, book value Baht 48 million, under the regulation of right and duty of issuer, the Company has to follow some financial condition such as the value of the collateral not less than 1.10 times of loan. According to the debenture holders meeting No. 2/2019 on November 12, 2019, the meeting has resolution to accept common share of Tluxe Power Company Limited as additional collateral of 7.50 million shares (book value of Baht 75 million).

The resolutions of the debenture holders' meeting No. 1/2020, (the debentures No.1/2018) on February 27, 2020 are as follows:

1. Resolved to approve the amendment of the terms and conditions of the bond issuers and bondholders and to extend the maturity date of the bond No. 1 (the debentures No.1/2018) from the original due date of May 8, 2020 to May 8, 2021.
2. Resolve to approve the amendment of terms and conditions of the bond issuers and bondholders by redeeming investments in available-for-sale securities that the Company owns and as the guarantee for bond (the debentures No.1/2018). The Company will sell those via the Stock Exchange of Thailand and pay for debt to bondholders of Baht 60 million.
3. Resolve to approve the amendment of terms and conditions of bond issuers and bondholders with the exception to maintain the debt to equity ratio (D/E Ratio) from the originally specified at the D/E Ratio of 3:1 to no longer fixed the condition of D/E Ratio.

PP PRIME PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
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In this regard, the Company explained to the bondholders' meeting further as follows:

The Company is an exercise the right to redeem some debentures before maturity date amount of Baht 30 million, (15% of the debentures of each unit the proportion of debentures held by the holder). On April 23, 2020, which is the exercise of the rights and obligations of the debenture issuer and the debenture holder, No.10 redemption and repurchase of debentures.

On April 23, 2020 the Company exercised the right to redeem some of the debentures, and made the payment of Baht 30 million, representing 15 percent of the number of debentures held by each bondholder together with the interest rate of 7 percent per annum, equivalent to Baht 2.88 million and the fee at the rate of 0.15 percent of the above payment, amounting Baht 0.05 million, which is the exercise of the right to early redemption in accordance with the terms and conditions of the rights regarding the debenture issuer and debenture holder- Item 10.5

According to the debenture holders meeting No. 2/2020 on June 9, 2020, the meeting has resolution to approve the land and building redemption as well as the 2 parcels of land in Samutsongkram together with the security of Pluxe Power out of the guarantee and brought of the machine for the amount of Baht 129.41 at Songkla to be the guarantee instead.

The resolutions of the debenture holders' meeting No. 1/2021, (the debentures No.1/2018) on February 1, 2021 are as follows:

1. Approve the extension of the maturity period of the debentures for another 2 years by revising the maturity date of the debentures. From the original date of May 8, 2021 to May 8, 2023 by dividing the principal repayment in 2 installments: 8 May 2022 and 8 May 2023.
2. Approved to amend the payment date of the debentures every 6 months by paying interest. From every 8 May, 8 August, 8 November and 8 February of each year throughout the life of the debentures to every 8 February and 8 August of each year throughout the life of the bonds. And amend the interest rates of debentures from 7 percent per annum to 7.06 percent per annum.
3. Approved to change the location of machinery used as collateral for debentures from the factory in Songkhla province, moved to install at Phetchaburi factory. And to bring the machine registration to proceed with the registration of change of location with the relevant machinery registration office.

Debentures No. 1/2019

Guarantee by pledge ordinary share of Thai Luxe Enterprises (Thailand) Co., Ltd. (subsidiary) amount 62.97 million shares (book value of Baht 638.50 million).

The resolutions of the debenture holders' meeting No. 1/2020, (the debentures No.1/2019) on February 28, 2020 are as follows:

Resolved to approve the amendment of the terms & conditions and the duties of the bond issuer and bondholders by revising the maintenance of debt to equity ratio (D/E Ratio) from originally 3:1 to 7:1 as proposed by the bond issuer that proposed to the bondholders' meeting, and also to fix the additional terms & conditions that if the maintenance

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of the debt to equity ratio (D/E Ratio) is more than that specified above, the bondholder representative shall consider and comment under the scope in case of the effect on impairment of assets and investment of the company only.

The resolutions of the debenture holders' meeting No. 1/2021, (the debentures No.1/2019) on February 1, 2021 are as follows:

1. Approved the extension maturity date for 2 years and revision of the redemption date from March 18, 2021 to March 18, 2023 and dividing the repayment of the Debentures' principal into 2 installments i.e. 18 March 2022 and 18 March 2023.
2. Approved to amend the payment date of the debentures every 6 months by paying interest. From every 21 June, 21 September, 21 December and 21 March of each year throughout the life of the bonds to 21 March and 21 September of each year throughout the life of the bonds. And amend the interest rates of debentures from the original 8.50 percent per annum to the interest rate of 8.59 percent per annum.

Resolved to approve the amendment to Clause 7 of the terms of rights, representations, warranties and duties of the Issuer by repealing Clause 7.2.11, the financial condition stipulating that the Issuer will maintain the ratio of "Net Debt to Equity Ratio" (Net Debt to Equity Ratio) in a ratio not exceeding 7: 1 at the end of the quarterly accounting period or the fiscal year end of the debenture issuer. And approved to increase the terms and conditions, Clause 7.4.4 the duties of the issuer of debentures by stating The Issuer agrees to incur an interest-bearing loan burden of more than of Baht 1,500 million.

Debentures payment plan to be redeemed in the future.

The company will pay the normal interest and repay the debt within the specified period, with the source of payment as follows:

Unsubordinated debentures (Unit : Million Baht)			Source of payment
<u>No.</u>	<u>Amount</u>	<u>Due date</u>	The Company has determined to sell equity securities and sell assets that are not used for business operations, as well as to use proceeds from working capital and liquidity to redeem the debentures.
1/2018	170.00	May 8, 2023	
2/2018	255.60	July 2, 2023	
1/2019	207.60	March 18, 2023	

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31. OTHER CURRENT LIABILITIES

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	December 31, 2020	December 31, 2019	December 31, 2020	December 31, 2019
Advance received from sales of Geothermal Energy	174,408	165,564	-	-
Other	3,837	13,303	1,029	9,727
Total other current liabilities	178,245	178,867	1,029	9,727

Advance received from sales of Geothermal Energy

The Board of Directors Meeting No. 8/2018 convened on May 18, 2018, to approved that the Company disposes of the 15 geothermal power plant projects located in the same vicinity in Oasa-Tsurumi, Beppu city, Oita prefecture, Japan which have already commenced their commercial operations (the “Power Plant Projects”) at the purchase price of approximately Yen 320 million per one power plant project or equivalent to approximately Baht 91.71 million per one power plant project, making a total purchase price for the Power Plant Projects of not less than Yen 4,800 million or equivalent to approximately Baht 1,375.69 million (based on the exchange rate of Baht 28.6602 per Yen 100 as announced by the Bank of Thailand on May 17, 2018) to Relocation Group, a company incorporated under the laws of Japan (the “Buyer”). This transaction may be undertaken by way of disposition of shares in the Company’s subsidiaries or disposition of assets of the Power Plant Projects.

Then on June 21, 2018, the Company has the Memorandum of under Understanding, MOU with the buyer (Relocation Group) for the sale of 15 geothermal power plant projects in Japan in amount of Yen 320 million, the Company has received the deposit amounting of Yen 200 millions, according to sale contract indentify that the buyer (Relocation Group) will pay remaining amounting of Yen 4,600 millions within February 2019.

On February 21, 2019, Relocation Group transferred the right and obligation under the Memorandum of under Understanding (MOU) to Beppu Forest Power Co., Ltd. .(which has common director with a subsidiary who sells property until March 31, 2019) and extent to June 30, 2019.

On February 25, 2019, PPSN Co., Ltd. and Beppu Forest Power Co., Ltd. entered into agreements, with an agreement that Beppu Forest Power Co., Ltd. will pay second deposit of Yen 400 million and transfer 25 percent of Beppu Forest Power Co., Ltd. to PPSN Co., Ltd. within March 15, 2019 and PPSN Co., Ltd. will transfer the ownership of the four power plants (part of the 15 plants above) to Beppu Forest Power Co., Ltd. within 15 days from receive payment.

On April 5, 2019, the subsidiary enters into sell agreement of four geothermal power plants (part of the 15 plants) that consisted of P-Power (2 locations) and Lena – 1 power plant (2 locations) with Beppu Forest Power Co., Ltd. value Yen 800 million. Beppu Forest Power Co., Ltd. will pay Yen 400 million within 2 weeks after contract signing and Yen 400 million within 1 year after contract signing. With the addition memorandum that Beppu Forest Power Co., Ltd. could terminate the sell

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agreement of four geothermal power plants if the contract is not approved by the Company board of directors. However, until present there is no approval resolution of the board of directors.

On April 11, 2019, the subsidiary received the deposit amount of Yen 400 million from Beppu Forest Power Co., Ltd.

The Company received deposit of Yen 600 million (approximately Baht 165.56 million) classified as deposit received in other current liability.

On July 23, 2019, PPSN Co., Ltd. received documents from Beppu Forest Power Co., Ltd. to PPSN Co., Ltd. to pay Yen 16.96 million (approximately Baht 4.75 million) to two companies which is a creditor of Beppu Forest Power Co., Ltd., which the company has made full payment which shown under other current assets.

On December 23, 2019, the Board of Directors' meeting No.22/2019 considered progress on the sale of 15 geothermal power plant projects in Japan and conclude event are as follows:

According to the Company's resolution on May 15, 2018, disposes of the 15 geothermal power plant in Japan at the price of the Yen 320 million per location, and according to the Memorandum of understanding, MOU on June 21, 2018, later, Japanese companies entered into 3 contracts are as follows:

On February 25, 2019, the first contract has the essence of Beppu Forest Power Co., Ltd. will also pay 2nd deposit along amount of Yen 400 million with a transfer of 25% shares to the PPSN Co., Ltd. And the PPSN Co., Ltd. will transfer the right and obligation in four power plants under the agreement to Beppu Forest Power Co., Ltd. within 15 days since receiving payment.

On April 5, 2019, the second contract is memorandum of agreement between Beppu Forest Power Co., Ltd. and PPSN Co., Ltd., agreed that Beppu Forest Power Co., Ltd. has the right to terminate the contract if the contract for transfer of property (Contract 3) is not approved by the board of directors.

On April 5, 2019, the third contract has 4 parties as follows Beppu Forest Power Co., Ltd., PPSN Co., Ltd., Lena Power Station No.1 LLC. and the Company which the contract was signed only by Beppu Forest Power Co., Ltd. and PPSN Co., Ltd. which mentions the purchase and sale of power plants at a price of Yen 200 million per location, ownership of PPSN Co., Ltd. 2 locations and Lena Power Station No.1 LLC. 2 locations totaling 4 locations in amount of Yen 800 million and did not mention the transfer of 25% shares in the amount of 25%, which was contrary to the first contract.

The Company has consulted with the Japanese legal counsel in the case of three contracts that are binding on the Company, which the Japanese legal counsel has Legal Opinion, these are conclusion as follows:

1. In the case of Lena, if it proves that Lena has not authorize PPSN Co., Ltd. to act on its behalf, there will not be binding on Lena Power Station No.1 LLC.
2. If the Company can prove that the Company has not authorize PPSN Co., Ltd. to act on its behalf, there will be no binding on the Company.

PPSN Co., Ltd. by the former director No.2 at that time notice privately that he did not sign it. But the former director No.1 signed instead which the Japanese legal counsel informed that according to Japanese law, this case is considered True Intention, which is the true intent of the contract. If contrary to the intention of the signatory this contract will be invalid, which, if proven,

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that the former director No.2 didn't sign this contract but was signed by the former director No.1 instead this contract will not bind PPSN Co., Ltd. either.

On December 23, 2019, the Board of Directors' meeting No.22/2019 has resolved to send a notice to Beppu Forest Power Co., Ltd. to pay the remaining amount of Yen 4,200 million to the Company within January 31, 2020. If Beppu Forest Power Co., Ltd. ignores the remaining payment, the Board of Directors requires the Company to exercise the right to cancel contract and confiscate the entire deposit of Yen 600 million (Or approximately Baht 176 million). And urgently find other investors interested as well as speeding up production efficiency and acknowledge the arbitrary contract of the contracted company in Japan.

On December 25, 2019, the Company sent the letter in accordance with the resolution of the meeting to Beppu Forest Power Co., Ltd.

By stating that the company insists on selling the power plant at a price of Yen 320 million per plant, not accepting the contract that the Beppu Forest Power Co., Ltd. later created to buy four power plants at the price of Yen 200 million per plant and requesting the Beppu Forest Power Co., Ltd. to pay the remaining balance according to the MOU, suitable for Yen 4,200 million within January 31, 2020, otherwise the company will cancel the contract and confiscate the deposit.

Later on January 24, 2020 and February 20, 2020, the Company was informed by a subsidiary of the electricity generating group that the electricity buyer has notified the subsidiary that the electricity buyer has brought the electricity payment to the subsidiary in 2020, in total of Yen 11,383,944 and Yen 16,599,528 respectively. A total of four plants that consisted of P-Power (2 locations) and Lena – 1 power plant (2 locations) put it at the Oita Legal Affairs Bureau because Beppu Forest Power Co., Ltd., which has entered into an agreement to purchase 15 power plants from the electricity generating group of companies asked the electricity buyer pay electricity bills to Beppu Forest Power Co., Ltd. Electricity buyers therefore have questions about the right to receive payment for electricity bills for the period of January to July 2020 which is due in February to August 2020 put it at the Oita Legal Affairs Bureau. (P-Power and Lena stopped producing electricity in August 2020 and June 2020 respectively)

According to the resolutions of the Board of Directors' Meeting No. 1/2020 held on February 5, 2020, the resolution to acknowledge the progress of the sale of 15 power plants, Beppu Forest Power Co., Ltd. has not paid the remainder to the Company, so management will proceed with the seizure of a deposit of Yen 600 million.

On June 18, 2020, PPSN Co., Ltd. received a letter from Beppu Forest Power Co., Ltd., a counterparty to acquire PPSN Co., Ltd.'s geothermal power plant by Beppu Forest Power Co., Ltd. Referring to the 2nd contract dated April 5, 2019, the contents of this agreement will sell four power plants at a price of Yen 200 million each, totaling 800 million yen by Beppu Forest Power Co., Ltd. Amount of Yen 400 million will be paid within 2 weeks, and the remaining of Yen 400 million will be paid within a year. Four of the power plants are owned by PPSN Co., Ltd. 2 and 2 are owned by Lena Power Station No. 1 LLC. Beppu Forest Power Co., Ltd. will cancel the purchase of 2 power plants of Lena Power Station No. 1 LLC., A 100% subsidiary of the company.

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And on July 17, 2020, PPSN Co., Ltd. received a "summons to report on the 1st verbal press release and response letter requesting letter" from Beppu Forest Power Co., Ltd. demanding PPSN Co., Ltd. pays to Beppu Forest Power Co., Ltd. in an amount of 40,540,542 yen plus accrued interest at the rate of 3% per annum from May 2, 2020 until the payment is completed and paid. In this regard, "the summons for reporting on the day of the 1st oral statement and the letter of response," requires PPSN Co., Ltd. to submit the testimony on August 27, 2020.

On August 6, 2020, PPSN Co., Ltd. received two "Temporary seizure orders" from the Tokyo District Court in Japan, which can be summarized as follows:

1. Issue 1 states that Beppu Forest Power Co., Ltd., is appropriate and request Beppu Forest Power Co., Ltd. to provide security of Yen 300,000. Temporary seizure of two lands in PPSN Co., Ltd. has been decided. If PPSN Co., Ltd. deposit Yen 1,404,131, PPSN Co., Ltd. can request suspension of execution or cancellation of the execution disposition.
2. Issue 2 states that Beppu Forest Power Co., Ltd., is appropriate and request Beppu Forest Power Co., Ltd. to provide security of Yen 7,900,000. Temporary seizure of electricity revenue generated from PPSN Co., Ltd. Binary plant from July 17, 2020 to July 16, 2021 has been decided. If PPSN Co., Ltd. deposit Yen 39,433,306, PPSN Co., Ltd. can request suspension of execution or cancellation of the execution disposition.

The company has assigned Momo-o, Matsuo & Namba (MMN), a lawyer responsible for the case submitting a petition against the attachment of both copies, which are expected to be completed within the first quarter of 2021.

On August 27, 2020, the directors and executives of PPSN Co., Ltd. reported themselves on first announcement, which PPSN Co., Ltd. appointed a lawyer on that date. And PPSN Co., Ltd. has already clarified the information to the court on October 6, 2020 and November 5, 2020.

On December 24, 2020, the second buyer and the subsidiary reported to the court on time, which the second buyer will ask for another addition. The Court therefore required a second buyer to submit an objection to the testimony by February 5, 2021, with the fourth hearing scheduled for February 15, 2021.

On February 15, 2021, the subsidiary and the second buyer have submitted the court proceedings and clarified the information to the court. with the fourth hearing scheduled for fifth hearing on April 13, 2021.

The Company has informed about the incident to the Stock Exchange of Thailand as follows:

The Company also has agreed to transfer ownership of the power plant to a subsidiary to Beppu Forest Power Co., Ltd. Because Beppu Forest Power Co., Ltd. has not paid the remaining Yen 4,200 million (or approximately Baht 1,143 million) to the Company within the time limit previously agreed with the Company (June 30, 2019). The Board of Directors meeting passed a resolution on December 23, 2019, the management rush to send a letter notifying Beppu Forest Power Co., Ltd. to pay the remaining Yen 4,200 million to the Company and the power plant transfer is in accordance with the conditions previously

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agreed to be completed within January 31, 2020, till the present, Beppu Forest Power Co., Ltd. still ignored the remaining payment. However, the Company proceeded according to the legal procedure to seize a deposit of Yen 600 million.

The Company hereby declares that the Company does not know the reason why in Beppu Forest Power Co., Ltd., informed the cancellation of the purchase of 2 power plants of Lena Power Station No. 1 LLC., But in the indictment filed by Beppu Forest Power Co., Ltd. A local court in Tokyo, Beppu Forest Power Co., Ltd., said it had paid of Yen 400 million for the power plant transaction settlement of two P-Power plants to PPSN Co., Ltd. Has been completed, Beppu Forest Power Co., Ltd. has therefore notified the cancellation of the purchase of 2 power plants of Lena Power Station No. 1 LLC. And Beppu Forest Power Co., Ltd. have requested the court to judge PPSN. Co., Ltd., of 2 plants at Beppu Forest Power Co., Ltd., said that a settlement of Yen 400 million was settled.

1. PPSN Co., Ltd. make payment for electricity between June 2019 and June 2020, the amount is Yen 40,540,542 with interest at the rate of 3% per annum from May 2, 2020 until payment is made to Beppu Forest Power Co., Ltd. After June 2020 will have to wait for an order from the court.

2. PPSN Co., Ltd. bear the costs of the lawsuit.

Beppu Forest Power Co., Ltd. has not requested PPSN Co., Ltd. to return the amount of Yen 400 million, which the company does not know why Beppu Forest Power Co., Ltd did not make this claim. However, the Board of Directors and the Audit Committee is pending the legal advisor and the lawyer commented and laid out strategies for further prosecution.

The management of company examination of the above lawsuit found that the Company used to ask for opinions from 2 legal advisors regarding the case. The aforementioned legal advisors agree that the asset purchase agreement dated April 5, 2019 will not be binding on the subsidiary. If the former 2nd director of the subsidiary is not a signatory of the contract and there will be no binding on the second subsidiary.

The management of PP Prime Public Company Limited considers that the story in the case does not contain information that differs from the information provided to both law firms. Therefore, the management's opinion remains that the contract dated April 5, 2019, which the second buyer claims is there will be no binding on the subsidiary.

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32. NON – CURRENT PROVISIONS FOR EMPLOYEE BENEFITS

Provision for long-term employee benefits, which represents compensation payable to employees after they retire from the Company and subsidiary and other long-term employee benefit plan, namely long service awards, were as follows:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Provision for long-term employee benefits at beginning of year	27,093	19,434	12,583	19,434
Transfer provision for benefit employees to subsidiaries	-	-	751	(10,538)
<u>Included in profit or loss:</u>				
Current service cost	4,183	3,438	2,080	1,792
Interest cost	726	626	362	289
Historical cost	-	-	730	-
Past service costs due to changing benefit plans	1,624	4,070	395	1,826
<u>Included in other comprehensive income:</u>				
Actuarial gain arising from				
Financial assumptions changes	3,778	-	1,620	-
Experience adjustments	(867)	-	(973)	-
Benefits paid during the year	(815)	(475)	(330)	(220)
Provision for long-term employee benefits at ending of year	35,722	27,093	17,218	12,583

Line items in profit or loss under which long-term employee benefit expenses are recognised are as follows:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Cost of sales	3,354	1,733	-	-
Selling and administrative expenses	3,179	6,401	3,566	3,907
Total expenses recognised in profit or loss	6,533	8,134	3,566	3,907

On April 5, 2019, The Labor Protection Act (No. 7) B.E. 2562 was announced in the Royal Gazette. This stipulates additional legal severance pay rates for employees who have worked for an uninterrupted period of twenty years or more, with such employees entitled to receive not less than 400 days' compensation at the latest wage rate. The law is effective from May 5, 2019 that the change is considered a project amendment for the post-employment benefits plan. The Company recorded the effect of change by recognizing the past service cost immediately in the statement comprehensive income in the period. The consolidated financial statements amount of Bath 4,070,272 and the separate financial statements amount of Bath 1,825,545.

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Significant actuarial assumptions are summarised below:

	Consolidated / Separate financial statements	
	2020	2019
	(% per annum)	(% per annum)
Discount rate	0.53 – 2.97	1.76 – 4.38
Salary increase rate	5	5 - 6.50
Turnover rate	0.00 – 35.00	0.00 – 30.00
Mortality rate	100 of The Thai Mortality Act B.E. 2560	100 of The Thai Mortality Act B.E. 2560

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligations as at December 31, 2020 are summarized below:

(Unit: Thousand Baht)

	Consolidated financial statements			
	2020		2019	
	Increase	Decrease	Increase	Decrease
Discount rate (Increase/Decrease 1%)	(3,499)	4,022	(2,615)	3,015
Salary increase rate (Increase/Decrease 1%)	3,556	(3,117)	2,926	(2,565)
Turnover rate (Increase/Decrease 20%)	(2,427)	3,028	(2,287)	2,903
Mortality rate (Increase/Decrease 1%)	130	(146)	93	(103)

(Unit: Thousand Baht)

	Separate financial statements			
	2020		2019	
	Increase	Decrease	Increase	Decrease
Discount rate (Increase/Decrease 1%)	(1,649)	1,874	(1,304)	1,499
Salary increase rate (Increase/Decrease 1%)	1,701	(1,509)	1,489	(1,311)
Turnover rate (Increase/Decrease 20%)	(957)	1,179	(1,041)	1,277
Mortality rate (Increase/Decrease 1%)	52	(58)	28	(43)

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.

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

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
Within 1 year	840	350
Over 1 and up to 5 years	10,054	5,614
Over 5 years	94,374	42,365

33. STATUTORY RESERVE

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

34. EXPENSES BY NATURE

Significant expenses classified by nature are as follow:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Salaries and wages and other employee benefits	155,202	166,158	73,780	72,110
Depreciation	105,332	117,639	5,305	4,581
Amortisation	10,027	27,762	67	67
Raw materials and consumables used	1,053	1,426,396	-	-
Changes in inventories of finished goods and work in process	29,003	20,772	(43,600)	12,361
Credit losses for loans and interest receivable	67,443	102,855	225,179	392,685
Credit losses for investment in subsidiary company	-	-	3,000	394,547
Credit losses for advance payment in Riverside Project	-	14,743	-	14,743
Credit losses for advance payment for Hot spring rights	-	33,113	-	-
Credit losses for advance payment for investment in Wind power Project	-	64,089	-	-
Impairment on advance payment for investment in geothermal power plant	-	28,422	-	-
Loss on impairment of land	-	7,311	-	-
Loss on impairment of plant and equipment	20,263	158,956	-	-
Loss on impairment of intangible assets	94,313	223,363	-	-
Loss on impairment of goodwill	6,761	47,941	-	-

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35. INCOME TAX

Income tax expenses for the years ended December 31, 2020 and 2019 are made up as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
		(Restated)		(Restated)
Current income tax:				
Current income tax charge	22,794	27,849	-	-
Deferred tax:				
Relating to origination and reversal of temporary differences	(27,312)	(137,238)	(15,761)	(97,703)
Income tax expense reported in the statement of comprehensive income	(4,518)	(109,389)	(15,761)	(97,703)

The amounts of income tax relating to each component of other comprehensive income for the years ended December 31, 2020 and 2019 are as follows:

	(Unit: Thousand Baht)			
	Consolidated financial		Separate financial	
	statements		statements	
	2020	2019	2020	2019
Deferred tax on (gain) loss from the change in value of available-for-sale investments	107	135,119	107	135,119
Deferred tax on (gain) from actuarial estimates	130	-	130	-
Deferred tax on (gain) from revaluation of fixed assets	-	66,236	-	17,542
	237	201,355	237	152,661

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

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019 (Restated)	2020	2019 (Restated)
Deferred tax assets				
Allowance for doubtful accounts	20,719	19,438	20,719	19,438
Allowance for diminution in value of inventories	-	82	-	82
Allowance for impairment on plant and equipment	-	-	-	-
Fair value of equipment through business combination	-	4,084	-	-
Provision for long-term employee benefits	3,444	2,516	3,444	2,516
Unrealised loss from revaluation of available-for-sale securities	23,050	16,196	23,050	16,196
Accumulated deficit	10,492	10,492	10,492	10,492
Total	57,705	52,808	57,705	48,724
Deferred tax liabilities				
Unrealised gain from revaluation of available-for-sale securities	-	30	-	30
Intangible assets acquired through business combination	-	15,042	-	-
Deferred arrangement fees for loans and debentures	200	1,300	200	1,300
Gain from revaluation of fixed assets	66,238	66,238	17,544	17,544
Surplus from investment property revaluation	10,541	16,214	10,541	16,214
Total	76,979	98,824	28,285	35,088

As at December 31, 2020 the subsidiaries have tax deductible temporary differences unused tax losses totaling Yen 502 million (2019 : Yen 359 million), on which deferred tax assets have not been recognised as the subsidiaries believes future taxable profits may not be sufficient to allow utilisation of the tax deductible temporary differences and unused tax losses.

The unused tax losses of the subsidiaries amounting to Yen 138 million will expire by 2026.

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36. PROMOTIONAL PRIVILEGES

The Company and its subsidiaries has received promotional privileges which approved by the Board of Investment for the manufacture and distribution of feeds for aquatic animals, pursuant to the investment promotion certificate No. 2091 (2)/2011 issued on August 31, 2011. Subject to certain imposed conditions, the privileges include an exemption from corporate income tax for a period of 8 years from the date the promoted operations commenced generating revenues (June 1, 2012) with the corporate income tax exempted capped at the amount of capital investment made, excluding in land and working capital. They also include a reduction of import duty on imported machinery as approved by the Board of Investment and an exemption from income tax on dividend paid to the shareholders from the profit of the promoted activities during the corporate income tax exemption period.

In addition, the Company has received promotional privileges which approved by the Board of Investment for the manufacture and distribution of feeds for aquatic animals, pursuant to the investment promotion certificate No. 1856 (2)/2013 issued on June 19, 2013 and the investment promotion certificate No. 1131 (2)/2015 issued on February 4, 2015. Subject to certain imposed conditions, the privileges include an exemption from corporate income tax for a period of 8 years from the date the promoted operations commenced generating revenues (the investment promotion certificate No. 1856(2)/2013 has not yet generated revenues on May 16, 2018 and the investment promotion certificate No. 1311(2)/2015 has revenues generate on April 30, 2015) with the corporate income tax exempted capped at the amount of capital investment made, excluding in land and working capital. They also include a reduction of import duty on imported machinery as approved by the Board of Investment, an exemption from income tax on dividend paid to the shareholders from the profit of the promoted activities during the corporate income tax exemption period, and permission to deduct 25% of the amount in invested in the installation of facilities in addition to normal depreciation.

On July 16, 2018 the Extraordinary General Meeting of Shareholders No.1/2018 of PP PRIME PUBLIC COMPANY LIMITED, approved the transfer rights in the investment promotion certificate No.1131(2)/2015, No.1856(2)/2013 and No. 2091(2)/2011 category 1.6: Manufacture of animal feeds or animal feed ingredients of the company to Thai Luxe Enterprises (Thailand) Co., Ltd. as in Note 7.4 to the financial statements.

The Company's operating revenues for the years ended December 31, 2019 and 2018, divided between promoted and non-promoted operations, are summarised below.

	(Unit: Thousand Baht)					
	Consolidated financial statements					
	Promoted operations		Non-promoted operations		Total	
	2020	2019	2020	2019	2020	2019
Sales						
Domestic sales	305,864	487,665	1,357,972	1,560,228	1,663,836	2,047,893
Export sales	-	-	-	71,523	-	71,523
Total sales	305,864	487,665	1,357,972	1,631,751	1,663,836	2,119,416

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(Unit: Thousand Baht)

	Separate financial statements					
	Promoted operations		Non-promoted operations		Total	
	2020	2019	2020	2019	2020	2019
Sales						
Domestic sales	-	-	1,253,316	1,775,449	1,253,316	1,775,449
Export sales	-	-	-	-	-	-
Total sales	-	-	1,253,316	1,775,449	1,253,316	1,775,449

37. SHARE CAPITAL

37.1 Year 2019

1. According to the resolution of the Annual General Meeting of Shareholders No. 1/2019 on April 24, 2019, has passed significant resolutions as follows:

- 1.1 Approved the reduction of the Company's registered capital of Baht 280,762,672 from the current registered capital of Baht 843,813,359 to be Baht 563,050,687 by cancelling 280,762,672 ordinary shares with par value of Baht 1 per share.
- 1.2 Approve the amendment of clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital.

Subsequently, on April 30, 2019, the Company has completely registered the reduction of registered capital together with the amendment to Clause 4 of the Memorandum of Association of the Company to be accorded with the reduction of the registered capital as detailed above, with the Department of Business Development, the Ministry of Commerce.

- 1.3 Approved the increase of the Company's registered capital by allocating the newly issued ordinary shares of not exceeding 281,525,344 shares to the existing shareholders in proportion to their shareholding ratio (RO) as follows: "The Meeting approved the increase of the Company's registered capital of Baht 281,525,344 from the current registered capital of Baht 563,050,687 to be Baht 844,576,031 by issuing 281,525,344 ordinary shares with par value of Baht 1 per share".
- 1.4 Approved the amendment of clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital.

Subsequently, on May 2, 2019, the Company has completely registered the increase of registered capital together with the amendment to Clause 4 of the Memorandum of Association of the Company to be accorded with the increase of the registered capital as detailed above, with the Department of Business Development, the Ministry of Commerce.

- 1.5 Approved the allocation of the Company's newly issued ordinary shares to rights offering (RO) of not exceeding 281,525,344 newly issued ordinary shares with par value of Baht 1 per share.

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The existing shareholders by way of right offering (RO) are as follows:

Allocation to	Amount of Shares (shares)	Ratio (Old : New)	Offering Price (Baht per share)	Share Subscription and Payment Date and Time
The existing shareholders	Not exceeding 281,525,344 shares	2 existing ordinary shares: 1 new ordinary shares	Baht 2.00 per share, totaling Baht 563,050,688	July 1 – 5, 2019 (5 business days)

During July 1 – 5, 2019, the existing shareholders has right to purchase newly issued ordinary share in proportion of their existing shareholding (RO) of 125,001,347 shares, totaling of Baht 250,002,694. As a result, the Company registered the increase of its issued and paid-up capital of Baht 563 million (divided into 563 million ordinary shares at Baht 1 par value) to Baht 688 million (divided into 688 million ordinary shares at Baht 1 par value) with the Ministry of Commerce on July 9, 2019.

2. According to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2019 on June 10, 2019, has passed significant resolutions as follows:

- 2.1 Approved the reduction of the Company's registered capital of Baht 281,525,344 from the existing registered capital of Baht 844,576,031 to Baht 563,050,687 by cancelling 281,525,344 authorized but unissued ordinary shares, with a par value of Baht 1 per share.
- 2.2 Approved the amendment of clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital.

Subsequently, on June 13, 2019, the Company has completely registered the reduction of registered capital together with the amendment to Clause 4 of the Memorandum of Association of the Company to be accorded with the reduction of the registered capital as detailed above, with the Department of Business Development, the Ministry of Commerce.

- 2.3 Approved the increase of the Company's registered capital of Baht 563,050,688 from the existing registered capital of Baht 563,050,687 to Baht 1,126,101,375 by issuing 563,050,688 newly issued ordinary shares, with a par value of Baht 1 per share.
- 2.4 Approve the amendment of clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital. Subsequently, on June 14, 2019, the Company has completely registered the increase of registered capital together with the amendment to Clause 4 of the Memorandum of Association of the Company to be accorded with the increase of the registered capital as detailed above, with the Department of Business Development, the Ministry of Commerce.

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37.2 Year 2020

1. According to the resolution of the Annual General Meeting of Shareholders No. 1/2020 on June 4, 2020, has passed significant resolutions as follows:

- 1.1 Resolved to approve the reduction of the company's registered capital of Baht 209,200,252 from the registered capital of Baht 1,126,101,375 to Baht 916,901,123 by cutting 209,200,252 ordinary shares that have not been sold, with a par value of 1 baht each.
- 1.2 Resolved to approve the amendment of Clause 4 of the Memorandum of Association in order to be in line with the reduction of the company's registered capital.

Subsequently, on June 16, 2020, the Company has completely registered the reduction of registered capital together with the amendment to Clause 4 of the Memorandum of Association of the Company to be accorded with the reduction of the registered capital as detailed above, with the Department of Business Development, the Ministry of Commerce.

38. WARRANTS

According to the Extraordinary General Meeting of Shareholders No. 1/2019 of PP PRIME Public Company Limited ("the Company") on June 10, 2019, received approval for the Company's ordinary shares, No. 4 ("Warrants" or "PPPM-W4") not exceeding 281,525,344 units to the existing shareholders of the Company in proportion to their shareholding (Warrant-RO) without charge at the ratio of 3 shares per 1 unit Rights Whereby the fraction of the warrants shall be discarded and scheduled for July 17, 2019 to be the date of determining the list of shareholders who have the right to subscribe for the said warrants (Record Date). The warrants to purchase ordinary shares of the Company No. 4 or PPPM-W4 are summarized as follows:

Type of warrants	Warrants to purchase ordinary shares of PP PRIME Public Company Limited, No. 4, allocated to the existing shareholders of the Company at the ratio of 3 ordinary shares per 1 unit of warrants. ("Warrant" or "PPPM-W4")
Type	Named and transferable warrants
Number to be issued	Not exceeding 229,350,678 units
Number of ordinary shares reserved for the exercise of warrants	Not exceeding 229,350,678 shares (par value of Baht 1.00 per share), representing 33.33 percent of the total issued shares of the company as of July 9, 2019, amounting to 688,052,034 shares (par value of Baht 1.00 per share).
Offering Method	Allocated to the existing shareholders of the Company at the ratio of 3 ordinary shares per 1 unit (in the case that there is a fraction To round off) In this regard, the company determines the list of ordinary shareholders of the company. With the right to receive allotment of warrants issued at this time (Record Date) on July 17, 2019.

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Offering Price per unit	Baht 0.00.
Tenure	5 years from the issuance date of the Warrants.
Issuance and Offering Date	September 23, 2019
Exercise Ratio	1 unit of the Warrants is entitled to purchase 1 newly issued ordinary share (unless the exercise ratio is adjusted by the conditions of right adjustment).
Exercise Price	Baht 1 per share (unless the exercise ratio is adjusted by the conditions of right adjustment).
Exercise Period	The holders of the Warrants may exercise the Warrants once every year on the last business day of October of each year during the period from 9.00 hours to 15.30 hours during the term of the Warrants, with the first exercise date on Thursday, October 31, 2019 and the last exercise date on the fifth anniversary of the issuance date of the Warrants (the “Exercise Date”). If the Exercise Date falls on any non– business day of the Stock Exchange of Thailand, the Exercise Date shall be postponed to the business day preceding such Exercise Date.
Exercise Notice Period	The holders of the Warrants wishing to exercise their rights to purchase the Company’s newly issued ordinary shares shall give notice of intention to purchase the Company’s newly issued ordinary shares within 5 business days prior to the Exercise Date, except for the notice of intention on the last exercise, such notice of intention to purchase the Company’s newly issued ordinary shares shall be given at least 15 days before the last Exercise Date.
End date of warrants	July 31, 2024
Warrant Registrar	Thailand Securities Depository Co., Ltd.
Secondary Market for the Warrants	The Company shall list the Warrants as listed securities on the Stock Exchange of Thailand (“SET”).
Secondary Market for the Newly Issued Ordinary Shares for Exercise of the Warrants	The Company shall list the newly issued ordinary shares to accommodate the exercise of the Warrants as listed securities on SET.

39. BASIC EARNINGS (LOSS) PER SHARE

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

The following table sets forth the computation of basic earnings (loss) per share for the year ended December 31, 2020 and 2019 as follows:

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	For the year ended December 31			
	Consolidated financial		Separate financial	
	statements		statements	
	2020	2019	2020	2019
		(Restated)		(Restated)
Profit (loss) attributable to equity holders of the parent company (Million Baht)	(329,577)	(1,463,201)	(324,809)	(1,595,684)
Number of ordinary shares as at January 1	688,066	563,051	688,066	563,051
Effect of share issued during the period	-	60,277	-	60,277
Weighted average number of common shares	688,066	623,328	688,066	623,328
Basic earnings (loss) per share (Baht / Share)	(0.4790)	(2.3474)	(0.4721)	(2.5599)

Diluted earnings (loss) per share weighted average number of ordinary shares in issue during the year is adjusted by the number of dilutive potential ordinary shares, assuming that the dilutive potential ordinary shares are exercised. Converted to ordinary shares. The Company has diluted ordinary shares, is warrants to purchase ordinary shares. The Company calculates the equivalent of the discounted shares based on the fair value based on the par value of the share option price accompanying the warrants to purchase the ordinary shares. (The calculation is based on the weighted average number of ordinary shares in issue during the year.) This calculation is made to determine the number of ordinary shares to be added to ordinary shares held by third parties in the calculation of diluted earnings (loss) per share. Without any improvement in net profit. However, the Company does not calculate diluted earnings per share for the year ended December 31, 2020 and 2019, because the fair value of ordinary shares is less than the exercise price.

40. SEGMENT INFORMATION

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

For management purposes, the Company and its subsidiaries are organized into business units based on its products and services and have three reportable segments as follows:

1. Aquatic animal feed segment
2. Pets food segment
3. Production and distribution of electricity segment

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

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

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

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The following tables present revenue and profit (loss) information regarding the Company's and its subsidiaries' operating segments for the year ended December 31, 2020 and 2019, as follow:

	For the year ended December 31,										(Unit : Million Baht)
	Domestic					Overseas					
	Aquatic animal feed		Pets food		Production and distribution of electricity	Total segments		Eliminations		Consolidated	
	2020	2019	2020	2019		2020	2019	2020	2019	2020	2019
Revenue from external customers	2,338	3,451	322	194	85	2,695	3,646	(1,031)	(1,611)	1,664	2,119
		(RESTATED)					(RESTATED)				(RESTATED)
Total revenues	2,338	3,451	322	194	85	2,695	3,646	(1,031)	(1,611)	1,664	2,119
Results											
Segment profit (loss)	34	70	10	14	(50)	(80)	34	16	(18)	(64)	16
Gain (loss) on investments in securities										-	(771)
Interest income										2	2
Other income (expenses)										29	(694)
Foreign exchange gains and losses										3	-
Allowance for impairment										(187)	-
Loss from fair value adjustment										(32)	-
Share of loss from investments in associates										-	-
Finance cost										(86)	(125)
Loss before income tax expenses										(335)	(1,572)
Tax expense										5	109
Loss for the period										(330)	(1,463)

PP PRIME PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

AS AT DECEMBER 31, 2019

Geographic information

Revenue from external customers is based on locations of the customers.

	(Unit: Thousand Baht)	
	2020	2019
Thailand	1,642,417	2,047,893
Japan	21,419	71,267
Total	1,663,836	2,119,160

Non-current assets

(other than financial instruments, deferred tax assets, net defined benefit assets and rights arising under insurance contracts)

	(Unit: Thousand Baht)	
	2020	2019
Thailand	993,036	1,007,451
Japan	445,879	581,357
Total	1,438,915	1,588,808

Major customers

For the years 2020 and 2019, the Company and its subsidiaries have no major customer with revenue of 10 percent or more of an entity's revenues

41. PROVIDENT FUND

The Company and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. The Company and its employees contribute to the fund monthly at the rate of 3 percent of basic salary. The fund, which is managed by American International Assurance Company Limited, will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2020 amounting to approximately Baht 1 million (2019 : Baht 1 million) were recognised as expenses.

PP PRIME PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

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42. COMMITMENTS AND CONTINGENT LIABILITIES

42.1 Power purchase agreements

As at December 31, 2020 a subsidiary entered into PPA with an unrelated company. The PPA is effective for a period of 15 years starting from scheduled commercial operation date. The sales quantity and its price must be complied with the agreement.

42.2 Hot springs service agreement

As at December 31, 2020 the overseas subsidiaries have commitments in respect of power plant hot springs service agreements made with an unrelated company, amounting to approximately Yen 0.4 million per month per power plant for periods of 15 years from the commercial operation dates.

In November 2017 and January 2018, the subsidiaries entered into a memorandum of understanding with an unrelated company to waive hot springs service charges, in accordance with the conditions specified in the agreement.

42.3 Power plant operation and maintenance agreement

As at December 31, 2020, overseas subsidiary has commitments in respect of power plant operation and maintenance agreements made with an unrelated company, amounting to approximately Yen 0.1 million per month per power plant for 5 years starting from a project awarded date, which can be extended every 5 years, and has maximum duration of 15 years, under the same conditions.

42.4 Property rights of land agreement

As at December 31, 2020, overseas subsidiary has commitments in respect of property rights of land agreement with an unrelated company to operate in a project of electricity production from wind power amounting to approximately Yen 0.1 million per month per power plant. The term of this agreement is 21 years starting from an agreement signing date.

42.5 Capital Commitments

As at December, 2020 the overseas subsidiaries had capital commitments of approximately Yen 2,351 million (December 31, 2019 : Yen 2,351 million), relating to the construction of power plant.

42.6 Guarantees

As at December 31, 2020 the Company and subsidiary were outstanding bank guarantees of approximately Baht 18 million (December 31, 2019 : Baht 18 million), issued by banks on behalf of the Company in respect of certain performance bonds as required in the normal course of business. These included letters of guarantee relating to guarantee electricity use, letter of credit and guarantee for the purchase of raw materials.

PP PRIME PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

AS AT DECEMBER 31, 2019

43. FINANCIAL INSTRUMENTS

43.1 Foreign currency risk

The Company and its subsidiaries' financial instruments, as defined under Thai Accounting Standard No. 107 "Financial Instruments: Disclosure and Presentations", principally comprise cash and cash equivalents, investments, trade and other receivables, restricted bank deposits, loans, short-term loans, trade and other payables, long-term loan, debentures and liabilities under long-term lease agreements. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Company and its subsidiaries are exposed to credit risk primarily with respect to other investments, trade and other receivables, and loans. The Company and its subsidiaries manage the risk by adopting appropriate credit control policies and procedures and therefore do not expect to incur material financial losses. In addition, the Company and its subsidiaries do not have high concentration of credit risk since it has a large customer base. The maximum exposure to credit risk is limited to the carrying amounts of other current investments, trade and other receivables, and loans as stated in the statement of financial position.

Interest rate risk

The Company and its subsidiaries are exposure to interest rate risk relates primarily to its cash at banks, investments, loans, short-term loans, long-term loans, debentures and liabilities under long-term lease agreements. Most of the Company's and its subsidiaries' financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

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As at December 31, 2020 and 2019 financial asset and liabilities can be reclassified by type of interest rate. And financial asset and liabilities that have fixed interest rate can be separated by either due date or date of the re-price were. (If the date of the re-price were determined before) as follows:

	(Unit: Million Baht)									
	Consolidated financial statements									
	Fixed interest rates					Floating				
	Within 1 year	interest rate		Bearing		Total		Non-interest		Effective
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
Financial Assets										(% p.a.)
Cash and cash equivalents	-	-	-	-	38	45	-	1	38	46
Trade and other receivables	-	-	-	-	-	-	193	285	193	285
Restricted bank deposits	18	18	-	-	-	-	-	-	18	18
Non-current financial assets	-	-	-	-	-	-	3	-	3	-
Other long-term investments	-	-	-	-	-	-	-	88	-	88
Non-current non-cash financial assets	-	-	-	-	-	-	-	-	-	-
pledged as collateral	-	-	-	-	-	-	46	-	46	-
Long-term loan to related party	-	63	-	-	-	-	-	-	-	63
	18	81	-	-	38	45	242	374	298	500
Financial liabilities										
Short-term loans from financial institutions	84	187	-	-	-	-	-	-	84	187
Trade and other payables	-	-	-	-	-	-	254	250	254	250
Long-term loan	526	527	3	8	-	-	-	-	537	527
										0.46% and 0.65% per annum months) plus 3%
										After the date of the 3 year loan agreement, the rate is 1.36% and 1.55% per annum.
Debentures	632	515	-	206	-	-	-	-	632	721
Liabilities under long-term lease agreements	1	1	-	1	-	-	-	-	1	2
	1,243	1,230	3	207	-	-	254	250	1,508	1,687

PP PRIME PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

NOTES TO INTERIM FINANCIAL STATEMENTS

AS AT DECEMBER 31, 2020

(Unit: Million Baht)

Separate financial statements													
	Fixed interest rates					Floating			Non-interest		Effective		
	Within 1 year		1 - 5 years		Over 5 years	interest rate		Bearing		Total		interest rate	
	2020	2019	2020	2019	2020	2020	2019	2020	2019	2020	2019	2020	2019
Financial Assets													
Cash and cash equivalents	-	-	-	-	-	30	16	-	1	30	17	0.0 – 0.05	0.0 – 0.05
Trade and other receivables	-	-	-	-	-	-	-	115	279	115	279	-	-
Restricted bank deposits	-	-	-	-	-	-	-	-	-	-	-	0.9	0.9
Non-current financial assets	-	-	-	-	-	-	-	3	-	3	-	-	-
Other long-term investments	-	-	-	-	-	-	-	-	88	-	88	-	-
Non-current non-cash financial assets pledged as collateral	-	-	-	-	-	-	-	46	-	46	-	-	-
Long-term loan to related party	-	-	168	374	-	-	-	-	-	168	374	2.5 – 8.0	2.5 – 8.0
	-	-	168	374	-	30	16	164	368	362	758		
Financial liabilities													
Short-term loans from financial institutions	60	164	-	-	-	-	-	-	-	60	164	4.5 – 7.5	4.5 – 7.5
Trade and other payables	-	-	-	-	-	-	-	576	485	576	485	-	-
Short-term loan	10	-	-	-	-	-	-	-	-	10	-	6.5 – 15	-
Long-term loan	525	527	-	-	-	-	-	-	-	525	527	YEN LIBOR	YEN LIBOR
												(3 months)	(3 months) plus
												plus 3%	3%
Debentures	623	515	-	206	-	-	-	-	-	623	721	6.3 – 7.25	6.3 – 7.25
Liabilities under long-term lease agreements	1	1	-	1	-	-	-	-	-	1	2	1.17 – 5.12	1.17 – 5.12
	1,219	1,207	-	207	-	-	-	576	485	1,795	1,899		

PP PRIME PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

NOTES TO INTERIM FINANCIAL STATEMENTS AS AT DECEMBER 31, 2020

43.2 Foreign currency risk

The Company exposure to foreign currency risk arise mainly from trading transactions that are denominated in foreign currencies. The Company seek to reduce this risk by entering into forward exchange contracts when it considers appropriate. Generally, the forward contracts mature within one year.

As at December 31, 2020 and 2019, the balances of financial liabilities denominated in foreign currencies are summarised below.

Foreign currencies	Financial liabilities		Average exchange rate	
	December 31, 2020	December 31, 2019	December 31, 2020	December 31, 2019
	(Million)	(Million)	(Baht per 1 foreign currency unit)	
US dollar	-	-	31.29	30.51
Japanese yen	1,825	1,886	0.29	0.28

43.3 Fair values of financial instruments

Fair values

Fair value is the amount the buyer and seller agree to exchange assets or settle liabilities. While both sides were knowledgeable and willing to exchange. And can negotiate the price freely In the manner of those who are not related to each other Further information about the fair value assumptions is disclosed in the warrant relating to the assets and liabilities.

Financial assets and financial liabilities that are short-term matured are estimated fair value based on the carrying amounts shown in the statement of financial position.

The book value and fair value of each type of financial assets and liabilities as at December 31, 2020 are presented as follows:

	(Unit: Thousand Baht)			
	Consolidated			
	Fair value through profit or loss	Fair value through other comprehensive income	Amortised cost	Total
Financial assets as at December 31, 2020				
Cash and cash equivalents	-	-	38,392	38,392
Trade and other current receivables	-	-	193,114	193,114
Short-term loans	-	-	-	-
Other current financial assets	-	12	-	12
Other non-current financial assets	3,450	-	-	3,450
Non-current non-cash assets pledged as collateral	-	46,127	-	46,127
Restricted bank deposits	-	-	17,980	17,980
Total financial assets	3,450	46,139	249,486	299,075

PP PRIME PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

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(Unit: Thousand Baht)

	Separate			
	Fair value through		Amortised cost	Total
	Fair value through profit or loss	other comprehensive income		
Financial assets as at December 31, 2020				
Cash and cash equivalents	-	-	30,317	30,317
Trade and other current receivables	-	-	114,535	114,535
Other current financial assets	-	12	-	12
Other non-current financial assets	3,450	-	-	3,450
Long-term loans	-	-	168,014	168,014
Non-current non-cash assets pledged as collateral	-	46,127	-	46,127
Restricted bank deposits	-	-	202	202
Total financial assets	3,450	46,139	313,068	362,657

As at 31 December 2020, the Company and its subsidiaries have not required any financial liabilities to be measured at fair value through profit or loss.

43.4 Determination of fair values

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

The fair value of cash and cash equivalents, trade and other accounts receivable, short-term loans, other current assets, bank overdrafts, short-term borrowings, trade and other accounts payable and other current liabilities is taken to approximate the carrying value.

The fair value of investments in equity securities - available-for-sales, are determined by reference to their quoted bid prices at the reporting 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.

Fair values and the carrying values of financial assets and liabilities other than the aforementioned were book value and fair value as at December 31, 2020 and 2019 are as follows:

The Company has assets and liabilities that are measured at fair value or disclosed in fair value classified according to the fair value hierarchy as follows:

PP PRIME PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
**NOTES TO INTERIM FINANCIAL STATEMENTS
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(Unit: Million Baht)

Consolidated financial statements								
Level 1		Level 2		Level 3		Total		
December	December	December	December	December	December	December	December	
31, 2020	31, 2019	31, 2020	31, 2019	31, 2020	31, 2019	31, 2020	31, 2019	
Financial assets measured at fair value								
Financial asset at fair value through								
Other comprehensive income								
Equity instruments	46	84	-	-	-	-	46	84
Debt instruments*	-	-	0.01	0.03	-	-	0.01	0.03
Investment properties	-	-	135	167	-	-	135	167
Land revaluation	-	-	430	436	-	-	430	436

* 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		
December	December	December	December	December	December	December	December	
31, 2020	31, 2019	31, 2020	31, 2019	31, 2020	31, 2019	31, 2020	31, 2019	
Financial assets measured at fair value								
Financial asset at fair value through								
Other comprehensive income								
Equity instruments	46	84	-	-	-	-	46	84
Debt instruments*	-	-	0.01	0.03	-	-	0.01	0.03
Investment properties	-	-	135	167	-	-	135	167
Land revaluation	-	-	100	100	-	-	100	100

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

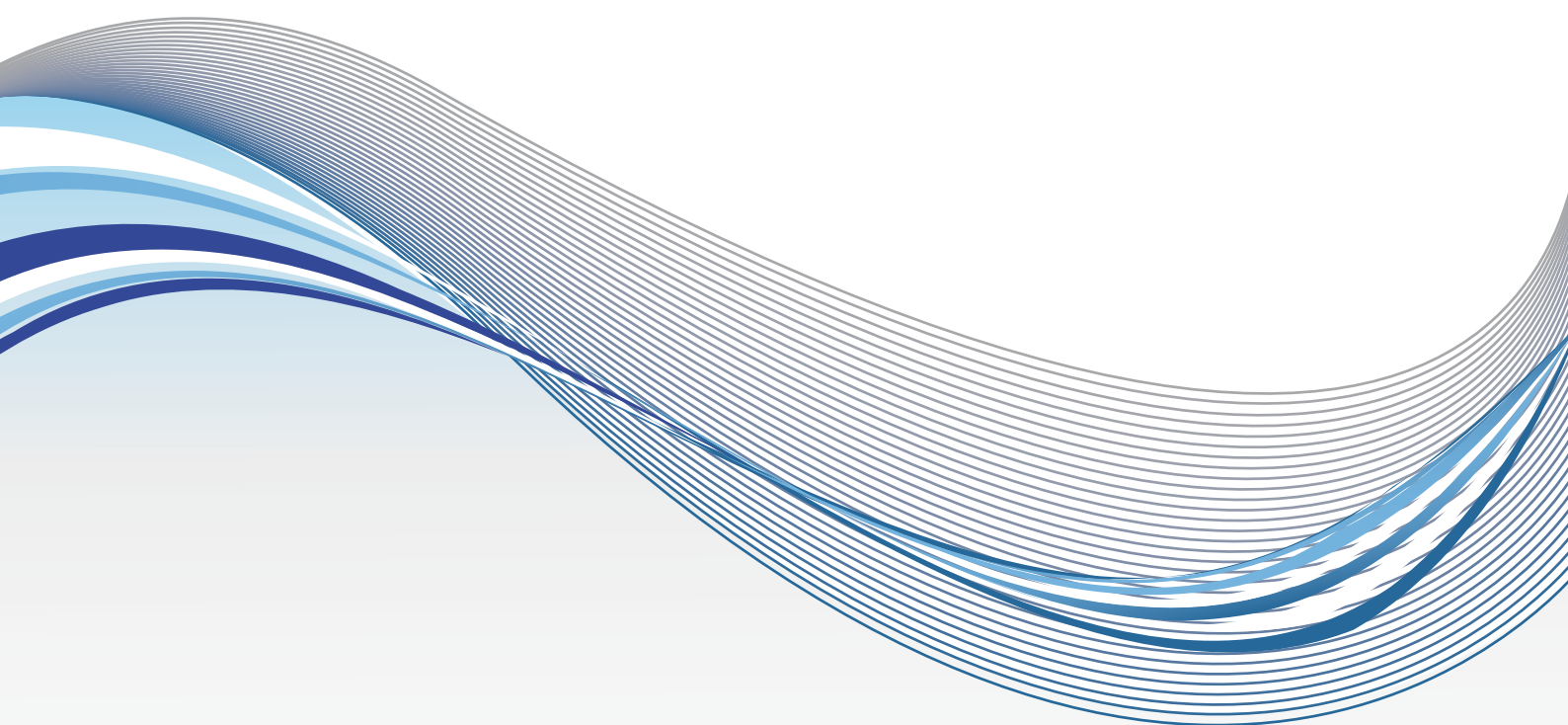
The current year, there were not transfer within the fair value hierarchy.

44. CAPITAL MANAGEMENT

The primary objective of the Company's capital management is to ensure that it has appropriate capital structure in order to support its business and maximize shareholder value. As at December 31, 2020 the Group's debt – to – equity ratio was 24.99 : 1 (December 31, 2019 : 4.53: 1) and the Company's was 5.51 : 1 (December 31, 2019 : 2.80 : 1).

45. APPROVAL OF FINANCIAL STATEMENTS

These financial statements were authorized for issue by the Company's authorized director on March 1, 2021.



P P PRIME

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