

V.L. ENTERPRISE PUBLIC COMPANY LIMITED

**REVIEWED REPORT AND INTERIM FINANCIAL STATEMENTS
FOR THE THREE-MONTH AND NINE-MONTH PERIODS ENDED SEPTEMBER 30, 2021**

INDEPENDENT AUDITOR'S REPORT ON REVIEW OF INTERIM FINANCIAL STATEMENTS

To The Shareholders and Board of Directors of
V.L. Enterprise Public Company Limited

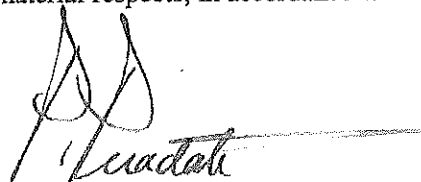
I have reviewed the accompanying statement of financial position of V.L. Enterprise Public Company Limited as at September 30, 2021 and the related statement of comprehensive income for the three-month and nine-month periods ended September 30, 2021, changes in shareholders' equity and cash flows for the nine-month period ended September 30, 2021 and selected explanatory notes. Management is responsible for the preparation and presentation of this interim financial information in accordance with the accounting standards No. 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 No. 34 "Interim Financial Reporting".



(Mr. Peradate Pongsathiansak)

Certified Public Accountant

Registration No. 4752

Dharmniti Auditing Company Limited
Bangkok, Thailand
November 10, 2021

V.L. ENTERPRISE PUBLIC COMPANY LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT SEPTEMBER 30, 2021

ASSETS

		Baht	
		As at September	As at December
	Notes	30, 2021	31, 2020
CURRENT ASSETS			
Cash and cash equivalents	5	83,241,781.61	171,972,851.20
Trade and other current receivables	6	87,093,723.48	63,626,376.74
Vessel supplies and spare parts	7	23,890,985.72	16,131,383.30
Other current financial assets	8	100,541,321.21	100,058,285.72
Other current assets		122,418.35	76,591.05
Total current assets		294,890,230.37	351,865,488.01
NON-CURRENT ASSETS			
Vessels and equipment	9	1,568,606,670.11	1,389,169,721.98
Right-of-use assets	10	18,577,039.71	20,327,464.58
Intangible assets	11	3,736,874.24	2,219,777.29
Other non-current assets		87,100.00	87,100.00
Total non-current assets		1,591,007,684.06	1,411,804,063.85
TOTAL ASSETS		1,885,897,914.43	1,763,669,551.86



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V.L. ENTERPRISE PUBLIC COMPANY LIMITED
STATEMENT OF FINANCIAL POSITION (CONT.)
AS AT SEPTEMBER 30, 2021

LIABILITIES AND SHAREHOLDERS' EQUITY

		Baht	
		As at September	As at December
	Notes	30, 2021	31, 2020
CURRENT LIABILITIES			
Trade and other current payables		42,010,578.61	32,580,161.62
Purchase of fixed assets payable		3,621,790.29	133,927.50
Current portion of lease liabilities	10	1,875,615.92	2,095,914.67
Current portion of long-term loans from financial institutions	14	134,190,300.00	146,023,800.00
Corporate income tax payable		1,833,769.91	3,879,311.92
Other current liabilities		562,439.22	665,670.72
Total current liabilities		184,094,493.95	185,378,786.43
NON-CURRENT LIABILITIES			
Lease liabilities	10	15,425,710.86	17,021,196.46
Long-term loans from financial institutions	14	863,467,826.61	710,332,000.00
Deferred tax liabilities	12	11,586,978.21	11,134,195.40
Employee benefit obligations	15	2,445,747.01	3,205,026.36
Total non-current liabilities		892,926,262.69	741,692,418.22
TOTAL LIABILITIES		1,077,020,756.64	927,071,204.65



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V.L. ENTERPRISE PUBLIC COMPANY LIMITED
STATEMENT OF FINANCIAL POSITION (CONT.)
AS AT SEPTEMBER 30, 2021

LIABILITIES AND SHAREHOLDERS' EQUITY (CONT.)

		Baht	
		As at September	As at December
	Notes	30, 2021	31, 2020
SHAREHOLDERS' EQUITY			
Share capital	17		
Registered share capital			
1,200,000,000 ordinary shares of Baht 0.50 each		600,000,000.00	
800,000,000 ordinary shares of Baht 0.50 each			400,000,000.00
Issued and fully paid-up share capital			
800,000,000 ordinary shares of Baht 0.50 each		400,000,000.00	400,000,000.00
Share premium on ordinary shares		231,587,782.52	231,587,782.52
Surplus on business combination under common control		13,524,246.75	13,524,246.75
Retained earnings			
Appropriated - Legal reserve	18	21,319,000.00	21,319,000.00
Unappropriated		142,446,128.52	170,167,317.94
TOTAL SHAREHOLDERS' EQUITY		808,877,157.79	836,598,347.21
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		1,885,897,914.43	1,763,669,551.86



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V.L. ENTERPRISE PUBLIC COMPANY LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE THREE-MONTH AND NINE-MONTH PERIODS ENDED SEPTEMBER 30, 2021

	Notes	Baht			
		For the three-month periods ended		For the nine-month periods ended	
		September 30,		September 30,	
		2021	2020	2021	2020
REVENUES	21				
Freight charges		180,130,906.16	163,654,942.45	479,777,065.34	492,749,311.16
Other income					
Gain on disposal of assets		-	-	-	3,760,939.11
Gain on exchange rate		-	1,324,900.83	1,788,613.22	3,112,846.97
Others		592,872.31	231,784.29	1,969,354.45	801,340.53
Total revenues		180,723,778.47	165,211,627.57	483,535,033.01	500,424,437.77
EXPENSES					
Cost of freight		147,931,858.16	124,010,682.78	392,259,749.80	368,597,492.02
Administrative expenses	4	8,211,610.19	8,514,344.16	23,847,709.76	26,035,290.45
Management benefit expenses	4	4,248,746.10	2,898,158.87	14,221,614.07	8,332,912.94
Total expenses		160,392,214.45	135,423,185.81	430,329,073.63	402,965,695.41
Income before finance costs and income tax expenses		20,331,564.02	29,788,441.76	53,205,959.38	97,458,742.36
Finance costs	4	9,955,839.01	9,104,418.84	27,460,291.39	29,244,941.66
Income before income tax expenses		10,375,725.01	20,684,022.92	25,745,667.99	68,213,800.70
Income tax expenses	16	2,168,059.30	1,035,203.84	5,466,857.41	4,351,208.83
Income for the period		8,207,665.71	19,648,819.08	20,278,810.58	63,862,591.87
Other comprehensive income for the period		-	-	-	-
Total comprehensive income for the period		8,207,665.71	19,648,819.08	20,278,810.58	63,862,591.87
Earnings per share	22				
Basic earnings per share (Baht per share)		0.010	0.025	0.025	0.080
Diluted earnings per share (Baht per share)		0.007	0.025	0.021	0.080

Notes to interim financial statements form an integral part of these statements.



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V.L. ENTERPRISE PUBLIC COMPANY LIMITED
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2021

	Notes	Baht				
		Share capital	Share premium	Surplus on business	Retained earnings	
		issued and paid-up	on ordinary shares	combination under common control	Appropriated - Legal reserves	Unappropriated
Beginning balance as at January 1, 2021		400,000,000.00	231,587,782.52	13,524,246.75	21,319,000.00	170,167,317.94
Dividend payment	19	-	-	-	-	(48,000,000.00)
Total comprehensive income for the period		-	-	-	-	20,278,810.58
Ending balance as at September 30, 2021		400,000,000.00	231,587,782.52	13,524,246.75	21,319,000.00	142,446,128.52
Beginning balance as at January 1, 2020		400,000,000.00	231,587,782.52	13,524,246.75	17,089,000.00	123,164,680.03
Dividend payment	19	-	-	-	-	(32,000,000.00)
Total comprehensive income for the period		-	-	-	-	63,862,591.87
Legal reserve	18	-	-	-	2,210,688.64	(2,210,688.64)
Ending balance as at September 30, 2020		400,000,000.00	231,587,782.52	13,524,246.75	19,299,688.64	152,816,583.26



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V.L. ENTERPRISE PUBLIC COMPANY LIMITED

STATEMENT OF CASH FLOWS

FOR THE NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2021

		Baht	
	Notes	2021	2020
<u>Cash flows from operating activities :</u>			
Income for the period		20,278,810.58	63,862,591.87
Adjustments to reconcile income for the period to net cash provided by (used in) operating activities :			
Depreciation and amortization		84,559,124.72	80,313,586.63
Allowance for expected credit losses (reversal)		90,055.05	7,360.15
Bad debts		(202,525.78)	-
Unrealized gain from other current financial assets measured at fair value		(483,035.49)	-
(Gain) loss on disposal of vessels and equipment		452,372.39	(3,886,851.91)
(Gain) loss on write-off of intangible assets		-	125,912.80
Unrealized (gain) loss on exchange rates		133,308.46	(908,075.48)
Gain on change of payment under the lease agreement		(248,060.67)	-
Employee benefit expenses		1,292,794.00	239,003.48
Interest income		(56,879.39)	(122,663.14)
Interest expenses		27,460,291.39	29,244,941.66
Income tax expenses		5,466,857.41	4,351,208.83
Income from operating before changes in operating assets and liabilities		138,743,112.67	173,227,014.89
(Increase) decrease in operating assets			
Trade and other current receivables		(23,350,743.50)	12,460,733.10
Vessel supplies and spare parts		(7,759,602.42)	763,098.99
Other current assets		(45,827.30)	60,755.35
Other non-current assets		-	(30,000.00)
Increase (decrease) in operating liabilities			
Trade and other current payables		8,967,211.35	(6,458,405.81)
Other current liabilities		(103,231.50)	(196,701.45)
Cash generated from operations		116,450,919.30	179,826,495.07
Payment for employee benefit obligation		(2,082,730.00)	(3,549,723.00)
Payment for income tax		(7,059,616.61)	(6,810,212.87)
Net cash provided by operating activities		107,308,572.69	169,466,559.20

Notes to interim financial statements form an integral part of these statements.



V.L. ENTERPRISE PUBLIC COMPANY LIMITED
STATEMENT OF CASH FLOWS (CONT.)
FOR THE NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2021

		Baht	
	Notes	2021	2020
<u>Cash flows from investing activities :</u>			
Cash paid for purchase of the vessels and equipment		(259,186,034.10)	(132,410,378.91)
Cash paid for purchase of the intangible assets		(1,541,420.43)	-
Cash received from sales of vessels and equipment		200.00	129,273,543.40
Cash received from interest income		56,879.39	122,663.14
Net cash provided by (used in) investing activities		(260,670,375.14)	(3,014,172.37)
<u>Cash flows from financing activities :</u>			
Cash received from long-term loans from financial institution		227,162,126.61	78,072,116.20
Cash payment of long-term loans from financial institution		(85,859,800.00)	(183,720,900.00)
Cash payment of lease liabilities		(1,567,723.68)	(2,098,323.85)
Cash paid for dividend		(48,000,000.00)	(32,000,000.00)
Cash paid for interest expenses		(27,368,491.75)	(29,692,502.93)
Net cash provided by (used in) financing activities		64,366,111.18	(169,439,610.58)
Net increase (decrease) in cash and cash equivalents		(88,995,691.27)	(2,987,223.75)
Cash and cash equivalents at the beginning of period		171,972,851.20	269,313,304.77
Adjustments to gain (loss) on translation of foreign currency		264,621.68	947,312.74
Cash and cash equivalents at the end of period		83,241,781.61	267,273,393.76

Supplementary disclosure of cash flow statement data :

Non-cash items as follows :

Interest expense recorded as cost of the assets	1,067,661.99	754,604.70
Increase (decrease) in purchase of fixed assets payable		
Vessels and equipment	3,327,362.79	(80,854,932.50)
Intangible assets	160,500.00	-
Acquisition of right-of-use assets under lease contracts	-	18,651,874.54

Notes to interim financial statements form an integral part of these statements.



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V.L. ENTERPRISE PUBLIC COMPANY LIMITED
NOTES TO INTERIM THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2021

1. GENERAL INFORMATION

(a) Address and legal status

The Company was incorporated as a limited company under Thai law and was registered with the Ministry of Commerce on September 27, 1991 and converted from the Company under the provision of the Civil and Commercial Code to be a Company in accordance with the Public Company Act B.E.2535 on September 7, 2018. The head office is located at 41 Asoke-Dindang Rd., Makkasan, Ratchatevee, Bangkok, 10400.

(b) Nature of the Company's operations

The Company operates a tanker fleet business and provides logistical cargo shipping locally and regionally.

2. CORONAVIRUS DISEASE 2019 PANDEMIC

The Coronavirus disease 2019 pandemic is a new wave and continuing to evolve, resulting in an economic slowdown and adversely impacting most businesses and industries as a whole. This situation may affect the results of operations of business. Nevertheless, the management of the Company has continuously monitored ongoing developments and regularly assess the financial impact in respect of the valuation of assets, provisions and contingent liabilities. The management has adopted certain estimates and judgments in accordance with changing situation.

3. SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis for the preparation of interim financial statements

These interim financial statements are prepared in accordance with Thai Accounting Standard No. 34 "Interim Financial Reporting" and the requirements of the Securities and Exchange Commission (SEC). The interim financial statements are intended to provide information additional to that included in the latest annual financial statements. Accordingly, they focus on new activities, events, and situations and not intended to re-emphasize on the information previously reported. The interim financial statements should, therefore, be read in conjunction with the financial statements for the year ended December 31, 2020.

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

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

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3.2 Significant accounting policies

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

3.3 Financial reporting standards that became effective in the current period

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

However, COVID-19 Related Rent Concessions beyond June 30, 2021 were adjusted in the financial reporting standard No.16 lease effective from April 1, 2021. Therefore, it is permitted for the Company to adopt before the effective date. Such adjustment is a relief of practice, the lessee does not necessarily have to assess that the consent to reduce the rent is a change of lease agreement or not. The consent to reduce the rent is a direct result of the Coronavirus 2019 pandemic (COVID-19) and that falls under the condition specified (revised paragraph 46 khor.2 from formerly June 30, 2021 to June 30, 2022). The recording of the consent to reduce the rent is as if "not a change of the lease", which during the period, the Federation of Accounting Professions has issued and published in the Government Gazette.

The adoption of these financial reporting standards does not have any significant impact on the financial statements in the current period.

3.4 Financial reporting standards that will become effective in the future

The Federation of Accounting Professions has issued several revised financial reporting standards and has been published in the Government Gazette, which are effective for fiscal years beginning on or after 1 January 2022. 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 for some financial reporting standards, providing temporary reliefs or temporary exemptions for users.

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

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4. RELATED PARTIES TRANSACTIONS

The Company has certain transactions with related parties. The part of assets, liabilities, revenue, cost and expense of the Company occurred from transactions with related parties. These related parties are related through common shareholdings and/or directorships. The effects of these transactions are reflected in the accompanying financial statements on the basis determined by the Company and the parties concerned.

Nature of relationships between the Company and related parties:

Name of persons or related company	Nature of relationships
<u>Related persons</u>	
Mrs.Chutipa Klinzuwan	The Company's shareholders and directors

For the three-month and nine-month periods ended September 30, 2021 and 2020, the significant transactions with persons or related parties can be summarized as follows :-

		Baht			
		For the three-month periods ended		For the nine-month periods ended	
		September 30,		September 30,	
Pricing policy		2021	2020	2021	2020
<u>Related person</u>					
Office rental expenses					
Mrs.Chutipa Klinzuwan	Agreed price	466,296.87	466,296.87	1,398,890.61	1,398,890.61
Interest expense under the lease					
Mrs.Chutipa Klinzuwan	Effective rate	191,850.99	199,095.04	581,336.33	608,525.24

The outstanding balances as at September 30, 2021 and December 31, 2020 are as follows :-

	Baht	
	As at September 30, 2021	As at December 31, 2020
<u>Lease liabilities - related person</u>		
Mrs.Chutipa Klinzuwan	16,535,777.51	17,597,501.85

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Management benefit expenses

Management benefit expenses represent the benefits paid to the Company's management such as salaries and related benefit including the benefit paid by other means. The Company's management are the persons who are defined under the Securities and Exchange Act.

For the three-month and nine-month periods ended September 30, 2021 and 2020, management benefit expenses are as follows:-

	Baht			
	For the three-month periods ended		For the nine-month periods ended	
	September 30,		September 30,	
	2021	2020	2021	2020
Management personnel compensation				
Short-term employee benefits	4,221,479.76	2,853,692.00	13,408,969.76	8,200,479.00
Post-employment benefits	27,266.34	44,466.87	812,644.31	132,433.94
Total	4,248,746.10	2,898,158.87	14,221,614.07	8,332,912.94

5. CASH AND CASH EQUIVALENTS

Cash and cash equivalents consisted of :-

	Baht	
	As at September	As at December
	30, 2021	31, 2020
Cash on hand	326,244.95	299,738.67
Cash at bank - current accounts	11,171,211.27	3,626,841.71
Cash at bank - savings accounts	71,744,325.39	168,046,270.82
Total	83,241,781.61	171,972,851.20

Savings accounts carry interest at the floating rates which are set by the banks.

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6. TRADE AND OTHER CURRENT RECEIVABLES

Trade and other current receivables consisted of :-

	Baht	
	As at September 30, 2021	As at December 31, 2020
<u>Trade receivables, classified by age analysis :-</u>		
- <u>Domestic</u>		
Not yet due	59,079,323.73	48,555,699.65
Overdue:		
Not over 3 months	5,760,325.00	3,563,504.14
Over 3 - 6 months	5,725,687.50	-
Over 6 - 12 months	-	-
Over 12 months	-	202,525.78
Total	70,565,336.23	52,321,729.57
- <u>Foreign</u>		
Not yet due	2,729,092.28	5,864,746.26
Total	2,729,092.28	5,864,746.26
Total trade receivables	73,294,428.51	58,186,475.83
<u>Less</u> Allowance for expected credit losses	(97,415.20)	(209,885.93)
Total trade receivables - net	73,197,013.31	57,976,589.90
<u>Other current receivables</u>		
- Advance payable	76,531.48	125,785.00
- Prepaid expenses	8,582,746.10	5,365,474.84
- Accrued income	4,811,702.74	-
- Others	425,729.85	158,527.00
Total	13,896,710.17	5,649,786.84
Total trade and other current receivables - net	87,093,723.48	63,626,376.74

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For the nine-month period ended September 30, 2021 and for the year ended December 31, 2020 the movements of allowance for expected credit losses were as follow :-

	Baht	
	As at September 30, 2021 (For the nine-month)	As at December 31, 2020 (For the year)
Allowance for expected credit losses		
Beginning balance	209,885.93	202,525.78
Increase (decrease) during the period	90,055.05	7,360.15
Bad debts written off during the period	(202,525.78)	-
Ending balance	97,415.20	209,885.93

7. VESSEL SUPPLIES AND SPARE PARTS

Vessel supplies and spare parts consisted of :-

	Baht	
	As at September 30, 2021	As at December 31, 2020
Fuel	15,139,070.54	8,805,542.95
Supplies and spare parts	8,751,915.18	7,325,840.35
Total	23,890,985.72	16,131,383.30

8. OTHER CURRENT FINANCIAL ASSETS

As at September 30, 2021 and December 31, 2020, details of other current financial assets consisted of :-

	Baht	
	As at September 30, 2021	As at December 31, 2020
<u>Investment in debt securities</u>		
KFSMART - open-end fixed income fund	100,000,000.00	100,000,000.00
<u>Add Unrealized gain (loss) on changes in the fair value of financial assets</u>	541,321.21	58,285.72
Investment in debt securities - at fair value	100,541,321.21	100,058,285.72

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9. VESSELS AND EQUIPMENT

Movements of the vessels and equipment account for the nine-month period ended September 30, 2021 are summarized as follows :-

	Baht
At cost	
Balance as at December 31, 2020	2,017,308,106.23
Acquisitions during the period	262,513,396.89
Disposals and write-off during the period	(21,709,891.54)
Balance as at September 30, 2021	<u>2,258,111,611.58</u>
Accumulated depreciation	
Balance as at December 31, 2020	628,138,384.25
Depreciation for the period	82,623,876.37
Accumulated depreciation on disposals and write-off	(21,257,319.15)
Balance as at September 30, 2021	<u>689,504,941.47</u>
Net book value	
Balance as at September 30, 2021	<u>1,568,606,670.11</u>
Balance as at December 31, 2020	<u>1,389,169,721.98</u>

Some vessels with net book value as at September 30, 2021 and December 31, 2020 Baht 1,545.39 million and Baht 1,339.10 million, respectively, were pledged to guarantee against loan from financial institution (see Note 13 and 14).

For the nine-month periods ended September 30, 2021 and 2020, the Company recorded interest as part of the cost vessels of Baht 1.07 million and Baht 0.75 million, respectively. Borrowing costs are the actual amount of the loan specific purposes for the each vessel by interest at the rate of 3.65% and 4.00% per annum, respectively.

As at September 30, 2021 and December 31, 2020, the Company had the fixed assets that have been fully depreciated but they are still in use, at cost of assets of Baht 455.69 million and Baht 436.82 million, respectively.

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10. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

10.1 Right-of-use assets

The carrying amounts of right-of-use assets building and equipment and the movement for the nine-month period ended September 30, 2021 are summarized as follows :-

	Baht
At cost	
As at December 31, 2020	23,020,874.54
Increase during the period	-
As at September 30, 2021	23,020,874.54
Accumulated depreciation	
As at December 31, 2020	2,693,409.96
Depreciation for the period	1,750,424.87
As at September 30, 2021	4,443,834.83
Net book value	
As at September 30, 2021	18,577,039.71
As at December 31, 2020	20,327,464.58

10.2 Lease liabilities

The carrying amounts of lease liabilities and the movement for the nine-month period ended September 30, 2021 are presented below:

	Baht
As at December 31, 2020	19,117,111.13
Increase during the period	-
Increase of interest	628,105.32
Payments during the period	(2,195,829.00)
Decrease from changes in office rental payments	(248,060.67)
As at September 30, 2021	17,301,326.78
<u>Less: current portion</u>	(1,875,615.92)
Lease liabilities - net of current portion	15,425,710.86

The following are the amounts recognized in profit or loss for the nine-month period ended September 30, 2021 are presented below:

	Baht
Depreciation of right-of-use assets	1,750,424.87
Interest expense on lease liabilities	628,105.32
Total	2,378,530.19

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11. INTANGIBLE ASSETS

Intangible assets consisted of :-

	Baht			
	Book value	Additions	Deductions	Book value
	as at Jan 1, 2021			as at Sep 30, 2021
<u>Cost</u>				
Computer program	3,043,826.66	2,707,330.95	-	5,751,157.61
Assets in progress	1,005,410.52	1,673,993.43	(2,679,403.95)	-
Total	4,049,237.18	4,381,324.38	(2,679,403.95)	5,751,157.61
<u>Less Accumulated amortizations</u>				
Computer program	(1,829,459.89)	(184,823.48)	-	(2,014,283.37)
Intangible assets-net	<u>2,219,777.29</u>			<u>3,736,874.24</u>

12. DEFERRED TAX ASSETS AND DEFERRED TAX LIABILITIES

Changes in deferred tax assets and deferred tax liabilities for the nine-month period ended September 30, 2021 are summarized as follows :-

	Baht			
	Balance per book	Revenue (expenses) during the year		Balance per book
	as at December	In profit or loss	In other	as at September
	31, 2020		comprehensive	30, 2021
			income	
Deferred tax assets:				
Trade receivables	41,977.19	(22,494.15)	-	19,483.04
Employee benefit obligations	264,456.86	(7,748.48)	-	256,708.38
Leases	63,657.36	43,166.19	-	106,823.55
Total	370,091.41	12,923.56	-	383,014.97
Deferred tax liability:				
Depreciation of fixed assets	(11,504,286.81)	(465,706.37)	-	(11,969,993.18)
Total	(11,504,286.81)	(465,706.37)	-	(11,969,993.18)
Deferred tax assets (liabilities) - net	<u>(11,134,195.40)</u>	<u>(452,782.81)</u>	-	<u>(11,586,978.21)</u>

13. BANK OVERDRAFTS AND SHORT-TERM LOANS FROM FINANCIAL INSTITUTIONS

As at September 30, 2021 and December 31, 2020, the Company has bank overdrafts and short-term loans from financial institution totaling credit lines of Baht 30 million were guaranteed by some vessels.

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14. LONG-TERM LOANS FROM FINANCIAL INSTITUTION

Long-term loans from financial institution consisted of :-

	Baht	
	As at September 30, 2021	As at December 31, 2020
Long-term loans at the beginning of the period	856,355,800.00	998,649,283.80
Received loans during the period	227,162,126.61	78,072,116.20
Repayment of loans during the period	(85,859,800.00)	(220,365,600.00)
Long-term loans at the end of the period	997,658,126.61	856,355,800.00
<u>Less</u> Current portion of long-term loans	<u>(134,190,300.00)</u>	<u>(146,023,800.00)</u>
Long-term loans - net	<u>863,467,826.61</u>	<u>710,332,000.00</u>

The long-term loans above were guaranteed by each vessel.

As at September 30, 2021 and December 31, 2020, the Company had credit lines of 8 and 7 long-term loans, respectively. The details of changing in regulation and condition specified in the loan agreements during the years 2020 and 2021 were as follows:

- In March 2020, the Company had approved from financial institution for principal debt suspension of a long-term loan for 6 months. The Company must comply with conditions in the former agreement when the principal suspension is due.
- In March 2021, the Company had approval from a financial institution to reduce the amount of principal payment and interest rate at the rate 0.50 - 1.00 percent per annum for a period of 12 months of 7 long-term credit lines. The Company was the reduce of principal payment of Baht 3.81 million per monthly installment (6 credit lines) since from March 2021 and reduce the principal amount of Baht 0.56 million per monthly installment (1 credit line) since from April 2021.
- In July 2021, the Company had been approval from the financial institution to reduce the amount of principal repayment for a period of 30 installments monthly. The Company was the reduce of principal payment of Baht 1.20 million per monthly installment (1 credit line) since from July 2021.

As at September 30, 2021, the long-term loan due within 1 year had been stated according to the changing amount in regulation and condition as mentioned above.

Other important conditions under the agreement

The Company has to comply with the loan covenants and important terms such as maintain a proper debt-to-equity ratio not more than 2.5 times and grant beneficiary of the asset protection insurance to the lender and not to sell, distribute, transfer, mortgage, pledge, transfer claim entitlement and lay down collateral by any means that will commit an obligation. It does not decrease share capital.

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15. EMPLOYEE BENEFIT OBLIGATION

Employee benefit obligations are as follows :-

The statements of financial position

	Baht	
	As at September	As at December
	30, 2021	31, 2020
	(For the nine-month)	(For the year)
Defined benefit obligations at the beginning of the period	3,205,026.36	5,024,115.18
Current service cost and interest	1,323,450.65	270,248.18
<u>Less</u> Employee benefit paid by project	(2,082,730.00)	(3,549,723.00)
Actuarial loss from defined benefit plans	-	1,460,386.00
Defined benefit obligations at the end of the period	<u>2,445,747.01</u>	<u>3,205,026.36</u>

16. INCOME TAX EXPENSES (REVENUES)

16.1 Major components of income tax expenses (revenues)

For the three-month and nine-month periods ended September 30, 2021 and 2020 consisted of :-

	Baht			
	For the three-month periods ended		For the nine-month periods ended	
	September 30,		September 30,	
	2021	2020	2021	2020
Income tax expense (revenues) shown in profit or loss :				
Current tax expense :				
Corporate income tax expense for the period	2,042,369.85	755,278.46	5,014,074.60	4,476,367.00
Deferred tax expense :				
Changes in temporary differences relating to				
the original recognition and reversal	125,689.45	279,925.38	452,782.81	(125,158.17)
Total	<u>2,168,059.30</u>	<u>1,035,203.84</u>	<u>5,466,857.41</u>	<u>4,351,208.83</u>

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16.2 A numerical reconciliation between income tax expense and the product of accounting profit multiplied by the applicable tax rate

For the nine-month periods ended September 30, 2021 and 2020 are summarized as follows :-

	Baht	
	2021	2020
Accounting profit for the period	25,745,667.99	68,213,800.70
The applicable tax rate (%)	20%	20%
Tax expense at the applicable tax rate	5,149,133.60	13,642,760.14
Reconciliation items:		
Tax effect of expenses that are not deductible in determining tax profit:		
- Expenses not allowed as expenses in determining taxable profit	319,732.44	285,517.19
Tax effect of income or profit that are not required in determining taxable profit :		
- The exemption of profit of the promoted business (BOI)	-	(9,564,931.10)
- Expenses deducted as expenses added in tax	(2,008.63)	(12,137.40)
Total reconciliation items	317,723.81	(9,291,551.31)
Total income tax expense	5,466,857.41	4,351,208.83

16.3 A numerical reconciliation between the average effective tax rate and the applicable tax rate

For the nine-month periods ended September 30, 2021 and 2020 are summarized as follows :

	2021		2020	
	Tax amount	Tax rate	Tax amount	Tax rate
	(Baht)	(%)	(Baht)	(%)
Accounting profit before income tax expense for the period	25,745,667.99		68,213,800.70	
Tax expense at the applicable tax rate	5,149,133.60	20.00	13,642,760.14	20.00
Reconciliation items	317,723.81	1.23	(9,291,551.31)	(13.62)
Income tax expense at the average effective tax rate	5,466,857.41	21.23	4,351,208.83	6.38

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17. SHARE CAPITAL

At the Annual General shareholders' Meeting for 2021, held on April 22, 2021, the shareholders approved to increase of the Company's registered share capital in the amount of Baht 200 million from the registered capital of Baht 400 million to Baht 600 million by issuing capital increase in the number of shares 400 million at the par value of Baht 0.50 per share to be reserved for the exercise of warrants (see Note 20). The Company had registered the capital increase with the Ministry of Commerce on April 23, 2021.

18. LEGAL RESERVE

In compliance with the Public Company Act B.E.2535 (1992), the Company sets aside a legal reserve for at least 5% of its net profits until the reserve equaled 10% of the authorized share capital. This reserve is not available for dividend distribution.

19. DIVIDEND

For the year 2021

At the Annual General shareholders' Meeting for 2021, held on April 22, 2021, the shareholders approved to pay the annual dividend of 2020 which was paid from the retained earnings-unappropriated under promotional privileges by the Board of Investment (BOI) in the amount of Baht 56 million at the rate of Baht 0.07 per share. After deducting the interim dividend of Baht 0.02 per share, the remaining dividend balance of Baht 0.05 per share, totaling Baht 40 million (payment in May 2021).

At the Board of Directors' Meeting No.4/2021, held on August 11, 2021, the board approved to pay the interim dividend which was paid from the retained earnings-unappropriated under promotional privileges by the Board of Investment (BOI) in the amount of Baht 8 million at the rate of Baht 0.01 per share (payment in September 2021).

Totaling pay dividends in the year 2021 amounting to Baht 48 million.

For the year 2020

At the Board of Directors' Meeting No.3/2020, held on March 30, 2020, the board approved to pay the interim dividend from the net profit 2019 instead of the annual dividend payment and proposed to the Annual General Shareholders' Meeting 2020 which was paid from the retained earnings-unappropriated under promotional privileges by the Board of Investment (BOI) in the amount of Baht 16 million at the rate of Baht 0.02 per share (payment in April 2020).

At the Board of Directors' Meeting No.5/2020, held on August 13, 2020, the board approved to pay the interim dividend from the operating results for the six-month period ended June 30, 2020 which was paid from the retained earnings-unappropriated under promotional privileges by the Board of Investment (BOI) in the amount of Baht 16 million at the rate of Baht 0.02 per share (payment in September 2020).

Totaling pay dividends in the year 2020 amounting to Baht 32 million.

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20. WARRANTS

At the Annual General shareholders' Meeting for 2021, held on April 22, 2021, the shareholders approved the issuance and offering 400 million units of transferable warrants (VL-W1) with registered holders to the existing shareholders free of charge, at the ratio of 1 warrant for every 2 existing shares. These warrants can be exercised for a period of 2 years from the issue date (April 28, 2021) with an exercise ratio of 1 warrant per 1 ordinary share and an exercise price of Baht 0.50 per share. The exercise schedule is divided into 4 times (every 6 months), with the first exercise date on October 27, 2021 and the last exercise date on April 27, 2023.

21. PRIVILEGES AND BENEFITS UNDER INVESTMENT PROMOTION

The Company has been granted promotional privileges by the Board of Investment under Investment Promotion Act B.E. 2520 for the business of mass transportation and large goods as follows :-

	Vessel V.L.15	Vessel V.L.16	Vessel V.L.17	Vessel V.L.18	Vessel CTP.5	Vessel V.L.19	Vessel V.L.20	Vessel V.L.21	Vessel V.L.22	Vessel V.L.23
Promotion certificate number	2679(2)/2013	1707(2)/2015	59-0313-1-00-1-0	59-0312-1-00-1-0	60-0737-0-00-1-2	60-0721-1-00-1-0	60-0597-1-00-1-0	62-0240-1-00-1-0	62-0576-1-00-1-0	63-0514-1-00-1-0
Dated	Nov 25, 2013	Jun 8, 2015	Feb 26, 2016	Feb 26, 2016	Jul 4, 2017	Jul 3, 2017	Aug 14, 2018	Mar 5, 2019	Apr 23, 2019	Apr 14, 2020
Key privileges and benefits under the promotion certificate										
1. Exemption of import duty on machinery (vessel) subject to import within date	May 25, 2016	Dec 8, 2017	Aug 26, 2018	Aug 26, 2018	Feb 24, 2016	Jan 3, 2020	Feb 14, 2021	Sep 5, 2021	Dec 7, 2021	Nov 5, 2022
2. Exemption of corporate income tax on net profit derived from										
Of 8 years, starting from the date income is first derived from such operation - dated	Dec 1, 2014	Sep 9, 2015	Aug 17, 2016	Dec 1, 2016	May 29, 2017*	Aug 10, 2017	Sep 30, 2018	Apr 4, 2019	Apr 25, 2020	July 9, 2021
3. Others	As specified in the promotion certificate	As specified in the promotion certificate	As specified in the promotion certificate	As specified in the promotion certificate	As specified in the promotion certificate	As specified in the promotion certificate	As specified in the promotion certificate	As specified in the promotion certificate	As specified in the promotion certificate	As specified in the promotion certificate

* For vessel CTP.5 has been granted promotional privileges until February 20, 2024 which the original privileges before the transfer of business under the promotion certificate number 2169(2)/2012 on August 24, 2012.

The Company has to comply with the conditions and restrictions as specified in the promotion certificate.

Freight charges for the nine-month periods ended September 30, 2021 and 2020 consisted of :-

	Freight charges (Baht)					
	2021			2020		
	BOI	Non BOI	Total	BOI	Non BOI	Total
Freight charges						
- Domestic	232,932,074.41	63,978,765.32	296,910,839.73	256,946,224.99	60,166,244.28	317,112,469.27
- Export	108,356,034.43	74,510,191.18	182,866,225.61	124,207,600.79	51,429,241.10	175,636,841.89
Other income	2,668,024.28	1,089,943.39	3,757,967.67	7,575,527.10	99,599.51	7,675,126.61
Total	343,956,133.12	139,578,899.89	483,535,033.01	388,729,352.88	111,695,084.89	500,424,437.77

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22. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing net profit for the period (excluding other comprehensive income) by the weighted average number of ordinary shares which are issued and paid-up during the period

Diluted earnings per share is calculated by dividing net profit for the year attributable to equity holders (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the period plus the weighted average number of ordinary shares which would need to be issued to convert all dilutive potential ordinary shares into ordinary shares. The calculation assumes that the conversion took place either at the beginning of the period or on the date the potential ordinary shares were issued.

In case the warrant to purchase ordinary shares of the Company has an exercise price higher than the average market price of common shares during the period. The effect of diluted equivalent ordinary shares will not be shown and not effect on the diluted earnings per share.

The following table sets forth the computation of basic and diluted earnings per share:

For the three-month periods ended September 30,						
Profit for the period		Weighted average number of ordinary shares		Earnings per share		
2021	2020	2021	2020	2021	2020	
(Baht)	(Baht)	(shares)	(shares)	(Baht)	(Baht)	
Basic earnings per share						
Profit attributable to equity holders of the Company						
8,207,665.71	19,648,819.08	800,000,000	800,000,000	0.010	0.025	
Effect of dilutive potential ordinary shares						
Warrants (VL-W1)		303,381,140	-			
8,207,665.71	19,648,819.08	1,103,381,140	800,000,000	0.007	0.025	
Diluted earnings per share						
For the nine-month periods ended September 30,						
Profit for the period		Weighted average number of ordinary shares		Earnings per share		
2021	2020	2021	2020	2021	2020	
(Baht)	(Baht)	(shares)	(shares)	(Baht)	(Baht)	
Basic earnings per share						
Profit attributable to equity holders of the Company						
20,278,810.58	63,862,591.87	800,000,000	800,000,000	0.025	0.080	
Effect of dilutive potential ordinary shares						
Warrants (VL-W1)		177,550,727	-			
20,278,810.58	63,862,591.87	977,550,727	800,000,000	0.021	0.080	
Diluted earnings per share						

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23. SEGMENT INFORMATION

The Company operates the main business operation that reports on a single segment which is the oil tanker fleet transportation service. The operating results were regularly reviewed by the highest operation decision maker that is the chief executive officer who decides on the allocation of resources to the segment and evaluates performance. The Company evaluates the performance results of the operating segment by using the basis for profit or loss of the operating segment which is the same basis used to measure profit or loss from operation in the financial statements. Therefore, all revenues, profits from operation and assets that are presented in the financial statements are already reported by the operating segment.

Geographic Information

The Company's freight services provide both domestic and international shipping services in Southeast Asia shown as follows:

Freight charges for the three-month and nine-month periods ended September 30, 2021 and 2020, shown as follows:

	Baht			
	For the three-month periods ended		For the nine-month periods ended	
	September 30,		September 30,	
	2021	2020	2021	2020
Domestic freight charges	106,285,927.71	105,272,992.90	296,910,839.73	317,112,469.27
Export freight charges	73,844,978.45	58,381,949.55	182,866,225.61	175,636,841.89
Total net income from freight charges	180,130,906.16	163,654,942.45	479,777,065.34	492,749,311.16

Information about major customers

For the nine-month periods ended September 30, 2021 and 2020, the Company had revenue from three major customers from transportation service revenue exceeding 10% totaling Baht 316.48 million and Baht 364.69 million, respectively.

24. FINANCIAL INSTRUMENTS

24.1 Foreign currency risk

The Company's exposure to foreign currency risk relates to transactions in foreign currency, which the Company has currently not hedged by derivative financial instruments.

As at September 30, 2021, the company had foreign currency as follows:

Transaction	Currency	Foreign amount (Unit)	Fair value (Baht)
Cash and cash equivalents	USD	56,607.05	1,910,703.04
Trade and other current receivables	USD	80,852.89	2,729,092.28
Trade and other current payables	USD	258,408.78	8,809,362.04

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24.2 Forward foreign exchange contracts

The Company has entered into forward foreign exchange contracts to manage exposure to fluctuations in foreign currencies of trade receivables, other current receivables, trade payables and other current payables denominated in foreign currencies.

As at September 30, 2021, the Company has no outstanding forward foreign exchange buying contracts.

24.3 Fair value of financial instruments

The Company uses the market approach to measure the fair value of assets and liabilities that are required to be measured at fair value by relevant financial reporting standards, except that the cost approach or income approach is used when there is no active market or when a quoted market price is not available.

Fair value hierarchy

- Level 1 - Use of quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Use of inputs other than quoted prices included within Level 1 that are observable for the assets or liabilities, either directly (e.g. prices) or indirectly (e.g. derived from prices)
- Level 3 - Use of unobservable inputs such as estimates of future cash flows.

As at September 30, 2021, the Company had the following assets and liabilities that were measured at fair value using different levels of inputs as follows :-

	Baht		
	Level 1	Level 2	Level 3
Financial assets measured at fair value			
Other current financial assets			
- Unit trusts	-	100,541,321.21	-
			100,541,321.21

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

Valuation techniques and inputs of fair value to level 2

The fair value of investments in unit trusts that not listed on the Stock Exchange of Thailand has been determined by using the net assets value per unit as announced by fund manager.

The fair value of forward foreign exchange contracts is determined by the market rate of each contract, which is calculated by financial institutions dealing with the Company at the date of the statement of financial position.

The fair values of derivative financial instruments, which are cross currency swap contracts, are the market prices adjusted by credit risk of the Company which is calculated by the financial institution of the Company as at the statement of financial position date. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates.

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25. COMMITMENTS AND CONTINGENT LIABILITIES

As at September 30, 2021, the Company had commitment and contingent liabilities as follows :-

- 25.1 The Company had contingent liability in respect of the letters of guarantee issued by the bank to Port Authority of Thailand, Marine Department and guarantee for normal course of business operations in the amount of Baht 17.47 million.
- 25.2 The Company had commitments and obligations to the contract of hiring 5 oil tankers with both local and foreign companies for the period of 1 - 5 years at the specified rates in the contracts.

26. EVENTS AFTER THE REPORTING PERIOD

In October 2021, the Company received subscriptions for the additional ordinary shares arising from the exercise of 166,692,700 warrants No.1 (VI-W1) at the exercise price of Baht 0.50 per share for a total of Baht 83.35 million. The Company registered the resulting increase share capital of Baht 83.35 million with the Ministry of Commerce on November 4, 2021 and the Stock Exchange of Thailand accepted the capital increase as listed securities on November 9, 2021.

27. APPROVAL OF INTERIM FINANCIAL STATEMENTS

These interim financial statements were authorized for issue by the Company's directors on November 10, 2021.

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