

PRIME ROAD POWER PUBLIC COMPANY LIMITED

**INTERIM CONSOLIDATED AND SEPARATE
FINANCIAL INFORMATION (UNAUDITED)**

30 June 2020

AUDITOR'S REPORT ON THE REVIEW OF THE INTERIM FINANCIAL INFORMATION

To the Shareholders and the Board of Directors of Prime Road Power Public Company Limited

I have reviewed the interim consolidated financial information of Prime Road Power Public Company Limited and its subsidiaries, and the interim separate financial information of Prime Road Power Public Company Limited. These comprise the consolidated and separate statements of financial position as at 30 June 2020, the consolidated and separate statements of comprehensive income for the three-month and six-month periods then ended, and the related consolidated and separate statements of changes in equity and cash flows for the six-month period then ended, and the condensed notes to the interim financial information. Management is responsible for the preparation and presentation of this interim consolidated and separate financial information in accordance with Thai Accounting Standard 34, "Interim Financial Reporting". My responsibility is to express a conclusion on this interim consolidated and separate financial information based on my review.

Scope of review

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

Conclusion

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

PricewaterhouseCoopers ABAS Ltd.

Kajornkiet Aroonpirodkul

Certified Public Accountant (Thailand) No. 3445

Bangkok

13 August 2020

Prime Road Power Public Company Limited

Statement of Financial Position

As at 30 June 2020

	Notes	Consolidated financial information		Separate financial information	
		Unaudited 30 June 2020 Baht Thousand	Audited 31 December 2019 Baht Thousand	Unaudited 30 June 2020 Baht Thousand	Audited 31 December 2019 Baht Thousand
Assets					
Current assets					
Cash and cash equivalents		212,158	44,638	2,221	2,263
Restricted deposits		8,000	8,000	-	-
Trade and other receivables	6	119,733	99,470	9,013	3,682
Inventory		1,066	-	-	-
Contract assets		708	-	-	-
Short-term loans to related parties	14.3	-	33,206	-	-
Short-term loans to third party		9,582	8,256	-	-
Other current assets		19,699	25,460	521	181
Receivable from guaranteed investment	10.2	618,374	594,681	27,938	6,225
Assets under Share Subscription Agreement	10.3	624,735	619,431	643,570	636,821
Total current assets		1,614,055	1,433,142	683,263	649,172
Non-current assets					
Restricted deposits		184,052	232,932	-	-
Investments in subsidiaries	7.1	-	-	4,018,001	4,018,001
Investments in associates	7.2	1,165,032	1,078,163	-	-
Long-term loans to related parties	14.4	-	-	2,657	-
Long-term loans to third parties		52,000	52,000	-	-
Property, plant and equipment	8	1,840,537	1,862,608	108	46
Right-of-use assets	3.1.2	116,800	-	7,719	-
Intangible assets	9	602,464	613,910	10	11
Deferred income tax assets, net		2,832	1,378	559	652
Other non-current assets		2,725	2,762	-	-
Total non-current assets		3,966,442	3,843,753	4,029,054	4,018,710
Total assets		5,580,497	5,276,895	4,712,317	4,667,882

Director _____ Director _____

The accompanying notes are an integral part of this interim financial information.

Prime Road Power Public Company Limited

Statement of Financial Position (Cont'd)

As at 30 June 2020

	Notes	Consolidated financial information		Separate financial information	
		Unaudited 30 June 2020 Baht Thousand	Audited 31 December 2019 Baht Thousand	Unaudited 30 June 2020 Baht Thousand	Audited 31 December 2019 Baht Thousand
Liabilities and equity					
Current liabilities					
Trade and other payables		48,987	53,576	8,095	6,694
Current portion of rights in power purchase agreements payable	11	3,808	3,566	-	-
Current portion of long-term borrowings from financial institutions	12	140,844	140,166	-	-
Current portion of lease liabilities		4,388	306	1,671	-
Short-term loans from third parties		202	202	-	-
Other current liabilities		3,781	2,776	358	351
Liabilities under Share Subscription Agreement	10.3	666,269	637,272	661,223	632,761
Total current liabilities		868,279	837,864	671,347	639,806
Non-current liabilities					
Rights in power purchase agreements payable	11	157,976	159,822	-	-
Long-term borrowings from financial institutions	12	1,530,093	1,590,402	-	-
Long-term loans from related parties	14.5	10,074	10,074	71,500	33,565
Lease liabilities		117,819	-	5,249	-
Promissory notes	14.7	184,541	313,387	-	-
Deferred income tax liabilities, net		2,867	3,064	-	-
Employee benefit obligations		5,988	5,486	3,597	3,262
Other non-current liabilities		20,250	19,390	-	-
Total non-current liabilities		2,029,608	2,101,625	80,346	36,827
Total liabilities		2,897,887	2,939,489	751,693	676,633

The accompanying notes are an integral part of this interim financial information.

Prime Road Power Public Company Limited
Statement of Financial Position (Cont'd)
As at 30 June 2020

	Consolidated financial information		Separate financial information	
	Unaudited 30 June 2020 Baht Thousand	Audited 31 December 2019 Baht Thousand	Unaudited 30 June 2020 Baht Thousand	Audited 31 December 2019 Baht Thousand
Liabilities and equity (Cont'd)				
Equity				
Share capital				
Authorised share capital				
Ordinary shares, 25,514,280,600 shares of par Baht 1 each				
	25,514,281	25,514,281	25,514,281	25,514,281
Issued and paid-up share capital				
Ordinary shares, 17,017,941,780 shares of fully-paid				
	17,017,942	17,017,942	17,017,942	17,017,942
Warrants	-	-	37,318	37,318
Deficits arising from reverse acquisition	(12,423,099)	(12,423,099)	(10,863,480)	(10,863,480)
Retained earnings				
Appropriated - legal reserve				
	17,193	17,193	-	-
Unappropriated (deficits)				
	275,732	106,190	(2,231,156)	(2,200,531)
Other components of equity				
Deficits arising from business combination under common control				
	(2,452,138)	(2,452,138)	-	-
Others				
	145,338	(25,892)	-	-
Equity attributable to owners of the parent	2,580,968	2,240,196	3,960,624	3,991,249
Non-controlling interests	101,642	97,210	-	-
Total equity	2,682,610	2,337,406	3,960,624	3,991,249
Total liabilities and equity	5,580,497	5,276,895	4,712,317	4,667,882

The accompanying notes are an integral part of this interim financial information.

Prime Road Power Public Company Limited
Statement of Comprehensive Income (Unaudited)
For the three-month period ended 30 June 2020

	Note	Consolidated financial information		Separate financial information	
		2020 Baht Thousand	2019 Baht Thousand	2020 Baht Thousand	2019 Baht Thousand
Revenues from sales and services		94,556	89,757	-	-
Cost of sales and services		(40,401)	(39,142)	-	-
Gross profit		54,155	50,615	-	-
Other income		1,219	935	3,250	59,631
Administrative expenses		(27,583)	(24,908)	(17,702)	(73,113)
Net gain (loss) on exchange rate		614	(327)	(18)	1,060
Finance costs		(24,802)	(23,434)	(219)	(16,178)
Share of profit from associates		75,930	81,286	-	-
Profit (loss) before income tax		79,533	84,167	(14,689)	(28,600)
Income tax		394	262	(137)	-
Profit (loss) for the period		79,927	84,429	(14,826)	(28,600)
Other comprehensive income:					
<i>Item that will not be reclassified subsequently to profit or loss</i>					
Fair value reserve		39,522	-	-	-
<i>Item that will be reclassified subsequently to profit or loss</i>					
Exchange differences on translating financial information		(27,369)	(5,425)	-	-
Total comprehensive income (expense) for the period		92,080	79,004	(14,826)	(28,600)
Profit (loss) attributable to:					
Owners of the parent		77,842	81,820	(14,826)	(28,600)
Non-controlling interests		2,085	2,609	-	-
		79,927	84,429	(14,826)	(28,600)
Total comprehensive income (expense) attributable to:					
Owners of the parent		89,995	76,395	(14,826)	(28,600)
Non-controlling interests		2,085	2,609	-	-
		92,080	79,004	(14,826)	(28,600)
Earnings per share	13	Baht	Baht	Baht	Baht
Basic earnings (loss) per share		0.005	0.005	(0.001)	(0.013)
Diluted earnings (loss) per share		0.005	0.005	(0.001)	(0.013)

The accompanying notes are an integral part of this interim financial information.

Prime Road Power Public Company Limited
Statement of Comprehensive Income (Unaudited)
For the six-month period ended 30 June 2020

	Notes	Consolidated financial information		Separate financial information	
		2020 Baht Thousand	2019 Baht Thousand	2020 Baht Thousand	2019 Baht Thousand
Revenues from sales and services		190,112	172,671	-	-
Cost of sales and services		(80,664)	(73,897)	-	-
Gross profit		109,448	98,774	-	-
Other income		2,805	1,582	6,689	77,681
Reversal of impairment of investment in subsidiaries		-	-	-	77,288
Administrative expenses		(55,431)	(50,505)	(36,817)	(148,442)
Net gain (loss) on exchange rate		2,837	(447)	11	1,681
Finance costs		(50,348)	(45,923)	(384)	(31,424)
Share of profit from associates	7.2	164,271	162,091	-	-
Profit (loss) before income tax		173,582	165,572	(30,501)	(23,216)
Income tax		406	525	(99)	-
Profit (loss) for the period		173,988	166,097	(30,600)	(23,216)
Other comprehensive income:					
<i>Item that will not be reclassified subsequently to profit or loss</i>					
Fair value reserve		47,850	-	-	-
<i>Item that will be reclassified subsequently to profit or loss</i>					
Exchange differences on translating financial information		19,859	(5,252)	-	-
Total comprehensive income (expense) for the period		241,697	160,845	(30,600)	(23,216)
Profit (loss) attributable to:					
Owners of the parent		169,556	160,654	(30,600)	(23,216)
Non-controlling interests		4,432	5,443	-	-
		173,988	166,097	(30,600)	(23,216)
Total comprehensive income (expense) attributable to:					
Owners of the parent		237,265	155,402	(30,600)	(23,216)
Non-controlling interests		4,432	5,443	-	-
		241,697	160,845	(30,600)	(23,216)
Earnings per share	13	Baht	Baht	Baht	Baht
Basic earnings (loss) per share		0.010	0.011	(0.002)	(0.011)
Diluted earnings (loss) per share		0.010	0.011	(0.002)	(0.011)

The accompanying notes are an integral part of this interim financial information.

Prime Road Power Public Company Limited
Statement of Changes in Equity (Unaudited)
For the six-month period ended 30 June 2020

Consolidated financial information												
Attributable to owners of the parent												
	Capital contributed		Retained earnings		Other components of equity							
	Issued and paid-up share capital	Deficits arising from reverse acquisition	Appropriated - legal reserve	Unappropriated	Deficits arising from business combination under common control	Exchange differences on translating financial information	Changes in controlling interest in subsidiaries	Fair value reserve	Total other components of equity	Total owners of the parent	Non-controlling interests	Total
Note	Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand
Opening balance as at 1 January 2019 (Adjusted for reverse acquisition)	14,881,483	(10,863,480)	-	172,170	(2,452,138)	(8,956)	(5,246)	-	(2,466,340)	1,723,833	87,401	1,811,234
Changes in equity for the period												
Subscription of shares in subsidiary by non-controlling interests	-	-	-	-	-	-	-	-	-	-	314	314
Total comprehensive income (expense) for the period	-	-	-	160,654	-	(5,252)	-	-	(5,252)	155,402	5,443	160,845
Closing balance as at 30 June 2019 (Adjusted for reverse acquisition)	<u>14,881,483</u>	<u>(10,863,480)</u>	<u>-</u>	<u>332,824</u>	<u>(2,452,138)</u>	<u>(14,208)</u>	<u>(5,246)</u>	<u>-</u>	<u>(2,471,592)</u>	<u>1,879,235</u>	<u>93,158</u>	<u>1,972,393</u>
Balance as at 31 December 2019												
- Previously reported	17,017,942	(12,423,099)	17,193	106,190	(2,452,138)	(20,646)	(5,246)	-	(2,478,030)	2,240,196	97,210	2,337,406
Retrospective adjustments due to changes in accounting policy	3	-	-	(14)	-	-	-	103,521	103,521	103,507	-	103,507
Opening balance as at 1 January 2020 - Restated	17,017,942	(12,423,099)	17,193	106,176	(2,452,138)	(20,646)	(5,246)	103,521	(2,374,509)	2,343,703	97,210	2,440,913
Change in equity for the period												
Total comprehensive income for the period	-	-	-	169,556	-	19,859	-	47,850	67,709	237,265	4,432	241,697
Closing balance as at 30 June 2020	<u>17,017,942</u>	<u>(12,423,099)</u>	<u>17,193</u>	<u>275,732</u>	<u>(2,452,138)</u>	<u>(787)</u>	<u>(5,246)</u>	<u>151,371</u>	<u>(2,306,800)</u>	<u>2,580,968</u>	<u>101,642</u>	<u>2,682,610</u>

The accompanying notes are an integral part of this interim financial information.

Prime Road Power Public Company Limited
Statement of Changes in Equity (Unaudited) (Cont'd)
For the six-month period ended 30 June 2020

	Separate financial information					
		Issued and paid-up share capital	Warrants	Share discount on business acquisition	Deficits	Total
	Note	Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand
Opening balance as at 1 January 2019		2,136,460	37,964	-	(2,142,400)	32,024
Change in equity for the period						
Total comprehensive expense for the period		-	-	-	(23,216)	(23,216)
Closing balance as at 30 June 2019		<u>2,136,460</u>	<u>37,964</u>	<u>-</u>	<u>(2,165,616)</u>	<u>8,808</u>
Balance as at 31 December 2019 - Previously reported		17,017,942	37,318	(10,863,480)	(2,200,531)	3,991,249
Retrospective adjustments due to changes in accounting policy	3	-	-	-	(25)	(25)
Opening balance as at 1 January 2020 - Restated		<u>17,017,942</u>	<u>37,318</u>	<u>(10,863,480)</u>	<u>(2,200,556)</u>	<u>3,991,224</u>
Change in equity for the period						
Total comprehensive expense for the period		-	-	-	(30,600)	(30,600)
Closing balance as at 30 June 2020		<u>17,017,942</u>	<u>37,318</u>	<u>(10,863,480)</u>	<u>(2,231,156)</u>	<u>3,960,624</u>

The accompanying notes are an integral part of this interim financial information.

Prime Road Power Public Company Limited

Statement of Cash Flows (Unaudited)

For the six-month period ended 30 June 2020

	Consolidated		Separate	
	financial information		financial information	
	2020	2019	2020	2019
Notes	Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand
Cash flows from operating activities				
Profit (loss) before income tax	173,582	165,572	(30,501)	(23,216)
Adjustments for:				
Depreciation	54,163	45,234	667	2,764
Amortisation	9 13,393	12,897	1	2,437
Loss from write-off of equipment	8 8	70	-	-
Amortisation of debt issuance cost	12 1,580	1,775	-	-
Share of profit from associates	7.2 (164,271)	(162,091)	-	-
Employee benefit obligations	502	198	335	149
Unrealised (gain) loss on exchange rate	(2,982)	197	-	(3,279)
Impairment of investment in subsidiaries	-	-	-	18,960
Reversal of impairment of investment in subsidiaries	-	-	-	(77,288)
Reversal of impairment of asset	-	-	-	7,982
Realised (gain) loss on disposal of investment in subsidiary and associate	-	-	-	(20,465)
Interest income	(2,417)	(1,541)	(8)	(29,013)
Finance costs	48,768	44,148	384	31,424
Bad debts and allowance for doubtful accounts	-	-	-	85,940
Changes in working capital:				
Trade and other receivables	(23,441)	(33,577)	(6,825)	(3,720)
Inventory	(1,065)	-	-	-
Contract assets	(707)	-	-	-
Other current assets	6,256	(7,009)	(148)	(439)
Other non-current assets	38	-	-	-
Trade and other payables	(2,069)	(10,416)	2,319	(12,632)
Other current liabilities	1,005	319	7	438
Other non-current liabilities	-	-	-	(1,160)
Cash generated from (used in) operations	102,343	55,776	(33,769)	(21,118)
<u>Add</u> Interest received	1,670	298	2	1
<u>Less</u> Interest paid	(42,730)	(43,562)	(978)	(19,711)
<u>Less</u> Income tax paid	(416)	(163)	(124)	(31)
Net cash generated from (used in) operating activities	60,867	12,349	(34,869)	(40,859)

The accompanying notes are an integral part of this interim financial information.

Prime Road Power Public Company Limited
Statement of Cash Flows (Unaudited) (Cont'd)
For the six-month period ended 30 June 2020

	Consolidated		Separate	
	financial information		financial information	
	2020	2019	2020	2019
Notes	Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand
Cash flows from investing activities				
(Increase) decrease in restricted deposits	48,880	17	-	-
Short-term loan made to related parties	-	-	-	(49,618)
Repayments received from short-term loan to related parties	14.3	36,455	864	2,100
Short-term loan made to third parties	(1,326)	-	-	-
Long-term loan made to related party	14.4	-	(2,657)	-
Acquisition of subsidiaries, net of cash acquired	-	(18,362)	-	-
Proceeds from disposals of subsidiary	-	-	-	44,020
Dividends received	7.2	117,002	50,492	-
Acquisition of investments in associates	-	(13,109)	-	-
Acquisition of property, plant and equipment	8	(15,773)	(68)	-
Acquisition of intangible assets	-	(1,924)	-	-
		<u>183,314</u>	<u>(273,461)</u>	<u>(3,498)</u>
Net cash generated from (used in) investing activities				
Cash flows from financing activities				
Increase (decrease) in bank overdrafts	1,228	-	1,228	(192)
Proceeds from short-term loan from third parties	-	39,781	-	-
Repayments to short-term loan from third parties	-	(40,000)	-	-
Proceeds from issuance of bills of exchange	-	-	-	311,100
Repayments to bills of exchange	-	-	-	(439,000)
Proceeds from short-term loan from related parties	-	-	-	218,802
Repayments to short-term loan from related parties	-	-	-	(46,120)
Repayments to lease liabilities	(7,069)	(333)	(1,611)	(509)
Proceeds from long-term loan from related parties	14.5	-	12,500	39,000
Repayments to long-term loan from related parties	14.5	-	(9,500)	(1,065)
Proceeds from long-term borrowings from financial institutions, net of cash paid for debt issuance cost	-	249,036	-	-
Repayments to long-term borrowings from financial institutions	12	(71,700)	(53,852)	-
Subscription of shares in subsidiaries by non-controlling interests	-	58	-	-
		<u>(77,541)</u>	<u>197,690</u>	<u>44,081</u>
Net cash (used in) generated from financing activities				

The accompanying notes are an integral part of this interim financial information.

Prime Road Power Public Company Limited
Statement of Cash Flows (Unaudited) (Cont'd)
For the six-month period ended 30 June 2020

	Consolidated		Separate	
	financial information		financial information	
	2020	2019	2020	2019
	Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand
Net increase (decrease) in				
cash and cash equivalents	166,640	(63,422)	(42)	(276)
Cash and cash equivalents at beginning of the period	44,638	96,932	2,263	495
Cash and cash equivalents grouped as assets under Share Subscription Agreement	2	-	-	-
Exchange rate differences	878	(1,247)	-	-
Cash and cash equivalents at end of the period	212,158	32,263	2,221	219

Non-cash transactions

Significant non-cash transactions are as follows:

Acquisition of property and equipment, not yet paid	-	49,060	-	-
Acquisition of investment in subsidiaries, not yet paid	7,864	7,432	-	-
Receivable from subscription of shares in a subsidiary by non-controlling interests	-	256	-	-
Long-term loan to third parties decreased due to borrowers become subsidiary	-	1,516	-	-
Dividend receivable	-	46,200	-	-

The accompanying notes are an integral part of this interim financial information.

1 General information

Prime Road Power Public Company Limited (“the Company”) is incorporated in Thailand and is a public limited company which is listed on the Stock Exchange of Thailand.

The Company changed its name from Food Capitals Public Company Limited to Prime Road Power Public Company Limited on 26 July 2019.

On 31 July 2019, the Company has changed its registered office to:
22nd Floor TP&T Tower, 1 Soi Vibhavadee-Rangsit 19 Chatuchak, Chatuchak, Bangkok

For reporting purposes, Food Capitals Public Company Limited and its subsidiaries before the business acquisition are referred to as “FC Group”. Prime Road Alternative Company Limited and its subsidiaries before the business acquisition are referred to as “PRA Group”. FC Group and PRA Group after the business acquisition is collectively referred to as “the Group”.

On 26 July 2019, under the terms and conditions of “Share Subscription Agreement”, the Company acquired 4,018,001 shares of Prime Road Alternative Co., Ltd. (“PRA”) by issuing 14,881,481,481 ordinary shares with a par value of Baht 1 each, at the offering price of Baht 0.27 each (Price at the transaction date on 26 July 2019 was Baht 0.42 per share) to PRG Development Company Limited (“PRGD”), the parent of PRA. As a result, PRGD becomes the Company’s major shareholders by holding 87.45% of issued shares, having controlling power over the Company. For accounting purpose, considering size of PRA Group that is significantly larger than FC Group and the management of FC Group were replaced by those of PRA Group after acquisition, the transaction is considered as a business acquisition and is a reverse acquisition in accordance with TFRS 3 “Business Combination”. As a result, the consolidated financial information reflects PRA Group as acquirer in accounting and FC Group is acquiree, which is different from the legal form and presentation of the separate financial information which is reflecting that the Company holds 99.99% interests in PRA Group.

The principal business operations of the Group are the construction of power plants and generation of electricity from renewable energy to distribute to individuals, corporations, government agencies, state-owned enterprises both domestic and overseas.

This interim consolidated and separate financial information are presented in Thai Baht and rounded to the nearest thousand, unless otherwise stated.

This interim consolidated and separate financial information was authorised for issue by the Board of Directors on 13 August 2020.

This interim consolidated and separate financial information has been reviewed, not audited.

2 Basis of preparation

The interim consolidated and separated financial information has been prepared in accordance with Thai Accounting Standard (TAS) no. 34, Interim Financial Reporting and other financial reporting requirements issued under the Securities and Exchange Act.

The consolidated financial information was prepared in accordance with the basis of business combination - reverse acquisition. Prime Road Power Public Company Limited is a legal parent company but is an accounting acquiree. PRA Group is legal subsidiaries but is accounting acquirer as explained in Note 1.

The interim financial information should be read in conjunction with the annual financial statements for the year ended 31 December 2019.

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

3 Accounting policies

The accounting policies used in the preparation of the interim financial information are consistent with those used in the annual financial statements for the year ended 31 December 2019, except as described below.

3.1 Adoption of new financial reporting standards

The Group has adopted financial reporting standards relating to financial instruments (TAS 32, TFRS 7 and TFRS 9) and leases standard (TFRS 16) retrospectively from 1 January 2020, but has not restated comparatives for the 2019 reporting period, as permitted in the standards. The reclassifications and adjustments arising from the new requirements are therefore recognised in the opening statement of financial position on 1 January 2020.

The following tables show the adjustments made to the amounts recognised in each line item in the statement of financial position upon adoption of the financial reporting standards relate to financial instruments (TAS 32 and TFRS 9) and leases standard (TFRS 16):

	Consolidated financial information			
	As at 31 December 2019 Previously reported Baht Thousand	TAS 32 and TFRS 9 Reclassifications and adjustments Baht Thousand (Note 3.1.1)	TFRS 16 Reclassifications and adjustments Baht Thousand (Note 3.1.2)	As at 1 January 2020 Restated Baht Thousand
Assets				
Current assets				
Trade and other receivables	99,470	-	(2,349)	97,121
Non-current assets				
Investments in associates	1,078,163	(20,707)	(2,566)	1,054,890
Right-of-use assets	-	-	115,563	115,563
Deferred income tax assets, net	1,378	-	1,245	2,623
Liabilities and equity				
Current liabilities				
Trade and other payable	53,576	-	(1,311)	52,265
Current portion of lease liabilities	306	-	3,018	3,324
Non-current liabilities				
Lease liabilities	-	-	118,769	118,769
Promissory notes	313,387	(132,797)	-	180,590
Equity				
Retained earnings	106,190	8,569	(8,583)	106,176
Fair value reserve	-	103,521	-	103,521
	Separate financial information			
	As at 31 December 2019 Previously reported Baht Thousand	TAS 32 and TFRS 9 Reclassifications and adjustments Baht Thousand (Note 3.1.1)	TFRS 16 Reclassifications and adjustments Baht Thousand (Note 3.1.2)	As at 1 January 2020 Restated Baht Thousand
Assets				
Non-current assets				
Right-of-use assets	-	-	4,018	4,018
Deferred income tax assets, net	652	-	6	658
Liabilities and equity				
Current liabilities				
Current portion of lease liabilities	-	-	777	777
Non-current liabilities				
Lease liabilities	-	-	3,272	3,272
Equity				
Deficits	(2,200,531)	-	(25)	(2,200,556)

3 Accounting policies (Cont'd)

3.1 Adoption of new financial reporting standards (Cont'd)

3.1.1 Financial instrument

Initial recognition of financial assets and liabilities at fair value

The Group has financial liabilities being promissory notes liable to associates (Note 14.7) that were not recognised at fair value. The promissory notes were initially remeasured to fair value and cumulative adjustments of Baht 132.80 million as of 1 January 2020 were made by decreasing investments in associates, promissory notes and retained earnings amounting to Baht 124.23 million, Baht 132.80 million and Baht 8.57 million, respectively.

Classification and measurement of investments in equity instruments (previously classified as general investments)

Unquoted investment invested by an associate, Aizu Energy Pte. Ltd. was remeasured to fair value through other comprehensive income. A cumulative adjustment of Baht 103.52 million as of 1 January 2020 was made by increasing investments in associates and other components of equity

3.1.2 Lease Agreement

On adoption of TFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of TAS 17 Leases. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 January 2020. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 1 January 2020 was ranging from 4.50% to 5.00% per annum.

For leases previously classified as finance leases the Group recognised the carrying amount of the lease asset and lease liability immediately before transition as the carrying amount of the right of use asset and the lease liability at the date of initial application. The measurement principles of TFRS 16 are only applied after that date.

	Consolidated financial information Baht Thousand
Operating lease commitments disclosed as at 31 December 2019	190,250
<u>Less</u> Discounted using the lessee's incremental borrowing rate at the date of initial application	<u>(68,463)</u>
Lease liabilities recognised as at 1 January 2020	<u>121,787</u>
Classified as follows :	
Current lease liabilities	3,018
Non-current lease liabilities	118,769

The associated right-of-use assets for property leases were measured on a retrospective basis as if the new rules had always been applied. Other right-of-use assets were measured at the amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position as at 31 December 2019. There were no onerous lease contracts that would have required an adjustment to the right-of-use assets at the date of initial application.

3 Accounting policies (Cont'd)

3.1 Adoption of new financial reporting standards (Cont'd)

3.1.2 Lease Agreement (Cont'd)

The recognised right-of-use assets relate to the following types of assets:

	Consolidated financial information		Separate financial information	
	30 June 2020 Baht Thousand	1 January 2020 Baht Thousand	30 June 2020 Baht Thousand	1 January 2020 Baht Thousand
Land	109,081	111,545	-	-
Office building	3,597	4,018	3,597	4,018
Motor vehicle	4,122	-	4,122	-
Total right-of-use assets	116,800	115,563	7,719	4,018

Practical expedients applied

In applying TFRS 16 for the first time of lease before 1 January 2020, the Group has used the following practical expedients permitted by the standard:

- the use of a single discount rate to a portfolio of leases with reasonably similar characteristics
- reliance on previous assessments on whether leases are onerous
- the accounting for operating leases with a remaining lease term of less than 12 months as at 1 January 2020 as short-term leases
- the exclusion of initial direct costs for the measurement of the right-of-use asset at the date of initial application
- the use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease, and
- elect not to reassess whether a contract is, or contains a lease as defined under TFRS 16 at the date of initial application but relied on its assessment made applying TAS 17 and TFRIC 4 determining whether an Arrangement contains a Lease.

3.2 Changes in accounting policies from adoption of the financial reporting standards related to financial instruments and leases

3.2.1 Financial instrument

Impairment

From 1 January 2020, the Group assesses expected credit loss on a forward-looking basis for its financial assets carried at fair value through other comprehensive income (FVOCI) and at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk, except trade receivables, contract assets, and lease receivables which the Group applies the simplified approach in determining its expected credit loss.

Financial guarantee

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of a) the amount of expected credit loss determined; and b) the amount initially recognised less the cumulative amount of income recognised.

3 Accounting policies (Cont'd)

3.2 Changes in accounting policies from adoption of the financial reporting standards related to financial instruments and leases (Cont'd)

3.2.2 Leases

The Group leases various office building, land and motor vehicle. Rental contracts are typically made for fixed periods of 3 to 25 years but may have extension options. Before 2020 financial year, leases of property, plant and equipment were classified as either finance or operating leases. Payments made under operating leases (net of any incentives received from the lessor) were charged to profit or loss on a straight-line basis over the period of the lease.

From 1 January 2020, leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate
- amounts expected to be payable by the lessee under residual value guarantees
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise and small items of office equipments and motor vehicles.

3 Accounting policies (Cont'd)

3.3 Reclassification

Comparative separate statement of comprehensive income has been reclassified to conform with changes in presentation in the current period as follows:

	Separate financial information		
	Before reclassification Baht Thousand	Reclassification Baht Thousand	After reclassification Baht Thousand
For the three-month period ended 30 June 2019			
Other income	3,215	56,416	59,631
Management service income	2,845	(2,845)	-
Interest income	14,832	(14,832)	-
Net gain on exchange rate	-	1,060	1,060
Gain from sale of investment in a subsidiary	20,465	(20,465)	-
Administrative expenses	(53,779)	(19,334)	(73,113)
	Before	Reclassification	After
For the six-month period ended 30 June 2019	reclassification	Baht Thousand	reclassification
	Baht Thousand	Baht Thousand	Baht Thousand
Other income	5,026	72,655	77,681
Management service income	5,524	(5,524)	-
Interest income	29,013	(29,013)	-
Net gain on exchange rate	-	1,681	1,681
Gain from sale of investment in a subsidiary	20,465	(20,465)	-
Administrative expenses	(129,108)	(19,334)	(148,442)

4 Estimates

The preparation of interim financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

5 Segment and revenue information

The Board of Directors is the Group's chief operating decision-maker. The Board of Directors has determined the operating segments based on the information reviewed for the purposes of allocating resources and assessing performance.

Business segment

The Group operates in a single business being the generation and distribution of electricity generated from solar energy. Therefore, the Board of Directors considers that the Group has only one business segment.

Geographic segment

Segment information is presented in respect of the Group's geographic segments which are domestic and international. The two segments presented were classified and reviewed by authorised persons which is the Board of Directors. The following information is used by authorised persons to evaluate operation of each segment.

Prime Road Power Public Company Limited
Condensed Notes to the Interim Financial Information (Unaudited)
For the six-month period ended 30 June 2020

5 Segment and revenue information (Cont'd)

Financial information by geographic segment

For the six-month period ended 30 June	Consolidated financial information									
	Domestic		International		Total		Elimination		Total	
	2020 Baht Thousand	2019 Baht Thousand	2020 Baht Thousand	2019 Baht Thousand	2020 Baht Thousand	2019 Baht Thousand	2020 Baht Thousand	2019 Baht Thousand	2020 Baht Thousand	2019 Baht Thousand
Revenues from sales and services	169,893	167,997	20,219	4,674	190,112	172,671	-	-	190,112	172,671
Cost of sales and services	(63,995)	(63,077)	(11,186)	(3,570)	(75,181)	(66,647)	(5,483)	(7,250)	(80,664)	(73,897)
Gross profit	105,898	104,920	9,033	1,104	114,931	106,024	(5,483)	(7,250)	109,448	98,774
Other income	58,525	93,694	7	5	58,532	93,699	55,7(27)	(92,117)	2,805	1,582
Administrative expenses	59,(976)	(54,049)	(3,450)	2,(442)	(63,426)	(56,491)	7,995	5,986	(55,431)	(50,505)
Net gain (loss) on exchange rate	2,837	5(50)	-	75	2,837	(475)	-	28	2,837	(447)
Finance costs	(55,680)	(52,631)	(3,095)	(549)	(58,775)	(53,180)	8,427	7,257	(50,348)	(45,923)
Share of profit from associates	157,359	163,041	6,912	(950)	164,271	162,091	-	-	164,271	162,091
Profit (loss) before income tax	208,963	254,425	9,407	(2,757)	218,370	251,668	(44,788)	(86,096)	173,582	165,572
Income tax	419	525	-	-	419	525	)13(	-	406	525
Profit (loss) for the period	209,382	254,950	9,407	(2,757)	218,789	252,193	(44,801)	(86,096)	173,988	166,097
As at	Domestic		International		Total		Elimination		Total	
	30 June 2020 Baht Thousand	31 December 2019 Baht Thousand	30 June 2020 Baht Thousand	31 December 2019 Baht Thousand	30 June 2020 Baht Thousand	31 December 2019 Baht Thousand	30 June 2020 Baht Thousand	31 December 2019 Baht Thousand	30 June 2020 Baht Thousand	31 December 2019 Baht Thousand
Total assets	15,829,510	15,668,349	1,206,566	1,020,951	17,036,076	16,689,300	)11,455,579(	(11,412,405)	5,580,497	5,276,895
Total liabilities	3,933,666	4,059,032	344,268	339,533	4,277,934	4,398,565	)1,380,047(	(1,459,076)	2,897,887	2,939,489

The Board of Directors assesses the performance of the operating segments bases on a measure of net profit as presented in consolidated financial information which is relevant and comparable with other entities in the same industries.

All of revenues of the Group are revenues from electricity sales which have timing of revenue recognition at a point in time.

6 Trade receivables

As at 30 June 2020 and 31 December 2019, trade receivables included in trade and other receivables in the statement of financial position can be analysed by age as follows:

	Consolidated financial information	
	30 June 2020	31 December 2019
	Baht Thousand	Baht Thousand
Not yet due	31,168	19,547
<u>Less</u> Expected credit losses	-	-
Total trade receivables, net	<u>31,168</u>	<u>19,547</u>

7 Investments in subsidiaries and associates

7.1 Investments in subsidiaries

Transactions incurred during 2020

Investment by subsidiary

Prime Road Alternative (Cambodia) Co., Ltd.

During the period, Prime Road Group ("PRG") made additional payment for the called-up capital in Prime Road Alternative (Cambodia) Co., Ltd. amounting to USD 125,304.

7.2 Investments in associates

The movements of investments in associates are as follows:

	Consolidated financial information Baht Thousand
For the six-month period ended 30 June 2020	
Opening net book amount	1,078,163
Retrospective adjustments from changes in accounting policy (Note 3)	(23,273)
Share of profit from investments	164,271
Share of loss from guaranteed investment	(614)
Dividends income	(117,002)
Exchange differences on translating financial information	15,023
Transfer to assets under Share Subscription Agreement	614
Fair value reserve	47,850
Closing net book amount	<u>1,165,032</u>

8 Property, plant and equipment

	Consolidated financial information	Separate financial information
	Baht Thousand	Baht Thousand
For the six-month period ended 30 June 2020		
Opening net book amount	1,862,608	46
Additions	15,773	68
Disposals/write-offs, net	(8)	-
Depreciation charge	(51,039)	(6)
Exchange differences on translating financial information	13,203	-
Closing net book amount	<u>1,840,537</u>	<u>108</u>

As at 30 June 2020, land with the net book amount of Baht 32.72 million (31 December 2019: Baht 32.72 million) and buildings and equipment of Baht 1,799.13 million (31 December 2019: Baht 1,819.76 million) are pledged as collateral for long-term borrowings (Note 12).

Capital commitments

Capital commitments as at the date of the statement of financial position but not included in the financial information are as follows:

		Consolidated financial information	
	Currency	30 June 2020	31 December 2019
Power plants, tools and equipment in power plants	USD Thousand	5	-
Power plants, tools and equipment in power plants	NTD Thousand	396,648	1,758

9 Intangible assets

	Consolidated financial information	Separate financial information
	Baht Thousand	Baht Thousand
For the six-month period ended 30 June 2020		
Opening net book amount	613,910	11
Additions	320	-
Amortisation charge	(13,393)	(1)
Exchange differences on translating financial information	1,627	-
Closing net book amount	<u>602,464</u>	<u>10</u>

Capital commitments

Capital commitments as at the date of the statement of financial position but not included in the financial information are as follows:

		Consolidated financial information	
	Currency	30 June 2020	31 December 2019
Computer software	Baht Thousand	202	375

10 Business combination

As explained in Note 1, for accounting purpose, PRA Group - the acquirer, has completed the acquisition of FC Group - the acquiree, on 26 July 2019, with the conditions that the former shareholders of FC Group have to comply with as follows:

- a) Disposal of investments and liabilities in accordance with the "Conditions Precedent" before the business combination.

The former shareholders of FC Group has completed the disposal of the investments and liabilities before 26 July 2019.

- b) Obligations for disposal of assets and liabilities in connection with the Covenants of business combination and guarantee of investment value.

The former shareholders of FC Group has to dispose of assets and liabilities in accordance with the Covenants after business combination within 12 months, and payment of the consideration has to be made in full within 15 months from 26 July 2019.

At all events, the FC Group must have net assets after completing the conditions in both a) and b) in the amount of Baht 576.84 million. In case the net assets are less than Baht 576.84 million, Mr. Krit Srichawla - the former major shareholder of FC Group, has agreed to undertake the assets for FC Group in order to derive the net assets to be converted into cash at Baht 576.84 million. Consequently, the assets and liabilities acquired from the acquisition of FC Group of net amount of Baht 576.84 million are presented as "Assets/Liabilities under Share Subscription Agreement" (Note 10.3) in the consolidated financial information. The difference of Baht 576.84 million and net book value of the assets and liabilities of FC Group at the acquisition date will be recorded as "Receivable from guaranteed investment" as explained in Note 10.2.

10 Business combination (Cont'd)

Transactions related to business combination are as follows:

10.1 Transactions at business acquisition date

Consideration paid to FC Group and identifiable assets and liabilities assumed at the acquisition date are as follows:

	Consolidated financial information Baht Thousand
Recognised amounts of identifiable assets acquired and liabilities assumed	
Assets	
Cash and cash equivalents	283
Trade and other receivables	162,312
Short-term loans to third party	4,636
Other current assets	9,383
Investments in associates	95,154
Other investments	246,340
Short-term loans to related parties	30,070
Leasehold right of land	49,917
Investment property	54,699
Other non-current assets	700
Receivable from guaranteed investment (Note 10.2)	586,430
Liabilities	
Bank overdraft	(30,105)
Trade and other payables	(88,329)
Promissory notes	(310,749)
Current portion of debentures	(200,000)
Other current liabilities	(6,737)
Short-term loans from related parties	(27,164)
Identifiable net assets	<u>576,840</u>
Consideration paid	<u>576,840</u>
Goodwill	<u>-</u>

The consideration paid is calculated from number of shares issued by PRA to the former shareholders of FC Group, in order for the ownership proportion in the combined business equal to the proportion after reverse acquisition, which is 576,840 ordinary shares of PRA presenting at the fair value of Baht 576.84 million.

During the second quarter of 2020, the Group has finalised assessment of fair valuation of consideration paid being PRA's shares as at the acquisition date, using sum-of-the-parts approach assessed by independent financial advisor. The fair value from the assessment is approximate to the net assets acquired, there is then no adjustment required to the fair value of assets and liabilities obtained from the business acquisition.

10 Business combination (Cont'd)

Transactions related to business combination are as follows: (Cont'd)

10.2 Receivable from guaranteed investment

Receivable from guaranteed investment at the business acquisition date is the difference of book value of FC Group's identifiable net assets at the acquisition date which is lower than the guaranteed amount per agreement.

	Consolidated financial information Baht Thousand	Separate financial information Baht Thousand
Guaranteed amount per agreement	576,840	-
Book value of FC Group's net liabilities at the acquisition date	9,590	-
Receivable from guaranteed investment at the acquisition date	586,430	-
Guarantee of related income and expenses after the acquisition date		
Other income	(8,526)	(10,427)
Finance costs	50,258	50,256
Administrative expenses	3,497	2,436
Amortisation expense	2,564	2,564
Share of loss from investment in associates	1,042	-
Repayment of liabilities under Share Subscription Agreement	(16,891)	(16,891)
Receivable from guaranteed investment at 30 June 2020	618,374	27,938

Balance of receivable from guaranteed investment has been changed from the acquisition date according to the conditions of guarantee, which includes the transactions of income and expenses after the acquisition date, that are relating to FC Group's net assets as on the acquisition date.

10 Business combination (Cont'd)

Transactions related to business combination are as follows: (Cont'd)

10.3 Assets and liabilities under Share Subscription Agreement

Book value of assets and liabilities under Share Subscription Agreement as at 30 June 2020 and as at 31 December 2019 are as follows:

	Consolidated financial information		Separate financial information	
	30 June 2020 Baht Thousand	31 December 2019 Baht Thousand	30 June 2020 Baht Thousand	31 December 2019 Baht Thousand
Assets under Share Subscription Agreement				
Cash and cash equivalents	164	166	82	82
Trade and other receivables	138,516	131,260	170,451	162,267
Short-term loans to related parties	30,070	30,070	1,090	1,090
Short-term loans to third party	4,634	4,523	-	-
Other current assets	8,866	8,946	8,949	9,017
Investments in subsidiaries	-	-	315,964	315,964
Investments in associates	94,093	94,707	-	-
Other investment	246,340	246,340	-	-
Investment property	54,699	54,699	54,699	54,699
Leasehold right of land	47,353	48,720	47,353	48,720
Long-term loans to related parties	-	-	44,982	44,982
Total assets	624,735	619,431	643,570	636,821
Liabilities under Share Subscription Agreement				
Bank overdraft	29,971	28,743	29,971	28,743
Trade and other payables	88,354	60,585	83,338	56,104
Short-term loans from related parties	27,194	27,194	27,164	27,164
Short-term loans from other	514,250	514,250	514,250	514,250
Other current liabilities	6,500	6,500	6,500	6,500
Total liabilities	666,269	637,272	661,223	632,761
Total net (liabilities) assets under Share Subscription Agreement	(41,534)	(17,841)	(17,653)	4,060
Receivable from guaranteed investment				
Guaranteed amount per agreement	576,840	576,840		
Additional receivable from guarantee of related transactions after the acquisition date	41,534	17,841		
Balance as at 30 June 2020 (Note 10.2)	618,374	594,681		

11 Rights in power purchase agreements payable

The Group has entered into sponsorship agreements to produce electricity from ground - mounted solar power plants. The royalties of the sponsorship are recognised as “Rights in power purchase agreements payable” commencing from the commercial operations dates (COD).

The present value of rights in power purchase agreements payable are due as follows:

	Consolidated financial information	
	30 June 2020 Baht Thousand	31 December 2019 Baht Thousand
Not later than 1 year	3,808	3,566
Later than 1 year but not later than 5 years	16,417	16,041
Later than 5 years	141,559	143,781
	161,784	163,388

The movements of rights in power purchase agreements payable are as follows:

	Consolidated financial information Baht Thousand
For the six-month period ended 30 June 2020	
Opening net book amount	163,388
Repayments of liabilities	(5,410)
Finance cost	3,806
Closing net book amount	161,784

12 Long-term borrowings from financial institutions

	Consolidated financial information	
	30 June 2020 Baht Thousand	31 December 2019 Baht Thousand
Current portion of long-term borrowings	140,844	140,166
Long-term borrowings	1,530,093	1,590,402
	1,670,937	1,730,568

The movements of long-term borrowings from financial institutions are as follows:

	Consolidated financial information Baht Thousand
For the six-month period ended 30 June 2020	
Opening net book amount	1,730,568
Interest	37,801
Repayment of borrowings:	
- Principal	(71,700)
- Interest	(38,061)
Amortisation of debt issuance costs	1,580
Exchange differences on translating financial information	10,749
Closing net book amount	1,670,937

The borrowings are secured by the pledge of share certificates of subsidiaries, property, plant and equipment (Note 8) and saving accounts.

The loan agreements contain covenants imposed on the Group as specified in the agreements, related to such matters as dividend payment, transferring of shareholdings rights, merging or combining with other entities and maintaining of certain debt servicing ratios.

13 Earnings per share

The calculation of earnings per share of the consolidated financial information is as follows:

- a) Earnings per share for the three-month and six-month period ended 30 June 2020 with the reverse acquisition basis are calculated by dividing the profit (loss) for the period by the weighted average of number of ordinary shares during the period, as follows:
- Weighted average number of ordinary shares during the period of Prime Road Alternative Company Limited multiplied by the exchange ratio and
 - Outstanding ordinary shares at the acquisition date to the date of period end of Prime Road Power Public Company Limited.
- b) The comparative earnings per share are calculated by dividing the net profit for the period of Prime Road Alternative Company Limited by the weighted average number of ordinary shares in each period of Prime Road Alternative Company Limited multiplied by the exchange ratio.

Earnings (loss) per share for the three-month period ended 30 June are as follows:

	Consolidated financial information		Separate financial information	
	2020	2019	2020	2019
Net profit (loss) for the period (Baht Thousand)	77,842	81,820	)14,826(	)28,600(
Number of weighted average of ordinary share for basic earnings per share				
Number of ordinary shares (thousand shares)	17,017,942	4,018	17,017,942	2,136,460
Exchange ratio	<u>1</u>	<u>3,703.70</u>		
Number of weighted average of ordinary shares from reverse acquisition (thousand shares)	<u>17,017,942</u>	<u>14,881,482</u>		
Number of weighted average of ordinary share (thousand shares)			<u>17,017,942</u>	<u>2,136,460</u>
Basic earnings (loss) per share (Baht)	<u>0.005</u>	<u>0.005</u>	<u>(0.001)</u>	<u>(0.013)</u>
Adjustment for diluted earnings per share				
Number of weighted average of ordinary share and ordinary shares to be used for diluted earnings per share (thousand shares)	<u>17,017,942</u>	<u>14,881,482</u>	<u>17,017,942</u>	<u>2,136,460</u>
Diluted earnings (loss) per share (Baht)	<u>0.005</u>	<u>0.005</u>	<u>(0.001)</u>	<u>(0.013)</u>

Prime Road Power Public Company Limited
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13 Earnings per share (Cont'd)

Earnings (loss) per share for the six-month period ended 30 June are as follows:

	Consolidated financial information		Separate financial information	
	2020	2019	2020	2019
Net profit (loss) for the period (Baht Thousand)	169,556	160,654	)30,600(	( )23,216
Number of weighted average of ordinary share for basic earnings per share				
Number of ordinary shares (thousand shares)	17,017,942	4,018	17,017,942	2,136,460
Exchange ratio	<u>1</u>	<u>3,703.70</u>		
Number of weighted average of ordinary shares from reverse acquisition (thousand shares)	<u>17,017,942</u>	<u>14,881,482</u>		
Number of weighted average of ordinary share (thousand shares)			<u>17,017,942</u>	<u>2,136,460</u>
Basic earnings (loss) per share (Baht)	<u>0.010</u>	<u>0.011</u>	<u>(0.002)</u>	<u>(0.011)</u>
Adjustment for diluted earnings per share				
Number of weighted average of ordinary share and ordinary shares to be used for diluted earnings per share (thousand shares)	<u>17,017,942</u>	<u>14,881,482</u>	<u>17,017,942</u>	<u>2,136,460</u>
Diluted earnings (loss) per share (Baht)	<u>0.010</u>	<u>0.011</u>	<u>(0.002)</u>	<u>(0.011)</u>

Warrants were not included in the calculation of diluted earnings per share because the exercise prices of the warrants were higher than the market price.

14 Related-party transactions

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the Company, including holding companies, subsidiaries, and fellow subsidiaries are related parties of the Company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

The Company is controlled by Prime Road Tech Inter Limited, incorporated in Hong Kong Special Administrative Region, which owns 41.97% of the Company's total ordinary shares.

The Group's ultimate controlling party is Mr. Somprasong Panjalak.

14 Related-party transactions (Cont'd)

14.1 Transactions with related parties

Transactions with related parties for the six-month period ended 30 June are as follows:

	Consolidated financial information		Separate financial information	
	2020 Baht Thousand	2019 Baht Thousand	2020 Baht Thousand	2019 Baht Thousand
Interest income				
Subsidiaries	-	-	6	29,011
Associates	637	5	-	-
	<u>637</u>	<u>5</u>	<u>6</u>	<u>29,011</u>
Management fee				
Subsidiaries	-	-	6,340	5,524
Other income				
Subsidiaries	-	-	60	19,993
Related parties	107	-	-	-
	<u>107</u>	<u>-</u>	<u>60</u>	<u>19,993</u>
Interest expense				
Subsidiaries	-	-	265	590
Related parties	-	-	-	135
Directors	49	68	-	5,547
	<u>49</u>	<u>68</u>	<u>265</u>	<u>6,272</u>
Purchase of goods and services				
Subsidiaries	-	-	-	140
Related parties	-	-	-	586
	<u>-</u>	<u>-</u>	<u>-</u>	<u>726</u>
Sale of investments				
Related parties	-	-	-	20,465

14 Related-party transactions (Cont'd)

14.2 Outstanding balances arising from sales and purchases of goods and services

The outstanding balances at the end of the period in relation to transactions with related parties are as follows:

	Consolidated financial information		Separate financial information	
	30 June 2020 Baht Thousand	31 December 2019 Baht Thousand	30 June 2020 Baht Thousand	31 December 2019 Baht Thousand
Accrued income				
Subsidiaries	-	-	1,741	1,521
Amounts due from related parties				
Subsidiaries	-	-	2,058	1,511
Related parties	1,614	1,506	-	-
	<u>1,614</u>	<u>1,506</u>	<u>2,058</u>	<u>1,511</u>
Advance payment				
Related parties	<u>21,670</u>	<u>21,670</u>	-	-
Interest receivable				
Subsidiaries	-	-	6	-
Associates	-	811	-	-
	<u>-</u>	<u>811</u>	<u>6</u>	<u>-</u>
Amounts due to related parties				
Directors	<u>44</u>	<u>126</u>	<u>23</u>	<u>106</u>
Accrued interest expenses				
Subsidiaries	-	-	334	75
Directors	<u>6,445</u>	<u>6,396</u>	<u>-</u>	<u>-</u>
	<u>6,445</u>	<u>6,396</u>	<u>334</u>	<u>75</u>

14.3 Short-term loans to related parties

	Consolidated financial information	
	30 June 2020 Baht Thousand	31 December 2019 Baht Thousand
Short-term loans to		
Associates	-	33,206

The movements of short-term loans to related parties are as follows:

	Consolidated financial information Baht Thousand
For the six-month period ended 30 June 2020	
Opening net book amount	33,206
Repayments of borrowings	(36,455)
Foreign currency translation differences	3,249
Closing net book amount	-

14 Related-party transactions (Cont'd)

14.4 Long-term loans to related parties

	Separate financial information	
	30 June 2020 Baht Thousand	31 December 2019 Baht Thousand
Long-term loans to Subsidiaries	2,657	-

The movement of short-term loans to related parties is as follows:

	Separate financial information Baht Thousand
For the six-month period ended 30 June 2020	
Opening net book amount	-
Additions	2,657
Closing net book amount	2,657

Long-term loans to related parties are in form of loan agreements with maturity in 2023 and carrying interest rates at 1.00 % per annum (2019: 12.50% to 12.63% per annum).

14.5 Long-term loans from related parties

	Consolidated financial information		Separate financial information	
	30 June 2020 Baht Thousand	31 December 2019 Baht Thousand	30 June 2020 Baht Thousand	31 December 2019 Baht Thousand
Long-term loans from Subsidiaries	-	-	71,500	33,565
Directors	10,074	10,074	-	-
	10,074	10,074	71,500	33,565

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

	Consolidated financial information Baht Thousand	Separate financial information Baht Thousand
For the six-month period ended 30 June 2020		
Opening net book amount	10,074	33,565
Additions	-	39,000
Repayment	-	(1,065)
Closing net book amount	10,074	71,500

Long-term loans from related parties are in form of loan agreements with maturity during 2022 to 2023 and carrying interest rates ranging from 0.75 % to 1.00 % per annum (2019: 0.75% to 6.50% per annum).

14 Related-party transactions (Cont'd)

14.6 Key management compensation

Key management includes directors (executive and non-executive), and members of the executive committee. The compensation paid or payable to key management is as follows:

	Consolidated financial information		Separate financial information	
	2020 Baht Thousand	2019 Baht Thousand	2020 Baht Thousand	2019 Baht Thousand
For the six-month period ended 30 June				
Salaries and other short-term employee benefits	6,820	5,229	6,820	4,616
Post-employee benefits	103	-	103	-
	<u>6,923</u>	<u>5,229</u>	<u>6,923</u>	<u>4,616</u>

14.7 Investment in long-term promissory notes

On 17 July 2019, Prime Energy Capital Co., Ltd. ("PEC") was transferred liabilities from investment in long-term promissory notes totaling Baht 311.98 million liable to 8 associates, from Prime Road Tech Co., Ltd. ("PRT"), a related party having common shareholders, which PRT had obtained during investing in a 30% stake along with entering into a debt transfer agreement of shareholders with project companies liable limited to shareholding's proportion. On 19 July 2019, PEC issued 9 new promissory notes with the same amount, conditions and terms as the former promissory notes issued by PRT, implying that the promissory notes were issued at the proportion of 30% stake in 8 associates. Likewise, the stated promissory notes were issued in accordance to 30% stake in 8 project companies have the same conditions and terms as the promissory notes issued by shareholder holding 70% stake in 8 project companies.

Promissory notes are stated at fair value calculated by discounting the face value through the periods of maturities, using a discount fixed rate per annum which is the cost of debt of the lenders.

14 Related-party transactions (Cont'd)

14.7 Investment in long-term promissory notes (Cont'd)

As at 30 June 2020, details of long-term promissory notes are as follows:

<u>Associates</u>	<u>Redemption period</u>	<u>Maturity date</u>	<u>Purchase price Baht Thousand</u>	<u>Prepaid interest Baht Thousand</u>	<u>Total Baht Thousand</u>	<u>Face value at maturity date Baht Thousand</u>
Chiangmai Renewable Energy Co., Ltd.	10 years 8 months	3 August 2027	28,811	(5,203)	23,608	32,042
Golden Light Solar Co., Ltd.	10 years 8 months	3 August 2027	29,558	(5,338)	24,220	32,873
Bueng Samphan Solar Co., Ltd.	10 years 8 months	3 August 2027	24,159	(4,363)	19,796	26,869
Northwest Solar Co., Ltd.	10 years 8 months	3 August 2027	23,329	(4,212)	19,117	25,945
Solartech Energy Co., Ltd.	10 years 8 months	3 August 2027	24,007	(4,335)	19,672	26,699
Nine A Solar Co., Ltd.	10 years 8 months	3 August 2027	25,072	(4,527)	20,545	27,884
Infinite Alpha Capital Co., Ltd.	10 years 8 months	3 August 2027	28,580	(5,162)	23,418	31,785
ESPP Co., Ltd.	10 years 10 months	4 October 2027	37,499	(6,930)	30,569	41,792
ESPP Co., Ltd.	100 years	15 October 2116	82,858	(79,262)	3,596	223,850
			<u>303,873</u>	<u>(119,332)</u>	<u>184,541</u>	<u>469,739</u>

These promissory notes are due for repayment of principal together with interest upon maturity. The promissory notes are non-transferable but can be redeemed premature.

Movements of investment in long-term promissory notes are as follows:

	Consolidated financial information Baht Thousand
For the six-month period ended 30 June 2020	
Opening net book amount	313,387
Retrospective adjustments from changes in accounting policy (Note 3)	(132,797)
Amortisation of prepaid interest	3,951
Closing net book amount	<u>184,541</u>

15 Commitments and contingencies

15.1 Power purchase agreements

Domestic subsidiaries

As at 30 June 2020, subsidiaries have 8 Power purchase agreements with the Provincial Electricity Authority (“PEA”) (2019: 8 agreements). Currently, the subsidiaries have commenced the production and distribution of electricity for all Power purchase agreements, with total electricity power generation of 40.64 megawatts.

The Power purchase agreements of subsidiaries require the subsidiaries to sell electricity generated from ground - mounted solar farms to the PEA under the Feed-in Tariff system (FIT) granted for periods of 25 years starting from commercial operation dates (COD).

Overseas subsidiaries

As at 30 June 2020, subsidiaries in Republic of China (Taiwan) have 4 Power purchase agreements with Taiwan Power Company (2019: 4 Power purchase agreements). Currently, the subsidiaries have commenced the production and distribution of electricity for all Power purchase agreements, with total electricity power generation of 6.00 megawatts.

The Power purchase agreements of subsidiaries require the subsidiaries to sell electricity generated from ground - mounted solar farms to Taiwan Power Company under the Feed-in Tariff system (FIT) granted for periods of 20 years starting from commercial operation dates (COD).

Associates

As at 30 June 2020, associates have 10 Power purchase agreements with the Provincial Electricity Authority (“PEA”) (2019: 10 agreements). Currently, the subsidiaries have commenced the production and distribution of electricity for all Power purchase agreements, with total electricity power generation per agreements of 72.0 megawatts and total installed electricity power generation capacity of 91.7 megawatts.

The agreements are for a period of 5 years and will be automatically renewed every 5 years until the contract termination. The Company has also been granted an adder amounting to Baht 8.0 per kilowatt-hour granted for a period of 10 years commencing from commercial operation dates (COD).

15.2 Operating lease commitments - where the Group is the lessee

A subsidiary in Republic of China (Taiwan) has entered into operating lease agreements in respect of the lease of land in order to construct solar power plants under 3 contracts made with Department of Irrigation of Yunlin, Republic of China (Taiwan). The terms of agreements are 20 years terminated in 2039. Rent is calculated based on electricity sales. The rent for the six-month period ended 30 June 2020 amounting to Baht 1.21 million has been recognised as expenses.

15 Commitments and contingencies (Cont'd)

15.3 Commitment on service agreements for reviewing and monitoring the operation and maintenance of power plants

The subsidiaries have entered into the service agreements for reviewing and monitoring the operation and maintenance of power plants.

The future minimum payments committed were as follows:

	Consolidated financial information	
	30 June 2020 Baht Thousand	31 December 2019 Baht Thousand
Within 1 year	17,092	19,203
Later than 1 year but not later than 5 years	21,518	28,970
	38,610	48,173

15.4 Letter of guarantee

During May 2019, the Company has entered into a guaranteed credit agreement with a local financial institution for the issuance of letter of guarantee with credit limit not over than USD 0.50 million for the bid security of an oversea project. The Company has to pledge certain securities to the financial institution along with cash flow guaranteed from dividend income of Prime Energy Capital Co., Ltd.

16 Litigation

On 25 December 2018, legal action had been brought to the Company's subsidiary as a defendant by its shareholder in the open case no. Phor. 7554/2561 regarding the failure to comply with the Memorandum. The plaintiff had filed a complaint to the Civil Court, requesting the Company's subsidiary to deliver 1,260 shares (9 percent of the registered capital) to the plaintiff, and requesting the shareholders of the Company's subsidiary to halt the submission of the request to discharge the plaintiff from the directorship. In addition, the plaintiff has also requested to be a bank signatory to withdraw from the account of the Company's subsidiary and to perform various transactions of Company's subsidiary.

On 27 February 2020, the Civil Court render the judgement for the Company's subsidiary to deliver 1,260 shares (9 percent of registered capital) to the plaintiff. However, the Civil Court dismissed the case on other requests.

On 26 June 2020, the Company's subsidiary filed an appeal against the judgement of Court of First Instance. As at 30 June 2020, the case is under the Court of Appeals's consideration. The management considers that there is no impact on the business operation and performance of the Group, to be caused by this case.

17 Events after the reporting period

On 24 July 2020, the Company's subsidiary made a deposit payment to seller for entities's shares amounting to Baht 40 million.

On 31 July 2020, the Board of Directors of Vena Energy (Thailand) Co., Ltd. Group, an associate, has approved an interim dividend payment for Prime Energy Capital Co., Ltd. amounting to Baht 63.45 million.