

Thai Plaspac Public Company Limited and its subsidiaries
Review report and interim financial information
For the three-month period ended 31 March 2021

Independent Auditor's Report on Review of Interim Financial Information

To the Shareholders of Thai Plaspac Public Company Limited

I have reviewed the accompanying consolidated statement of financial position of Thai Plaspac Public Company Limited and its subsidiaries as at 31 March 2021, the related consolidated statements of comprehensive income, changes in shareholders' equity, and cash flows for the three-month period then ended, as well as the condensed notes to the interim consolidated financial statements. I have also reviewed the separate interim financial information of Thai Plaspac Public Company Limited for the same period (collectively "interim financial information"). Management is responsible for the preparation and presentation of this interim financial information in accordance with Thai Accounting Standard 34 *Interim Financial Reporting*. My responsibility is to express a conclusion on this interim financial information based on my review.

Scope of Review

I conducted my review in accordance with Thai Standard on Review Engagements 2410, *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Thai Standards on 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 financial information is not prepared, in all material respects, in accordance with Thai Accounting Standard 34 *Interim Financial Reporting*.



Orawan Techawatanasirikul

Certified Public Accountant (Thailand) No. 4807

EY Office Limited

Bangkok: 13 May 2021

Thai Plaspac Public Company Limited and its subsidiaries
Statement of financial position
As at 31 March 2021

(Unit: Thousand Baht)

	Note	Consolidated financial statements		Separate financial statements	
		31 March 2021	31 December 2020	31 March 2021	31 December 2020
		(Unaudited but reviewed)	(Audited)	(Unaudited but reviewed)	(Audited)
Assets					
Current assets					
Cash and cash equivalents	4	242,767	195,615	10,408	5,894
Trade and other receivables	3, 5	911,145	826,038	426,543	394,390
Inventories	6	517,412	415,744	164,084	120,911
Advance payment for purchasing of raw materials		75	8,075	-	-
Other current financial assets		257	410	-	165
Other current assets		69,726	115,169	52,999	37,784
Total current assets		1,741,382	1,561,051	654,034	559,144
Non-current assets					
Restricted bank deposits	7	21,939	23,237	-	-
Other non-current financial assets		2,381	2,267	-	-
Investments in subsidiaries	8	-	-	2,560,744	2,560,744
Property, plant and equipment	9	1,541,908	1,476,101	434,089	453,733
Right-of-use assets	17	87,631	85,861	2,836	3,382
Goodwill	10	1,048,660	1,001,817	-	-
Intangible assets	11	360,061	353,499	4,473	4,254
Deferred tax assets	20	9,265	8,925	9,265	8,925
Withholding tax deducted at source	12	93,219	93,219	93,201	93,201
Advance payment for purchasing of molds		53,358	49,950	49,912	49,146
Assets associated with call options granted by holders of non-controlling interests	18	8,840	8,840	8,840	8,840
Other non-current assets		51,103	58,697	11,259	21,387
Total non-current assets		3,278,365	3,162,413	3,174,619	3,203,612
Total assets		5,019,747	4,723,464	3,828,653	3,762,756

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

Thai Plaspac Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 March 2021

(Unit: Thousand Baht)

	Note	Consolidated financial statements		Separate financial statements	
		31 March 2021	31 December 2020	31 March 2021	31 December 2020
		(Unaudited but reviewed)	(Audited)	(Unaudited but reviewed)	(Audited)
Liabilities and shareholders' equity					
Current liabilities					
Bank overdraft and short-term loans from banks	13	612,292	515,342	544,021	468,192
Trade and other payables	3, 14	343,886	358,954	167,742	179,013
Current portion of long-term loans from banks	15	165,298	165,249	165,298	165,249
Current portion of debentures	16	92,249	76,025	-	-
Current portion of lease liabilities		7,185	7,006	1,767	1,885
Income tax payable		17,560	12,827	17,560	12,827
Other current financial liabilities		1,125	-	1,125	-
Other current liabilities		40,579	36,982	26,004	17,373
Total current liabilities		1,280,174	1,172,385	923,517	844,539
Non-current liabilities					
Long-term loans from banks, net of current portion	15	751,307	792,653	751,307	792,653
Debentures, net of current portion	16	355,975	390,307	-	-
Lease liabilities, net of current portion		83,422	80,908	1,154	1,576
Deferred tax liabilities	20	255,305	95,576	-	-
Provision for long-term employee benefits	19	72,918	70,898	43,206	41,218
Total non-current liabilities		1,518,927	1,430,342	795,667	835,447
Total liabilities		2,799,101	2,602,727	1,719,184	1,679,986

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

Thai Plaspac Public Company Limited and its subsidiaries
Statement of financial position (continued)
As at 31 March 2021

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	31 March 2021 (Unaudited but reviewed)	31 December 2020 (Audited)	31 March 2021 (Unaudited but reviewed)	31 December 2020 (Audited)
Shareholders' equity				
Share capital				
Registered				
326,550,000 ordinary shares of Baht 1 each	326,550	326,550	326,550	326,550
Issued and paid-up				
326,549,999 ordinary shares of Baht 1 each	326,550	326,550	326,550	326,550
Premium on ordinary shares	1,026,969	1,026,969	1,026,969	1,026,969
Excess from change in ownership interest in the subsidiary	20,035	20,035	-	-
Retained earnings				
Appropriated - statutory reserve	32,655	32,655	32,655	32,655
Unappropriated	893,319	912,545	723,295	696,596
Other components of shareholders' equity	(144,847)	(257,077)	-	-
Equity attributable to owners of the Company	2,154,681	2,061,677	2,109,469	2,082,770
Non-controlling interests of the subsidiaries	65,965	59,060	-	-
Total shareholders' equity	2,220,646	2,120,737	2,109,469	2,082,770
Total liabilities and shareholders' equity	5,019,747	4,723,464	3,828,653	3,762,756

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

Directors



(Unaudited but reviewed)

Thai Plaspac Public Company Limited and its subsidiaries

Statement of comprehensive income

For the three-month period ended 31 March 2021

(Unit: Thousand Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
Profit or loss:					
Revenues					
Sales	3	1,089,091	1,039,062	385,864	386,548
Other income	3	13,053	8,156	12,933	2,205
Gain on exchange		1,569	6,777	713	1,120
Total revenues		1,103,713	1,053,995	399,510	389,873
Expenses					
Cost of sales	3	815,358	786,712	309,316	287,931
Selling and distribution expenses		45,048	45,331	9,242	10,847
Administrative expenses	3	74,868	71,965	38,961	35,509
Total expenses		935,274	904,008	357,519	334,287
Profit from operating activities		168,439	149,987	41,991	55,586
Finance cost		(25,966)	(28,879)	(10,509)	(9,312)
Profit before income tax expenses		142,473	121,108	31,482	46,274
Income tax expenses	20	(158,420)	(20,692)	(4,783)	(8,543)
Profit (loss) for the period		(15,947)	100,416	26,699	37,731
Other comprehensive income:					
<i>Other comprehensive income to be reclassified to profit or loss in subsequent periods</i>					
Exchange differences on translation of financial statements in foreign currency		114,911	132,316	-	-
<i>Other comprehensive income to be reclassified to profit or loss in subsequent periods - net of income tax</i>		114,911	132,316	-	-
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>					
Actuarial gain (loss)		1,148	(114)	-	-
Less: Income tax effect	20	(203)	152	-	-
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax</i>		945	38	-	-
Other comprehensive income for the period		115,856	132,354	-	-
Total comprehensive income for the period		99,909	232,770	26,699	37,731

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

(Unaudited but reviewed)

Thai Plaspac Public Company Limited and its subsidiaries

Statement of comprehensive income (continued)

For the three-month period ended 31 March 2021

(Unit: Thousand Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
Profit (loss) attributable to:					
Equity holders of the Company		(20,103)	90,955	26,699	37,731
Non-controlling interests of the subsidiaries		4,156	9,461		
		<u>(15,947)</u>	<u>100,416</u>		
Total comprehensive income attributable to:					
Equity holders of the Company		93,004	223,327	26,699	37,731
Non-controlling interests of the subsidiaries		6,905	9,443		
		<u>99,909</u>	<u>232,770</u>		
Earnings (loss) per share	21				
Basic earnings (loss) per share					
Equity holders of the Company		<u>(0.06)</u>	<u>0.28</u>	<u>0.08</u>	<u>0.12</u>

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

(Unaudited but reviewed)

Thai Plaspac Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity

For the three-month period ended 31 March 2021

(Unit: Thousand Baht)

	Consolidated financial statements									
	Equity holders of the Company					Other components of shareholders' equity				
						Other comprehensive income				
	Issued and paid-up share capital	Premium on ordinary shares	Excess from change in ownership interest in the subsidiary	Retained earnings	Unappropriated	Exchange differences on translation of financial statements in foreign currency	Total equity attributable to owners of the Company	Equity attributable to non-controlling interests of the subsidiaries	Total	
Balance as at 1 January 2020	326,550	1,026,969	-	28,605	636,265	(274,014)	1,744,375	105,107	1,849,482	
Profit for the period	-	-	-	-	90,955	-	90,955	9,461	100,416	
Other comprehensive income for the period	-	-	-	-	56	132,316	132,372	(18)	132,354	
Total comprehensive income for the period	-	-	-	-	91,011	132,316	223,327	9,443	232,770	
Liabilities associated with put options granted to holders of non-controlling interests	-	-	-	-	-	-	-	(35,544)	(35,544)	
Balance as at 31 March 2020	326,550	1,026,969	-	28,605	727,276	(141,698)	1,967,702	79,006	2,046,708	
Balance as at 1 January 2021	326,550	1,026,969	20,035	32,655	912,545	(257,077)	2,061,677	59,060	2,120,737	
Profit (loss) for the period	-	-	-	-	(20,103)	-	(20,103)	4,156	(15,947)	
Other comprehensive income for the period	-	-	-	-	877	112,230	113,107	2,749	115,856	
Total comprehensive income for the period	-	-	-	-	(19,226)	112,230	93,004	6,905	99,909	
Balance as at 31 March 2021	326,550	1,026,969	20,035	32,655	893,319	(144,847)	2,154,681	65,965	2,220,646	

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

(Unaudited but reviewed)

Thai Plaspac Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity (continued)

For the three-month period ended 31 March 2021

(Unit: Thousand Baht)

	Separate financial statements				
	Issued and paid-up share capital	Premium on ordinary shares	Retained earnings		Total
			Appropriated - Statutory reserve	Unappropriated	
Balance as at 1 January 2020	326,550	1,026,969	28,605	585,451	1,967,575
Profit for the period	-	-	-	37,731	37,731
Other comprehensive income for the period	-	-	-	-	-
Total comprehensive income for the period	-	-	-	37,731	37,731
Balance as at 31 March 2020	326,550	1,026,969	28,605	623,182	2,005,306
Balance as at 1 January 2021	326,550	1,026,969	32,655	696,596	2,082,770
Profit for the period	-	-	-	26,699	26,699
Other comprehensive income for the period	-	-	-	-	-
Total comprehensive income for the period	-	-	-	26,699	26,699
Balance as at 31 March 2021	326,550	1,026,969	32,655	723,295	2,109,469

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

Thai Plaspac Public Company Limited and its subsidiaries

Statement of cash flows

For the three-month period ended 31 March 2021

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Cash flows from operating activities				
Profit before tax	142,473	121,108	31,482	46,274
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	83,265	85,061	35,833	35,629
Allowance for expected credit losses	91	3,022	91	2,166
Reduction (reversal) of inventories to net realisable value	(673)	(193)	(651)	200
Gain on disposals of machinery and equipment	(8)	(106)	-	-
Long-term employee benefits expenses	3,526	5,508	2,015	1,816
Unrealised gain on exchange rate	(1,702)	(4,189)	(1,475)	(729)
Loss from fair value measurement of forward exchange contracts	1,290	1,399	1,290	1,399
Amortisation of financial fees	1,942	2,010	262	249
Interest income	(2,039)	(805)	(7)	-
Finance cost	24,024	26,869	10,247	9,063
Profit from operating activities before changes in operating assets and liabilities	252,189	239,684	79,087	96,067
Operating assets (increase) decrease				
Trade and other receivables	(83,789)	(79,163)	(30,731)	(12,997)
Inventories	(101,104)	(41,051)	(42,522)	(7,266)
Other current assets	(13,623)	71,298	(25,007)	(2,618)
Other non-current assets	4,186	(16,881)	9,362	(13,692)
Operating liabilities increase (decrease)				
Trade and other payables	(8,112)	10,628	(11,411)	(7,839)
Other current liabilities	3,597	21,970	8,631	10,724
Provision for long-term employee benefits	(1,397)	(446)	(27)	-
Cash flows from (used in) operating activities	51,947	206,039	(12,618)	62,379
Corporate income tax paid	(390)	(7,501)	(390)	(9,956)
Net cash flows from (used in) operating activities	51,557	198,538	(13,008)	52,423

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

Thai Plaspac Public Company Limited and its subsidiaries

Statement of cash flows (continued)

For the three-month period ended 31 March 2021

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Cash flows from investing activities				
Proceeds from sales of machinery and equipment	797	173	-	-
Proceeds from sales of asset held for sale	57,274	-	-	-
Acquisition of building, machinery and equipment	(80,946)	(97,248)	(5,113)	(19,995)
Acquisition of intangible assets	(710)	(16)	(440)	-
Decrease in other current financial assets	-	55,556	-	-
Increase in other non-current financial assets	(6)	-	-	-
Interest received	2,039	805	7	-
Net cash flows used in investing activities	(21,552)	(40,730)	(5,546)	(19,995)
Cash flows from financing activities				
Increase in bank overdraft and short-term loans from banks	96,950	62,300	75,829	57,600
Decrease in restricted bank deposits	2,400	-	-	-
Repayment of long-term loans from banks	(41,559)	(34,213)	(41,559)	(28,808)
Repayment of debentures	(40,463)	(28,107)	-	-
Cash paid for lease liabilities	(2,891)	(3,477)	(582)	(480)
Interest paid	(37,954)	(40,001)	(10,620)	(9,403)
Net cash flows from (used in) financing activities	(23,517)	(43,498)	23,068	18,909
Increase in exchange differences on translation of financial statements in foreign currency	40,664	33,775	-	-
Net increase in cash and cash equivalents	47,152	148,085	4,514	51,337
Cash and cash equivalents at beginning of period	195,615	34,674	5,894	6,947
Cash and cash equivalents at end of period (Note 4)	242,767	182,759	10,408	58,284

Supplemental cash flows information

Non-cash items consist of:

Increase (decrease) in accounts payable for

purchasing of fixed assets

3,483	(7,036)	517	(9,239)
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Increase in liabilities associated with put options

granted to holders of non-controlling interests

-	35,544	-	-
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The accompanying notes are an integral part of the financial statements.

Thai Plaspac Public Company Limited and its subsidiaries
Notes to interim consolidated financial information
For the three-month period ended 31 March 2021

1. General information

1.1 Corporate information

Thai Plaspac Public Company Limited ("the Company") is a public company incorporated and domiciled in Thailand. Its major shareholder is an individual. The Company is principally engaged in the manufacture and distribution of plastic packaging. The registered office of the Company is at 77 Soi Thian Thalee 30, Bang Khun Thian-Chay Thalee Road, Thakham, Bang Khun Thian, Bangkok.

1.2 Coronavirus disease 2019 Pandemic

The Coronavirus disease 2019 pandemic is adversely impacting most businesses and industries. This situation may bring uncertainties and have an impact on the environment in which the 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.

1.3 Basis for the preparation of interim financial information

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

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

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

1.4 Basis of consolidation

These consolidated interim financial information included the financial statements of Thai Plaspac Public Company Limited ("the Company") and its subsidiaries ("the Subsidiary") ("the Group") and have been prepared on the same basis as that applied for the consolidated financial statements for the year ended 31 December 2020. There has been no change in the composition of the group of companies during the current period.

1.5 New financial reporting standards

a) Financial reporting standards that became effective in the current period

During the period, the Group has adopted the revised financial reporting standards and interpretations which are effective for fiscal years beginning on or after 1 January 2021. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements.

b) Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2022

The Federation of Accounting Professions issued amendments to Thai Financial Reporting Standard 16 Leases that provide temporary exemptions from the impact of interest rate benchmark reform for a lessee, provided that all specified conditions are to be met.

The management of the Group believes that adoption of these amendments will not have any significant impact on the Group's financial statements.

2. Significant accounting policies

The interim financial information are prepared by using the same accounting policies and methods of computation as were used for the financial statements for the year ended 31 December 2020.

3. Related party transactions

Details of relationships of the Company to related parties are as follows.

Name of persons or entities	Nature of relationships
TPAC Packaging India Private Limited	Subsidiary
TPAC Packaging (Bangna) Company Limited	Subsidiary
Sun Packaging Systems (FZC)	Subsidiary
Mr. Anuj Lohia	Major shareholder
Indorama Petrochem Limited	Shareholder and director are related to the Company's shareholder and management
Indorama Polymers Public Company Limited	Shareholder and director are related to the Company's shareholder and management
IVL Dhunseri Petrochem Industries Private Limited	Shareholder and director are related to the Company's shareholder and management
Related persons	Director, executive officer and related persons with director and executive officer

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

(Unit: Thousand Baht)

	For the three-month periods ended 31 March				
	Consolidated financial statements		Separate financial statements		
	2021	2020	2021	2020	Transfer pricing policy
<u>Transactions with subsidiaries</u>					
(Eliminated from consolidated financial statements)					
Sales of goods	-	-	1,601	809	Close to market price
Purchase of goods	-	-	12,364	3,589	Close to market price
Management fee income	-	-	6,149	-	Contract price
<u>Transaction with related companies</u>					
Purchase of goods	36,513	21,916	13,827	3,626	Close to market price

As at 31 March 2021 and 31 December 2020, the balances of the accounts between the Group and those related companies are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	31 March 2021	31 December 2020	31 March 2021	31 December 2020
<u>Trade receivables - related parties</u>				
(Note 5)				
Subsidiaries	-	-	1,667	510
Total	-	-	1,667	510
<u>Other receivables - related parties</u>				
(Note 5)				
Subsidiaries	-	-	36,073	29,712
Total	-	-	36,073	29,712
<u>Trade payables - related parties</u>				
(Note 14)				
Subsidiaries	-	-	10,595	5,183
Related companies	14,795	12,015	14,795	5,500
Total	14,795	12,015	25,390	10,683

Directors and management's benefits

During the three-month periods ended 31 March 2021 and 2020, the Group had employee benefit expenses payable to their directors and management as below.

(Unit: Thousand Baht)

	For the three-month periods ended 31 March			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Short-term benefits	14,916	14,619	11,457	9,602
Post-employment benefits	1,071	897	964	800
Other long-term benefits	6	6	6	6
Total	15,993	15,522	12,427	10,408

Guarantee obligations with related parties

The Company has outstanding guarantee obligations related to Long-term loans from banks and Debentures with its subsidiary, as described in Notes 15 and 16 to financial statements.

4. Cash and cash equivalents

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	31 March 2021	31 December 2020	31 March 2021	31 December 2020
Cash	277	234	94	80
Cash at banks	242,490	195,381	10,314	5,814
Total	242,767	195,615	10,408	5,894

As at 31 March 2021, cash at banks carried interests between 0.05 and 2.25 percent per annum (The Company only: between 0.05 and 0.15 percent per annum) (31 December 2020: between 0.05 and 2.60 percent per annum (The Company only: between 0.05 and 0.15 percent per annum)).

5. Trade and other receivables

	Consolidated financial statements		(Unit: Thousand Baht)	
	Separate financial statements			
	31 March 2021	31 December 2020	31 March 2021	31 December 2020
<u>Trade receivables - related parties</u>				
Aged on the basis of due dates				
Not yet due	-	-	1,667	510
Total trade receivables - related parties	-	-	1,667	510
<u>Trade receivables - unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	693,360	609,538	309,560	281,299
Past due				
Up to 1 month	142,754	125,054	74,259	75,622
1 - 2 months	17,713	15,407	4,279	4,822
2 - 3 months	5,129	9,996	731	2,577
3 months - 1 year	5,864	5,368	286	109
1 year - 2 years	407	1,089	65	590
Over 2 years	5,752	5,099	5,251	4,686
Total	870,979	771,551	394,431	369,705
Less: Allowance for expected credit losses	(9,174)	(8,924)	(5,628)	(5,537)
Total trade receivables - unrelated parties	861,805	762,627	388,803	364,168

(Unaudited but reviewed)

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	31 March 2021	31 December 2020	31 March 2021	31 December 2020
<u>Other receivables - related parties</u>				
Other receivables	-	-	36,073	29,712
Total other receivables - related parties	-	-	36,073	29,712
<u>Other receivables - unrelated parties</u>				
Value added tax refundable	27,400	26,109	-	-
Other receivables	21,940	37,302	-	-
Total other receivables - unrelated parties	49,340	63,411	-	-
Total trade and other receivables	911,145	826,038	426,543	394,390

6. Reduction of inventories to net realisable value

Movements in the reduction of inventories to net realisable value during the three-month period ended 31 March 2021 are summarised below.

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
Balance as at 1 January 2021	5,450	1,968
Reversal in reduction of inventories during the period	(673)	(651)
Translation adjustment	109	-
Balance as at 31 March 2021	4,886	1,317

7. Restricted bank deposits

These represent the subsidiary's bank deposits pledged for the next interest payment with the trustee under the terms and conditions of the debenture issuers, carrying interest rate at 3.05 percent per annum (31 December 2020: 2.95 percent per annum).

8. Investments in subsidiaries

Details of investments in subsidiaries as presented in separate financial statements are as follows:

Company's name	Paid-up capital		Shareholding percentage		Cost		Dividend received during the period/year	
	31 March	31 December	31 March	31 December	31 March	31 December	31 March	31 December
	2021	2020	2021	2020	2021	2020	2021	2020
			(%)	(%)	(Thousand Baht)	(Thousand Baht)	(Thousand Baht)	(Thousand Baht)
TPAC Packaging India Private Limited	2,108 Million Rupee	2,108 Million Rupee	100	100	2,069,154	2,069,154	-	-
TPAC Packaging (Bangna) Company Limited	101 Million Baht	101 Million Baht	100	100	107,000	107,000	-	-
Sun Packaging Systems (FZC)	0.45 Million Dirham United Arab Emirates	0.45 Million Dirham United Arab Emirates	89	89	384,590	384,590	-	-
Total					2,560,744	2,560,744	-	-

Call options to buy 11% of shares in Sun Packaging Systems (FZC)

On 24 April 2019, the Company entered into Shareholders Agreement between the Company, Sun Packaging Systems (FZC) and Kishore Kumar Tarachand Bhatia. The Company has call options which are rights to buy all remaining 11% of shares in Sun Packaging Systems (FZC) from Bhatia Investment Holding Limited. Detail of exercise are presented in Note 18 to financial statements.

9. Property, plant and equipment

Movements of the property, plant and equipment account during the three-month period ended 31 March 2021 are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Net book value as at 1 January 2021	1,476,101	453,733
Acquisitions during the period - at cost	84,429	5,630
Disposals during the period		
- net book value at disposal date	(789)	-
Depreciation for the period	(60,891)	(25,274)
Translation adjustment	43,058	-
Net book value as at 31 March 2021	1,541,908	434,089

As at 31 March 2021, all property, plant and equipment of TPAC Packaging India Private Limited amounting to INR 1,970 million (31 December 2020: INR 1,950 million) has been pledged as collateral against non-convertible debenture as stated in Note 16 to financial statements and partial property, plant and equipment of the subsidiary has been pledged as collateral against bank overdrafts as stated in Note 13 to financial statements.

10. Goodwill

Movements in goodwill during the three-month period ended 31 March 2021 are summarised below.

(Unit: Thousand Baht)

	TPAC Packaging		
	India Private Limited	Sun Packaging Systems (FZC)	Total
Balance as at 1 January 2021	838,514	163,303	1,001,817
Translation adjustment	39,763	7,080	46,843
Balance as at 31 March 2021	878,277	170,383	1,048,660

11. Intangible assets

Movements of the intangible assets account during the three-month period ended 31 March 2021 are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Net book value as at 1 January 2021	353,499	4,254
Acquisitions during the period - at cost	710	440
Amortisation for the period	(10,110)	(221)
Translation adjustment	15,962	-
Net book value as at 31 March 2021	360,061	4,473

12. Withholding tax deducted at source

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	31 March 2021	31 December 2020	31 March 2021	31 December 2020
Withholding tax in 2017	22,844	22,844	22,844	22,844
Withholding tax in 2018	35,562	35,562	35,546	35,546
Withholding tax in 2019	34,813	34,813	34,811	34,811
Total	93,219	93,219	93,201	93,201

The Group regards withholding tax deducted at source as an asset since it has claimed for refund of it. However, the net realisable value of the tax is subject to the examination of the Company's accounts by the officials of Revenue Department.

13. Bank overdraft and short-term loans from banks

(Unit: Thousand Baht)

	Interest rate (% per annum)		Consolidated financial statements	
	31 March 2021	31 December 2020	31 March 2021	31 December 2020
Bank overdraft	5.88 - 6.15	5.85 - 5.88	2,492	5,542
Short-term loans from banks	1.60 - 2.75	1.63 - 2.60	609,800	509,800
Total			612,292	515,342

(Unit: Thousand Baht)

	Interest rate (% per annum)		Separate financial statements	
	31 March 2021	31 December 2020	31 March 2021	31 December 2020
Bank overdraft	6.15	5.88	21	4,192
Short-term loans from banks	1.60 - 2.00	1.63 - 2.00	544,000	464,000
Total			544,021	468,192

Under the credit facility agreement for short-term and long-term loans, the Group has to comply with certain financial terms as specified in the agreement, such as maintenance of debt to equity ratio and debt service coverage ratio, to be in line with the rates stipulated in the agreement.

Bank overdraft credit facility of TPAC Packaging India Private Limited are secured by the mortgage of property, plant and partial equipment of the subsidiary as stated in Note 9 to financial statements.

14. Trade and other payables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	31 March 2021	31 December 2020	31 March 2021	31 December 2020
Trade accounts payable - related parties	14,795	12,015	25,390	10,683
Trade accounts payable - unrelated parties	213,995	189,834	103,029	92,866
Accounts payable for purchasing of fixed assets	12,403	8,920	2,224	1,707
Accrued expenses	57,605	73,225	15,032	15,394
Other payables	45,088	74,960	22,067	58,363
Total	343,886	358,954	167,742	179,013

15. Long-term loans from banks

(Unit: Thousand Baht)

Loan	Interest rate (% per annum)	Repayment schedule	Consolidated financial statements		Separate financial statements	
			31 March 2021	31 December 2020	31 March 2021	31 December 2020
1	MLR - 1.75	Quarterly installments as from 25 February 2019	519,747	548,555	519,747	548,555
2	MLR - 2.00	Quarterly installments as from 30 December 2019	399,500	412,251	399,500	412,251
Total			919,247	960,806	919,247	960,806
Less: Deferred financial fees			(2,642)	(2,904)	(2,642)	(2,904)
Net			916,605	957,902	916,605	957,902
Less: Current portion			(165,298)	(165,249)	(165,298)	(165,249)
Long-term loans, net of current portion			751,307	792,653	751,307	792,653

Movement of the long-term loans account during the three-month period ended 31 March 2021 are summarised below:

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
Balance as at 1 January 2021	957,902	957,902
Add: Financial fees amortisation	262	262
Less: Repayment	(41,559)	(41,559)
Balance as at 31 March 2021	916,605	916,605

Loan 1

On 9 August 2018, the meeting of the Board of Directors of the Company passed a resolution to acknowledge the loan in total amount not exceed than Baht 1,200 million from a bank in Thailand for investment in the subsidiary (TPAC Packaging India Private Limited). Subsequently, on 16 August 2018, the Company entered into a loan agreement with a bank in the amount of Baht 1,200 million. The loan has no collateral and carries interest at rate of MLR - 1.75 percent per annum. The loan is repayable by quarterly installments Baht 44.4 million each within 7 years from the drawdown date. The Company had fully withdrawn the loan on 20 August 2018. The loan is equivalent to other types of debt of the Company (Pari Passu Inter Se).

On 22 November 2019, the Company made repayment of long-term loan Baht 374.2 million. The loan is repayable by quarterly installments from Baht 44.4 million to Baht 28.8 million each.

Under the loan agreement, the Company has to comply with certain financial terms as specified in the agreement, such as maintaining debt to equity ratio and debt service coverage ratio, to be in line with the rates stipulated in the agreement. The Company is required to maintain a portion of its investment in the subsidiary and required to obtain approval from the financial institutions in various matters, including dividends and assets or income guarantees.

Loan 2

On 1 October 2020, the Company entered into a loan agreement with a bank in the amount of Baht 425 million to purchase 20% of shares in TPAC Packaging India Private Limited. The loan has no collateral with interest at an MLR - 2.00 percent per annum. The loan is repayable by quarterly installments with prescribed principal repayment in the agreement within 6 years from the drawdown date. The Company had fully withdrawn the loan on 5 October 2020.

Under the loan agreement, the Company has to comply with certain financial terms as specified in the agreement, such as maintaining debt to equity ratio and debt service coverage

ratio, to be in line with the rates stipulated in the agreement. In addition, the Company has to comply with other terms as specified in the agreement, such as the Company is required to maintain a portion of its investment in the subsidiary and required to repay principal in case the Company receives dividend from the subsidiary.

16. Debentures

- 16.1 On 24 April 2018, the Annual General Meeting of the Company's shareholders approved the issuance and offering of debentures in total amount not exceed than Baht 2,000 million. The Company has authority to determine any relevant terms and details such as type of debentures, security, offering amount at each issuance, offering price per unit, term of debentures, maturity period, rights of early redemption, interest rate, repayment method and allocation method, etc. As at 31 March 2021, the Company has not issued the debentures.
- 16.2 On 30 June 2018, the meeting of Board of Directors of TPAC Packaging India Private passed a resolution to issue unsecured non-convertible debentures in total amount not exceed than INR 500 million and to issue secured non-convertible debentures in total amount not exceed than INR 1,300 million, within 1 year from the date of resolution to invest 80% of shares in Sunrise Containers Limited and as a working capital of the subsidiary. The subsidiary has authority to determine any relevant terms and details of the debentures.

On 24 August 2018, the subsidiary has issued non-convertible debentures 1,300 units with a par value of INR 1 million, amounting to INR 1,300 million, with a maturity of 5 years and will continuously repay after 18 months as from issuing debentures date, carrying interest at 9.62% per annum. The interest rate of the debentures can be amended by major holders of debentures if the credit rating of the debentures is lower than BB - assessed by the Credit Rating Agencies or mutual agreement between major shareholders and the subsidiary. The debentures are equivalent to other types of debt of the Company (Pari Passu Inter Se) and are listed on BSE in India. The subsidiary has the right to redeem premature debentures in a defined proportion.

Under the terms and conditions of the debentures issuers, the subsidiary has to comply with certain terms and conditions as specified in the agreement, including maintaining debt to equity ratio and debt service coverage ratio. The Company is required to maintain at 80% of shares in its subsidiary. The collateral for the issuance of such debentures is land, buildings and equipment of the subsidiary (after the amalgamation between TPAC Packaging India Private Limited and Sunrise Containers Limited), as well as the Corporate Guarantee. The subsidiary has to deposit the next interest payment with the trustee as stated in Note 7 to financial statements.

For issuance of debentures, the Company has expenses from issuing such debentures which are deducted from debentures value, and those expenses are recorded as interest expenses.

The outstanding balance of long-term debentures as at 31 March 2021 are detailed below.

						(Unit: Thousand Baht)	
						Consolidated	
						financial statements	
Debenture	Issue date	Maturity date	Term (years)	Interest rate (% per annum)	Interest payment	31 March 2021	31 December 2020
1	24 August 2018	24 August 2023	5	9.62% / specified condition	every 6 months	459,566	478,647
Less: Deferred cost of issuing debentures						(11,342)	(12,315)
Net						448,224	466,332
Less: Current portion						(92,249)	(76,025)
Long-term debentures, net of current portion						355,975	390,307

Movement of debentures during the three-month period ended 31 March 2021 are summarised below:

		(Unit: Thousand Baht)	
		Consolidated	
		financial statements	
Balance as at 1 January 2021		466,332	
Add: Cost of issuing debentures amortisation		1,680	
Less: Repayment		(40,463)	
Translation adjustment		20,675	
Balance as at 31 March 2021		448,224	

17. Right-of-use assets

Movement of right-of-use assets for the three-month period ended 31 March 2021 are summarised below:

				(Unit: Thousand Baht)	
		Consolidated		Separate	
		financial statements		financial statements	
Net book value as at 1 January 2021		85,861		3,382	
Additions during the period		2,779		-	
Depreciation for the period		(2,472)		(546)	
Translation adjustment		1,463		-	
Net book value as at 31 March 2021		87,631		2,836	

18. Assets associated with call options granted to holders of non-controlling interestsSun Packaging Systems (FZC)

On 24 April 2019, the Company entered into Shareholders Agreement between the Company, Sun Packaging Systems (FZC) and Kishore Kumar Tarachand Bhatia. The Company has call options which were rights to buy all remaining 11% of shares in Sun Packaging Systems (FZC) from Bhatia Investment Holding Limited. Call options granted to holders of non-controlling interests are summarised below.

First exercise of call options:

Within 6 months from 24 April 2022, the option price is based on specified terms and conditions as stated in the agreement.

Second exercise of call options:

Within 6 months from 24 April 2024, the option price is based on specified terms and conditions as stated in the agreement.

As at 31 March 2021, the Company recorded assets associated with call options granted to holders of non-controlling interests amount Baht 8.8 million in consolidated and separate financial statements (31 December 2020: Baht 8.8 million).

19. Provision for long-term employee benefits

Movement of provision for long-term employee benefits account during the three-month period ended 31 March 2021 are below.

	Consolidated	(Unit: Thousand Baht)
	financial statements	Separate financial statements
Balance as at 1 January 2021	70,898	41,218
<i>Included in profit or loss:</i>		
Current service cost	3,234	1,851
Interest cost	292	164
<i>Included in other comprehensive income:</i>		
Actuarial gain arising from		
Demographic assumptions changes	92	-
Financial assumptions changes	(746)	-
Experience adjustments	(494)	-
Benefits paid during the period	(1,397)	(27)
Translation adjustment	1,039	-
Balance as at 31 March 2021	72,918	43,206

20. Income tax

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

Income tax expenses for the three-month periods ended 31 March 2021 and 2020 are made up as follows:

(Unit: Thousand Baht)

	For the three-month periods ended 31 March			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Current income tax:				
Interim corporate income tax charge	7,925	6,504	5,123	8,959
Deferred tax:				
Relating to origination and reversal of temporary differences	150,495	14,188	(340)	(416)
Relating to actuarial gain (loss)	203	(152)	-	-
Income tax expenses reported in the statement of comprehensive income	158,623	20,540	4,783	8,543

The components of deferred tax assets and deferred tax liabilities as at 31 March 2021 and 31 December 2020 are as follows:

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	31 March	31 December	31 March	31 December
	2021	2020	2021	2020
Deferred tax assets				
Allowance for expected credit losses	862	791	-	-
Allowance for diminution in value of inventories	574	645	264	314
Allowance for assets impairment	125	125	125	125
Accumulated depreciation - equipment	235	242	235	242
Provision for long-term employee benefits	10,360	8,851	8,641	8,244
Contingent liabilities	1,086	1,067	-	-
Cost of amalgamation of subsidiary	225	242	-	-
Unused tax loss	-	41,354	-	-
Total	13,467	53,317	9,265	8,925

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	31 March 2021	31 December 2020	31 March 2021	31 December 2020
Deferred tax liabilities				
Accumulated depreciation	259,507	139,968	-	-
Total	259,507	139,968	-	-
Deferred tax assets (liabilities) - net	(246,040)	(86,651)	9,265	8,925

One of subsidiary has unused tax loss on which deferred tax assets have not been recognised in total of Baht 62 million (31 December 2020: Baht 54 million).

In addition, the Company considered that no temporary differences associated with investments in subsidiaries for which deferred tax liability has been recognised as the Company has no policy to call for dividend from the subsidiaries.

International Business Center

On 24 June 2019, the Revenue Department approved the Company to be International Business Center in providing management services, technical services, supporting services, and international trade with tax benefits for 15 accounting periods as from 1 June 2019 to 31 December 2033 under specified requirements.

Benefits from amalgamation - TPAC Packaging India Private Limited

As at amalgamation date, TPAC Packaging India Private Limited granted benefits from amalgamation. The subsidiary is able to utilise tax benefit in respect of difference between fair value and book value of property, plant and equipment, intangible assets, and goodwill.

On 28 March 2021, the Government of India amended Finance Act, which terminated TPAC Packaging India Private Limited's income tax benefits on goodwill of INR 321 million as from 1 April 2020 (according to India's tax fiscal year), and the subsidiary then commenced to have income tax expenses during this tax fiscal year. As at 31 March 2021, the subsidiary had no unused tax loss, write-off deferred tax assets - unused tax losses, and also recognised deferred tax liabilities - accumulated depreciation to reflect the amendment of Finance Act.

Exemption of corporate income tax for companies located in Sharjah Airport International Free Zone in United Arab Emirates

Sun Packaging System (FZC) located in Sharjah Airport International Free Zone in United Arab Emirates, and granted corporate income tax exemption for 50 years as from the subsidiary's founding date in 2004.

21. 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.

	For the three-month periods ended 31 March			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Profit (loss) for the period to equity holders of the Company (Thousand Baht)	(20,103)	90,955	26,699	37,731
Weighted average number of ordinary shares (Thousand shares)	326,550	326,550	326,550	326,550
Earnings (loss) per share (Baht/share)	(0.06)	0.28	0.08	0.12

22. 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. The chief operating decision maker has been identified as Board of Directors. The basis that used to measure operating profit or loss of segment is same as the basis that used to measure operating profit or loss in the financial statements.

For management purposes, the Group are principally engaged in the manufacture and distribution of plastic packaging. Their operations are carried on in two geographic areas in Thailand which consists of the Company and TPAC Packaging (Bangna) Company Limited, and oversea countries which consists of India as operated by TPAC Packaging India Private Limited, and United Arab Emirate as operated by Sun Packaging Systems (FZC).

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

The revenue and profit information by geographical segment in the consolidated financial statements for the three-month periods ended 31 March 2021 and 2020 are as follows:

(Unit: Thousand Baht)

	For the three-month periods ended 31 March							
	Thailand		Overseas country		Elimination of inter-segment revenues		Consolidation	
	2021	2020	2021	2020	2021	2020	2021	2020
Sales to external customers	445,877	463,738	643,214	575,324	-	-	1,089,091	1,039,062
Inter-segment sales	13,507	3,795	4,714	2,898	(18,221)	(6,693)	-	-
Total sales	459,384	467,533	647,928	578,222	(18,221)	(6,693)	1,089,091	1,039,062
Segment operating profit	36,581	61,137	131,799	88,815	59	35	168,439	149,987
Unallocated income and expenses:								
Finance cost							(25,966)	(28,879)
Income tax expenses							(158,420)	(20,692)
Profit (loss) for the period							(15,947)	100,416

Major customers

During the three-month periods ended 31 March 2021 and 2020, the Group has no major customer with revenue of 10 percent or more of the Group's revenues.

23. Commitments and contingent liabilities

23.1 Capital commitments

As at 31 March 2021, the Group had capital commitments totaling approximately Baht 15.5 million, USD 1.1 million, EUR 0.7 million, JPY 46.3 million and INR 327 million relating to acquisition of machinery and molds (The Company only: Baht 11.9 million, USD 0.3 million, EUR 0.5 million and JPY 2.5 million) (31 December 2020: Baht 14.3 million, USD 1.0 million, EUR 0.6 million, JPY 10.6 million and INR 111.9 million relating to acquisition of machinery and molds (The Company only: Baht 13.5 million, USD 0.4 million, EUR 0.6 million and JPY 4.8 million)).

23.2 Guarantees

As at 31 March 2021, there were outstanding bank guarantees to guarantee electricity and other utilities use of Baht 20 million and INR 33 million issued by banks on behalf of the Group (The Company only: Baht 14 million) (31 December 2020: Baht 20 million and INR 33 million (The Company only: Baht 14 million)).

23.3 Litigations

TPAC Packaging India Private Limited has been carrying excise duty and service tax under dispute amounting to INR 14 million (31 December 2020: INR 14 million). These contingent liabilities have arisen pursuant to notice received from Indirect tax department. Currently, litigation is in progress pertaining to such disputes at Courts in India. The management of subsidiary has set aside provision for the potential losses to such case amounting to INR 11 million (31 December 2020: INR 11 million).

24. Fair value hierarchy

As at 31 March 2021, the Group had the financial assets and liabilities that were measured at fair value using different levels of inputs as follows:

	(Unit: Million Baht)			
	Consolidated and Separate financial statements			
	As at 31 March 2021			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Financial assets measured at FVTPL				
Assets associated with call options granted by holders of non-controlling interests	-	-	8.8	8.8
Liabilities measured at fair value				
Financial liabilities measured at FVTPL				
Other current financial liabilities				
Foreign exchange forward contracts	-	1.1	-	1.1

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

	(Unit: Million Baht)			
	Consolidated and Separate financial statements			
	As at 31 December 2020			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Financial assets measured at FVTPL				
Other current financial assets				
Foreign exchange forward contracts	-	0.2	-	0.2
Assets associated with call options granted by holders of non-controlling interests	-	-	8.8	8.8

25. Financial instruments

25.1 As at 31 March 2021 and 31 December 2020, the balances of financial assets and liabilities denominated in foreign currencies are summarised below.

Foreign currency	Consolidated financial statements					
	Financial assets		Financial liabilities		Average exchange rate	
	31 March	31 December	31 March	31 December	31 March	31 December
	2021	2020	2021	2020	2021	2020
	(Thousand)	(Thousand)	(Thousand)	(Thousand)	(Baht per 1 currency unit)	
US Dollar	3,949	2,796	837	526	31.3394	30.0371
Euro	165	161	4	57	36.7091	36.8764
Pound Sterling	34	13	-	-	43.0526	40.6403
Singapore Dollar	10	-	8	6	23.2729	22.6632
Dirham United Arab Emirates	-	-	21	24	8.5319	8.1774
Japanese Yen	-	-	6,353	-	0.2833	-
Foreign currency	Separate financial statements					
	Financial assets		Financial liabilities		Average exchange rate	
	31 March	31 December	31 March	31 December	31 March	31 December
	2021	2020	2021	2020	2021	2020
	(Thousand)	(Thousand)	(Thousand)	(Thousand)	(Baht per 1 currency unit)	
US Dollar	1,603	993	75	31	31.3394	30.0371
Singapore Dollar	10	-	8	6	23.2729	22.6632

25.2 As at 31 March 2021, the Group had foreign exchange contracts outstanding are summarised below.

Foreign currency	Consolidated and Separate financial statements				
			Contractual exchange rate		Contractual maturity date
	Bought amount	Sold amount	Bought amount	Sold amount	
	(Thousand)	(Thousand)	(Baht per 1 foreign currency unit)		
US Dollar	-	1,043	-	29.95 - 31.31	20 April 2021 - 2 July 2021

As at 31 December 2020, the Group had foreign exchange contracts outstanding are summarised below.

Foreign currency	Consolidated and Separate financial statements				
			Contractual exchange rate		Contractual maturity date
	Bought amount	Sold amount	Bought amount	Sold amount	
	(Thousand)	(Thousand)	(Baht per 1 foreign currency unit)		
US Dollar	-	848	-	29.82 - 31.29	6 January 2021 - 29 March 2021

25.3 Fair values of financial instruments

Since the majority of the Group's financial instruments are short-term in nature or carrying interest at rates close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in the statement of financial position.

26. Events after reporting period

26.1 On 10 April 2021, the Board of Directors' Meeting No. 3/2021 approved the investment by the Company for the acquisition of 80% shares in Combi-Pack Sdn Bhd, a limited company registered in Malaysia, and incorporated in plastic food containers manufacturing business with the total considerations and expenses for this transaction not exceed MYR 170 million or Baht 1,301.20 million, and proposed to be approved by the Extraordinary General Meeting of shareholders No. 1/2021 on 28 May 2021. In addition, the Board of Directors' Meeting approved the execution of the Sale and Purchase Agreement, the Shareholders Agreement, other documents, and the obtaining loan from bank not exceeding Baht 1,150 million, and delegated authority to the Group's Chief Executive Officer or the designees of the Group's Chief Executive Officer to undertake all necessary actions in connection with the acquisition.

26.2 On 10 April 2021, the Company entered into the Sale and Purchase Agreement and the Shareholders Agreement between the Company and group of sellers. The Company agreed to pay the consideration to acquire of 80% shares in Combi-Pack Sdn Bhd for 1.6 million shares with par value of MYR 1 each, whereby Mr. Chow Chee Yut is the remaining shareholder of 20%. The Company agreed to pay to group of sellers by 92.5% of the initial purchase price or MYR 140.6 million on the completion date, and the remaining 6% and 1.5% of the initial purchase price on the first deferred payment date, which is 12 months after the completion date, and the second deferred payment date, which is 12 months after the first deferred payment date, respectively. The Company and group of sellers agreed to adjust the initial purchase price to the actual purchase price based on price adjustment method as stipulated in the agreement. In addition, the Company and group of sellers have to comply with specified terms and conditions as stated in the agreements.

In addition, Mr. Chow Chee Yut has put options which has rights to sell all remaining 20% of shares in Combi-Pack Sdn Bhd to the Company. The Company has call options which has rights to buy all remaining 20% of shares in Combi-Pack Sdn Bhd from Mr. Chow Chee Yut based on option price and period as stated in the agreement.

26.3 On 20 April 2021, TPAC Packaging India Private Limited received an assessment order of INR 85.8 million from Income tax department of India related to share premium received in India's tax fiscal years 2018-2019. Currently, the subsidiary is in process to file the appeal of such assessment order. The Group's management and the subsidiary's management believe that the subsidiary will not incur any loss as a result of this assessment order.

26.4 On 23 April 2021, the Annual General Meeting of the Company's shareholders passed a resolution to pay a dividend from operating results for the year 2020 of Baht 0.292 per share, totaling Baht 95.4 million. The dividend payment will be paid on 20 May 2021.

27. Approval of interim financial information

This interim financial information was authorised for issue by the Company's Board of Directors on 13 May 2021.