

Group Lease Public Company Limited
and its subsidiaries
Review report and interim financial statements
For the three-month and nine-month periods ended
30 September 2016

Independent Auditor's Report on Review of Interim Financial Information

To the Shareholders of Group Lease Public Company Limited

I have reviewed the accompanying consolidated statement of financial position of Group Lease Public Company Limited and its subsidiaries as at 30 September 2016, the related consolidated statements of comprehensive income for the three-month and nine-month periods ended 30 September 2016, and the consolidated statements of changes in shareholders' equity and cash flows for the nine-month period then ended, as well as the condensed notes to the consolidated financial statements and have also reviewed the separate financial information of Group Lease Public Company Limited for the same period. 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.

Sophon Permsirivallop

Certified Public Accountant (Thailand) No. 3182

EY Office Limited

Bangkok: 11 November 2016

Group Lease Public Company Limited and its subsidiaries

Statement of financial position

As at 30 September 2016

(Unit: Thousand Baht)

	<u>Note</u>	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
		<u>30 September 2016</u>	<u>31 December 2015</u>	<u>30 September 2016</u>	<u>31 December 2015</u>
		(Unaudited but reviewed)	(Audited)	(Unaudited but reviewed)	(Audited)
Assets					
Current assets					
Cash and cash equivalents	2	5,684,881	1,044,886	4,550,479	552,224
Current portion of hire purchase and installment sales receivables	3, 16	3,077,517	3,198,880	1,978,370	2,095,264
Current portion of asset-backed loan receivables	4	202,096	113,093	-	-
Current portion of loans and interest receivables	5	1,352,488	2,152,934	2,200	18,780
Assets foreclosed	6	45,792	32,948	26,299	14,909
Short-term loans to and interest receivables from subsidiary	16	-	-	5,070,062	4,016,390
Other current assets	7, 16	452,287	227,410	103,664	109,574
Total current assets		<u>10,815,061</u>	<u>6,770,151</u>	<u>11,731,074</u>	<u>6,807,141</u>
Non-current assets					
Pledged fixed deposit at financial institution	8	334	329	334	329
Investment in subsidiary companies	9	-	-	1,476,281	1,200,117
Long-term portion of hire purchase and installment sales receivables	3, 16	3,028,846	2,848,471	1,774,235	1,786,822
Long-term portion of asset-backed loan receivables	4	50,610	28,057	-	-
Long-term portion of loans and interest receivables	5	1,751,388	604,588	-	-
Property, plant and equipment	10	116,006	115,982	77,268	73,824
Intangible assets	11	98,571	101,067	14,586	15,501
Goodwill		120,570	122,519	-	-
Deferred tax assets		44,930	62,868	35,090	51,324
Other non-current assets	14	112,671	111,084	75,630	74,089
Total non-current assets		<u>5,323,926</u>	<u>3,994,965</u>	<u>3,453,424</u>	<u>3,202,006</u>
Total assets		<u>16,138,987</u>	<u>10,765,116</u>	<u>15,184,498</u>	<u>10,009,147</u>

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

Group Lease Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 30 September 2016

(Unit: Thousand Baht)

		Consolidated financial statements		Separate financial statements	
	Note	30 September 2016	31 December 2015	30 September 2016	31 December 2015
		(Unaudited but reviewed)	(Audited)	(Unaudited but reviewed)	(Audited)
Liabilities and shareholders' equity					
Current liabilities					
Short-term loans from financial institutions	15	353,968	349,050	317,968	349,050
Trade accounts payable		22,157	46,446	19,176	5,098
Short-term loans from and interest payable to related parties	16	4,182	4,115	130,000	-
Current portion of long-term loans	17	646,612	1,557,854	549,000	1,522,177
Current portion of long-term loans from related parties	16	-	-	63,980	-
Current portion of debentures	18	497,770	-	497,770	-
Income tax payable		48,940	53,316	-	29,475
Insurance premium payables		9,770	11,211	7,099	7,011
Accrued expenses	16	136,395	77,724	118,308	74,244
Other current liabilities	16	131,177	76,077	95,243	49,387
Total current liabilities		1,850,971	2,175,793	1,798,544	2,036,442
Non-current liabilities					
Long-term portion of long-term loans	17	356,936	504,593	241,320	360,490
Long-term portion of debentures	18	1,448,936	493,610	1,448,936	493,610
Convertible debentures - liability component	16, 19	4,495,145	-	4,495,145	-
Provision for long-term employee benefits		7,480	7,480	7,480	7,480
Cash guarantee for damage on hire purchase agreements		2,180	2,181	2,064	2,064
Total non-current liabilities		6,310,677	1,007,864	6,194,945	863,644
Total liabilities		8,161,648	3,183,657	7,993,489	2,900,086

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

Group Lease Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 30 September 2016

(Unit: Thousand Baht)

	Note	Consolidated financial statements		Separate financial statements	
		30 September 2016	31 December 2015	30 September 2016	31 December 2015
		(Unaudited but reviewed)	(Audited)	(Unaudited but reviewed)	(Audited)
Equity					
Share capital	20				
Registered					
1,810,435,251 ordinary shares of Baht 0.50 each					
(31 December 2015: 1,539,174,618 ordinary shares					
of Baht 0.50 each)		905,218	769,587	905,218	769,587
Issued and paid-up					
1,525,473,761 ordinary shares of Baht 0.50 each					
(31 December 2015: 1,427,285,251 ordinary shares					
of Baht 0.50 each)		762,737	713,643	762,737	713,643
Share premium	20	5,190,130	4,254,634	5,190,130	4,254,634
Share subscription received in advance		622	981,049	622	981,049
Retained earnings					
Appropriated - statutory reserve	24	90,522	76,959	90,522	76,959
Unappropriated		1,778,003	1,283,825	1,136,955	1,082,776
Other components of shareholders' equity		62,174	271,349	10,043	-
Total shareholders' equity		7,884,188	7,581,459	7,191,009	7,109,061
Non-controlling interests of the subsidiary		93,151	-	-	-
Total equity		7,977,339	7,581,459	7,191,009	7,109,061
Total liabilities and equity		16,138,987	10,765,116	15,184,498	10,009,147
		-	-	-	-

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

Directors

(Unaudited but reviewed)

Group Lease Public Company Limited and its subsidiaries

Statement of comprehensive income

For the three-month period ended 30 September 2016

(Unit: Thousand Baht)

	Note	Consolidated		Separate	
		financial statements		financial statements	
		2016	2015	2016	2015
Profit or loss:					
Revenues					
Hire purchase interest income		487,984	470,654	298,146	329,683
Asset - backed loan interest income		31,869	8,193	-	-
Interest on loan receivables		122,097	-	-	-
Other income					
Other interest income		11,459	58,426	84,314	41,237
Consulting service fee income		41,678	28,815	-	-
Management service fee income		-	-	21,000	21,000
Other income related to the activities of					
hire purchase	12	55,013	64,129	36,695	42,203
Others		2,844	8,654	5,222	43,322
Total revenues		752,944	638,871	445,377	477,445
Expenses					
Service and administrative expenses		240,586	210,903	162,477	133,812
Bad debts and doubtful accounts		78,476	83,434	54,506	76,450
Loss on disposals of foreclosed assets		52,547	91,135	51,434	80,451
Total expenses		371,609	385,472	268,417	290,713
Profit before finance cost and income tax expenses		381,335	253,399	176,960	186,732
Finance cost		(83,539)	(68,955)	(81,799)	(66,163)
Profit before income tax expenses		297,796	184,444	95,161	120,569
Income tax expenses	13	(37,388)	(34,174)	(19,111)	(23,922)
Profit for the period		260,408	150,270	76,050	96,647
Other comprehensive income:					
Exchange differences on translation					
of financial statements in foreign currency		(48,388)	216,462	-	-
Other comprehensive income for the period		(48,388)	216,462	-	-
Total comprehensive income for the period		212,020	366,732	76,050	96,647

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

(Unaudited but reviewed)

Group Lease Public Company Limited and its subsidiaries

Statement of comprehensive income (continued)

For the three-month period ended 30 September 2016

(Unit: Thousand Baht)

	Note	Consolidated		Separate	
		financial statements		financial statements	
		2016	2015	2016	2015
Profit attributable to:					
Equity holders of the Company		260,341	150,270	76,050	96,647
Non-controlling interests of the subsidiary		67	-		
		<u>260,408</u>	<u>150,270</u>		
Total comprehensive income attributable to:					
Equity holders of the Company		212,348	366,732	76,050	96,647
Non-controlling interests of the subsidiary		(328)	-		
		<u>212,020</u>	<u>366,732</u>		

(Unit: Baht)

Earnings per share	22				
Basic earnings per share					
Profit attributable to equity holders of the Company		<u>0.1707</u>	<u>0.1243</u>	<u>0.0499</u>	<u>0.0799</u>
Weighted average number of ordinary shares (thousand shares)		<u>1,525,398</u>	<u>1,209,200</u>	<u>1,525,398</u>	<u>1,209,200</u>
Diluted earnings per share					
Profit attributable to equity holders of the Company		<u>0.1707</u>	<u>0.1180</u>	<u>0.0499</u>	<u>0.0759</u>
Weighted average number of ordinary shares (thousand shares)		<u>1,525,398</u>	<u>1,273,044</u>	<u>1,525,398</u>	<u>1,273,044</u>

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

(Unaudited but reviewed)

Group Lease Public Company Limited and its subsidiaries

Statement of comprehensive income

For the nine-month period ended 30 September 2016

(Unit: Thousand Baht)

	Note	Consolidated		Separate	
		financial statements		financial statements	
		2016	2015	2016	2015
Profit or loss:					
Revenues					
Hire purchase interest income		1,464,968	1,425,367	898,547	1,018,908
Asset - backed loan interest income		80,422	9,535	-	-
Interest on loan receivables		351,334	-	-	-
Other income					
Other interest income		18,591	69,313	239,791	82,915
Consulting service fee income		48,739	65,477	-	-
Management service fee income		-	-	63,000	63,000
Other income related to the activities of					
hire purchase	12	162,335	201,177	107,294	115,049
Others		10,566	47,397	16,680	80,588
Total revenues		<u>2,136,955</u>	<u>1,818,266</u>	<u>1,325,312</u>	<u>1,360,460</u>
Expenses					
Service and administrative expenses		693,795	576,061	456,320	362,809
Bad debts and doubtful accounts		232,531	278,337	173,890	251,357
Loss on disposals of foreclosed assets		162,168	280,393	157,295	239,786
Total expenses		<u>1,088,494</u>	<u>1,134,791</u>	<u>787,505</u>	<u>853,952</u>
Profit before finance cost and income tax expenses		<u>1,048,461</u>	<u>683,475</u>	<u>537,807</u>	<u>506,508</u>
Finance cost		(173,218)	(200,659)	(163,778)	(194,701)
Profit before income tax expenses		<u>875,243</u>	<u>482,816</u>	<u>374,029</u>	<u>311,807</u>
Income tax expenses	13	(136,820)	(92,838)	(75,047)	(62,324)
Profit for the period		<u>738,423</u>	<u>389,978</u>	<u>298,982</u>	<u>249,483</u>
Other comprehensive income:					
Exchange differences on translation					
of financial statements in foreign currency		(219,103)	261,518	-	-
Other comprehensive income for the period		<u>(219,103)</u>	<u>261,518</u>	<u>-</u>	<u>-</u>
Total comprehensive income for the period		<u>519,320</u>	<u>651,496</u>	<u>298,982</u>	<u>249,483</u>

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

(Unaudited but reviewed)

Group Lease Public Company Limited and its subsidiaries

Statement of comprehensive income (continued)

For the nine-month period ended 30 September 2016

(Unit: Thousand Baht)

	Note	Consolidated		Separate	
		financial statements		financial statements	
		2016	2015	2016	2015
Profit attributable to:					
Equity holders of the Company		738,981	389,978	298,982	249,483
Non-controlling interests of the subsidiary		(558)	-		
		<u>738,423</u>	<u>389,978</u>		
Total comprehensive income attributable to:					
Equity holders of the Company		519,763	651,496	298,982	249,483
Non-controlling interests of the subsidiary		(443)	-		
		<u>519,320</u>	<u>651,496</u>		

(Unit: Baht)

Earnings per share	22				
Basic earnings per share					
Profit attributable to equity holders of the Company		0.4844	0.3439	0.1960	0.2200
Weighted average number of ordinary shares (thousand shares)		<u>1,525,423</u>	<u>1,133,945</u>	<u>1,525,423</u>	<u>1,133,945</u>
Diluted earnings per share					
Profit attributable to equity holders of the Company		0.4844	0.3320	0.1960	0.2124
Weighted average number of ordinary shares (thousand shares)		<u>1,525,423</u>	<u>1,174,654</u>	<u>1,525,423</u>	<u>1,174,654</u>

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

(Unaudited but reviewed)

Group Lease Public Company Limited and its subsidiaries

Statement of changes in equity

For the nine-month period ended 30 September 2016

(Unit: Thousand Baht)

Consolidated financial statements												
Equity attributable to the owners of the Company												
Other components of equity												
Other comprehensive income												
Exchange differences												
on translation of												
financial statements												
in foreign currency												
Convertible debentures												
- equity component												
Total other components of												
owners of the Company												
the owners of												
the Company												
Total equity												
attributable to												
the owners of												
the Company												
Equity attributable												
to non-controlling												
interests of												
the subsidiary												
Total												
equity												
Note	Issued and paid-up share capital	Share premium	Share subscription received in advance	Capital reserve for share-based payment transactions	Retained earnings							
					Appropriated	Unappropriated						
Balance as at 1 January 2015	542,885	1,084,254	-	3,584	72,093	774,501	36,250	-	36,250	2,513,567	-	2,513,567
Profit for the period	-	-	-	-	-	389,978	-	-	-	389,978	-	389,978
Other comprehensive income for the period	-	-	-	-	-	-	261,518	-	261,518	261,518	-	261,518
Total comprehensive income for the period	-	-	-	-	-	389,978	261,518	-	261,518	651,496	-	651,496
Issuance of ordinary shares during period												
from the exercise of warrants	98,271	1,793,133	-	(4,084)	-	-	-	-	-	1,887,320	-	1,887,320
Share subscription received in advance												
from the exercise of warrants	-	-	201,271	-	-	-	-	-	-	201,271	-	201,271
Capital reserve for share-based payment												
transactions	-	-	-	500	-	-	-	-	-	500	-	500
Issue convertible debentures - equity component	-	-	-	-	-	-	-	268	268	268	-	268
Dividend paid	23	-	-	-	-	(66,673)	-	-	-	(66,673)	-	(66,673)
Appropriated to statutory reserve	-	-	-	-	4,866	(4,866)	-	-	-	-	-	-
Balance as at 30 September 2015	641,156	2,877,387	201,271	-	76,959	1,092,940	297,768	268	298,036	5,187,749	-	5,187,749
Balance as at 1 January 2016	713,643	4,254,634	981,049	-	76,959	1,283,825	271,349	-	271,349	7,581,459	-	7,581,459
Profit for the period	-	-	-	-	-	738,981	-	-	-	738,981	(558)	738,423
Other comprehensive income for the period	-	-	-	-	-	-	(219,218)	-	(219,218)	(219,218)	115	(219,103)
Total comprehensive income for the period	-	-	-	-	-	738,981	(219,218)	-	(219,218)	519,763	(443)	519,320
Issuance of ordinary shares during period												
from the exercise of warrants	20, 21	44	3,497	-	-	-	-	-	-	3,541	-	3,541
Issuance of ordinary shares during period												
from transferring of share subscription												
received in advance	20	49,050	931,999	(981,049)	-	-	-	-	-	-	-	-
Share subscription received in advance												
from the exercise of warrants	20	-	-	622	-	-	-	-	-	622	-	622
Issue convertible debentures - equity component	19	-	-	-	-	-	-	10,043	10,043	10,043	-	10,043
Dividend paid	23	-	-	-	-	(231,240)	-	-	-	(231,240)	-	(231,240)
Increase in non-controlling interest												
from established a new subsidiary		-	-	-	-	-	-	-	-	-	93,594	93,594
Appropriate to statutory reserve	24	-	-	-	-	13,563	(13,563)	-	-	-	-	-
Balance as at 30 September 2016	762,737	5,190,130	622	-	90,522	1,778,003	52,131	10,043	62,174	7,884,188	93,151	7,977,339

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

(Unaudited but reviewed)

Group Lease Public Company Limited and its subsidiaries

Statement of changes in equity (continued)

For the nine-month period ended 30 September 2016

(Unit: Thousand Baht)

Separate financial statements								
Note	Issued and paid-up share capital	Share premium	Share subscription received in advance	Capital reserve for share-based payment transactions	Retained earnings		Other components of shareholders' equity	Total shareholders' equity
					Appropriated	Unappropriated	Convertible debentures - equity component	
Balance as at 1 January 2015	542,885	1,084,254	-	3,584	72,093	816,132	-	2,518,948
Profit for the period	-	-	-	-	-	249,483	-	249,483
Other comprehensive income for the period	-	-	-	-	-	-	-	-
Total comprehensive income for the period	-	-	-	-	-	249,483	-	249,483
Issuance of ordinary shares during period								
from the exercise of warrants	98,271	1,793,133	-	(4,084)	-	-	-	1,887,320
Share subscription received in advance								
from the exercise of warrants	-	-	201,271	-	-	-	-	201,271
Capital reserve for share-based payment transactions	-	-	-	500	-	-	-	500
Issue convertible debentures - equity component	-	-	-	-	-	-	268	268
Dividend paid	23	-	-	-	-	(66,673)	-	(66,673)
Appropriated to statutory reserve	-	-	-	-	4,866	(4,866)	-	-
Balance as at 30 September 2015	641,156	2,877,387	201,271	-	76,959	994,076	268	4,791,117
Balance as at 1 January 2016	713,643	4,254,634	981,049	-	76,959	1,082,776	-	7,109,061
Profit for the period	-	-	-	-	-	298,982	-	298,982
Other comprehensive income for the period	-	-	-	-	-	-	-	-
Total comprehensive income for the period	-	-	-	-	-	298,982	-	298,982
Issuance of ordinary shares during period								
from the exercise of warrants	20, 21	44	3,497	-	-	-	-	3,541
Issuance of ordinary shares during period								
from transferring of share subscription received in advance	20	49,050	931,999	(981,049)	-	-	-	-
Share subscription received in advance								
from the exercise of warrants	20	-	-	622	-	-	-	622
Issue convertible debentures - equity component	19	-	-	-	-	-	10,043	10,043
Dividend paid	23	-	-	-	-	(231,240)	-	(231,240)
Appropriate to statutory reserve	24	-	-	-	13,563	(13,563)	-	-
Balance as at 30 September 2016	762,737	5,190,130	622	-	90,522	1,136,955	10,043	7,191,009

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

(Unaudited but reviewed)

Group Lease Public Company Limited and its subsidiaries**Statement of cash flows****For the nine-month period ended 30 September 2016**

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2016	2015	2016	2015
Cash flows from operating activities				
Profit before tax	875,243	482,816	374,029	311,807
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:				
Depreciation	26,793	20,242	12,448	7,431
Amortisation	12,653	15,819	915	307
Bad debts and doubtful accounts	232,531	278,337	173,890	251,357
Loss from write-off	19	-	-	-
Loss on disposals of assets foreclosed	162,168	280,393	157,295	239,786
Loss on diminution in value of foreclosed assets	4,645	3,032	5,442	6,390
Exchange loss from transfer loan to subsidiary to investment in subsidiary	-	-	7,436	1,075
Unrealised exchange (gain) loss	(35,038)	15,402	33,290	(27,262)
Provision for long-term employee benefits	-	2,063	-	2,063
Capital reserve for share-based payment transactions	-	500	-	500
Interest income	(18,591)	(68,948)	(239,791)	(82,654)
Interest expenses	164,468	190,598	156,018	184,938
Amortised front end fees of loans	4,303	5,285	3,313	4,987
Amortised transaction cost of debentures	4,249	4,002	4,249	4,002
Amortised transaction cost of convertible debentures	198	744	198	744
Amortised discount on convertible debentures	-	30	-	30
Profit from operating activities before changes in operating assets and liabilities	1,433,641	1,230,315	688,732	905,501
Operating assets (increase) decrease				
Hire purchase and installment sales receivables	(283,664)	(99,789)	(44,409)	219,680
Asset - backed Loan receivables	(119,434)	(91,099)	-	-
Loans and interest receivables	(360,741)	(609,053)	-	-
Assets foreclosed	(179,756)	(300,272)	(174,127)	(260,027)
Other current assets	(231,926)	(130,102)	14,422	(18,273)
Other non-current assets	(1,329)	(6,226)	(1,760)	(6,272)
Operating liabilities increase (decrease)				
Trade accounts payable	(24,291)	6,835	14,078	4,461
Insurance premium payable	(1,441)	5,659	88	3,733
Accrued expenses	55,337	35,108	43,620	73,097
Other current liabilities	54,947	45,796	45,633	54,760
Guarantee for damage from hire purchase agreements	(1)	(144)	-	(132)
Cash flows from operating activities	341,342	87,028	586,277	976,528
Cash paid for interest expenses	(169,046)	(196,392)	(163,520)	(191,862)
Cash paid for corporate income tax	(107,095)	(46,150)	(58,026)	(32,374)
Net cash flows from (used in) operating activities	65,201	(155,514)	364,731	752,292

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

(Unaudited but reviewed)

Group Lease Public Company Limited and its subsidiaries
Statement of cash flows (continued)
For the nine-month period ended 30 September 2016

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2016	2015	2016	2015
Cash flows from investing activities				
Increase in pledged fixed deposits at financial institution	(4)	(5)	(4)	(5)
Decrease in accounts receivable and loans to employees	211	24	211	24
Acquisitions of equipment	(27,905)	(27,604)	(15,892)	(11,214)
Acquisitions of intangible asset	(11,858)	(22,580)	-	(20,684)
Cash paid for short-term loans to related parties	-	-	(1,202,904)	(2,836,737)
Cash received from short-term loans to related parties	-	31,681	-	734,271
Cash paid for short-term loans	-	(1,411,264)	-	(7,500)
Cash received from short-term loans	16,580	501	16,580	501
Interest received	11,370	72,806	2,006	58,070
Net cash flows used in investing activities	(11,606)	(1,356,441)	(1,200,003)	(2,083,274)
Cash flows from financing activities				
Increase in short-term loans from financial institutions	5,999	100,000	(30,000)	100,000
Cash received from short-term loans from related party	-	151,469	130,000	-
Repayment of short-term loans from related party	-	(149,998)	-	-
Cash received from long-term loans from related party	-	-	80,000	-
Repayment of long-term loans from related party	-	-	(16,020)	-
Cash received from long-term loans	1,735,000	934,109	1,655,000	834,000
Repayment of long-term loans	(2,790,926)	(2,217,646)	(2,750,660)	(2,212,220)
Cash paid for front end fees of long-term loans	(1,552)	(1,001)	-	-
Cash received from issuance of debentures	1,500,000	-	1,500,000	-
Cash paid for transaction costs of debentures	(44,320)	-	(44,320)	-
Cash received from issuance of convertible debentures	4,542,368	981,000	4,542,368	981,000
Cash paid for transaction costs of convertible debentures	(5,764)	(6,242)	(5,764)	(6,242)
Cash received from exercise of warrants	3,541	1,887,319	3,541	1,887,319
Cash received from share subscription received in advance	622	201,271	622	201,271
Cash received from non-controlling interests in respect of establishing new subsidiary	93,594	-	-	-
Dividend paid	(231,240)	(66,673)	(231,240)	(66,673)
Net cash flows from financing activities	4,807,322	1,813,608	4,833,527	1,718,455
Exchange differences on translation of financial statements in foreign currency	(220,922)	251,692	-	-
Net increase in cash and cash equivalents	4,639,995	553,345	3,998,255	387,473
Cash and cash equivalents at beginning of period	1,044,886	357,446	552,224	71,159
Cash and cash equivalents at the end of period (Note 2)	5,684,881	910,791	4,550,479	458,632
	-	-	-	-
Supplemental cash flows information				
Non-cash item				
Transferred assets foreclosed to equipment	99	-	-	-
Transaction cost of debentures payable	6,835	-	6,835	-
Transaction cost of convertible debentures payable	232	-	232	-
Transferred of share subscription received in advance during the period to ordinary shares and share premium	981,049	997	981,049	997
Transferred share subscription payment in advance to investment in subsidiary	-	-	-	128,695
Transferred capital reserve for share-based payment transaction to share premium	-	4,084	-	4,084
Transferred short-term loans to subsidiary to share subscription payment in advance	-	-	276,164	-

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

Group Lease Public Company Limited and its subsidiaries

Interim financial statements

For the three-month and nine-month periods ended 30 September 2016

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Group Lease Public Company Limited and its subsidiaries

Notes to interim financial statements

For the three-month and nine-month periods ended 30 September 2016

1. General information

1.1 Corporate information

Group Lease Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. The Company and its subsidiaries are principally engaged in the activity of hire purchase and asset-backed loan. Another, overseas subsidiary is principally a business management, consulting including financing services to the corporates and other investment holding company.

The Company’s registered address is 63 Soi 1, Thetsabannimitai Road, Ladyao, Chatuchak, Bangkok.

The major shareholders of the Company are Engine Holdings Asia Pte. Ltd. (incorporated in Singapore), which is a subsidiary company of Wedge Holdings Company Limited (incorporated in Japan) and A.P.F. Holding Company Limited (incorporated in Thailand).

1.2 Basis for the preparation of interim financial statements

These interim financial statements are prepared in accordance with Thai Accounting Standard 34 (revised 2015) *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 equity, and cash flows in the same format as that used for the annual financial statements.

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 circumstances so as not to duplicate information previously reported. These interim financial statements should therefore be read in conjunction with the latest annual financial statements.

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 Thai language financial statements.

1.3 Basis of consolidation

These consolidated interim financial statements include the financial statements of Group Lease Public Company Limited and its subsidiaries and have been prepared on the same basis as that applied for the consolidated financial statements for the year ended 31 December 2015. There has been no significant change in the composition of the group of companies during the current period, except for the investment in PT. Group Lease Finance Indonesia (subsidiary of GLH) as disclosed in Note 9.

The consolidated interim financial statements include the account balances of the Company and its subsidiaries. Material intercompany transactions and balances have been eliminated. The Company's holding in the subsidiaries is as follows:

Company's name	Country of incorporation	Percentage owned by the Company		Nature of business
		30 September 2016	31 December 2015	
Group Lease Holdings Pte. Ltd. ("GLH")	Singapore	100	100	Business management and consulting services, financing to corporates and investment holding
GL Finance Plc. (shares held by Group Lease Holdings Pte. Ltd.) ("GLF")	Cambodia	100	100	Hire purchase services (motorcycles, agricultural machinery and equipment)
Thanaban Company Limited ("TNB")	Thailand	100	100	Hire purchase services & Asset-backed Loans to Consumers
GL Leasing (Lao) Ltd. (shares held by Group Lease Holdings Pte. Ltd.) ("GLL")	Laos	100	100	Hire purchase services (motorcycles, agricultural machinery and equipment)
PT. Group Lease Finance Indonesia (shares held by Group Lease Holdings Pte. Ltd.) ("GLFI")	Indonesia	65	-	Hire purchase services for agricultural equipment (started operation in the third quarter of 2016)

1.4 New financial reporting standards

During the period, the Company and its subsidiaries have adopted the revised and new financial reporting standards issued by the Federation of Accounting Professions which become effective for fiscal years beginning on or after 1 January 2016. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of standards. The adoption of these financial reporting standards does not have any significant impact on the Company's and its subsidiaries financial statements.

1.5 Significant accounting policies

The interim financial statements are prepared using the same accounting policies and methods of computation as were used for the financial statements for the year ended 31 December 2015 with the following additional accounting policies adopted:

Loan receivables

Loan receivables are stated at the principal amount net of allowance for doubtful accounts (if any).

Interest on loan receivables

Interest on loan receivables is recognised as income on an accrual basis, based on the effective interest rate.

2. Cash and cash equivalents

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	30	31	30	31
	September	December	September	December
	2016	2015	2016	2015
Cash	10,157	1,415	242	190
Bank deposits	5,674,724	1,043,471	4,550,237	552,034
Total	<u>5,684,881</u>	<u>1,044,886</u>	<u>4,550,479</u>	<u>552,224</u>

As at 30 September 2016 and 31 December 2015, bank deposits in saving accounts and fixed deposits of the Company and its subsidiaries carried interest between 0.00% - 7.50% per annum and 0.05% - 0.70% per annum, respectively (the Company only: 0.15% - 0.37% per annum and 0.05% - 0.37% per annum).

3. Hire purchase and installment sales receivables

3.1 As at 30 September 2016 and 31 December 2015, the balances of hire purchase and installment sales receivables are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements					
	Current portion of hire purchase and installment sales receivables		Long-term portion of hire purchase and installment sales receivables		Total	
	30 September 2016	31 December 2015	30 September 2016	31 December 2015	30 September 2016	31 December 2015
Normal receivables						
Hire purchase and installment sales receivables	4,371,201	4,511,899	4,040,611	3,716,413	8,411,812	8,228,312
Accrued hire purchase and installment sales income	177,925	177,116	9,511	-	187,436	177,116
Less: Unearned hire purchase and installment sales income, net	(1,463,700)	(1,517,253)	(993,466)	(872,735)	(2,457,166)	(2,389,988)
Total normal receivables	3,085,426	3,171,762	3,056,656	2,843,678	6,142,082	6,015,440
Terminated agreements receivables						
Hire purchase and installment sales receivables	192,352	317,815	107,785	189,981	300,137	507,796
Accrued hire purchase and installment sales income	18,599	36,425	-	-	18,599	36,425
Less: Unearned hire purchase and installment sales income, net	(60,169)	(103,989)	(26,478)	(47,491)	(86,647)	(151,480)
Total terminated agreements receivables	150,782	250,251	81,307	142,490	232,089	392,741
Total receivables	3,236,208	3,422,013	3,137,963	2,986,168	6,374,171	6,408,181
Less: Allowance for doubtful accounts	(158,691)	(223,133)	(109,117)	(137,697)	(267,808)	(360,830)
Hire purchase and installment sales receivables, net	3,077,517	3,198,880	3,028,846	2,848,471	6,106,363	6,047,351

(Unit: Thousand Baht)

	Separate financial statements					
	Current portion of hire purchase and installment sales receivables		Long-term portion of hire purchase and installment sales receivables		Total	
	30 September 2016	31 December 2015	30 September 2016	31 December 2015	30 September 2016	31 December 2015
Normal receivables						
Hire purchase and installment sales receivables	2,837,156	2,976,575	2,258,752	2,255,932	5,095,908	5,232,507
Accrued hire purchase and installment sales income	102,676	112,322	-	-	102,676	112,322
Less: Unearned hire purchase and installment sales income, net	(983,532)	(1,026,751)	(493,415)	(486,474)	(1,476,947)	(1,513,225)
Total normal receivables	1,956,300	2,062,146	1,765,337	1,769,458	3,721,637	3,831,604
Terminated agreements receivables						
Hire purchase and installment sales receivables	171,868	267,337	107,236	181,155	279,104	448,492
Accrued hire purchase and installment sales income	16,858	31,915	-	-	16,858	31,915
Less: Unearned hire purchase and installment sales income, net	(56,628)	(93,148)	(26,379)	(46,148)	(83,007)	(139,296)
Total terminated agreements receivables	132,098	206,104	80,857	135,007	212,955	341,111
Total receivables	2,088,398	2,268,250	1,846,194	1,904,465	3,934,592	4,172,715
Less: Allowance for doubtful accounts	(110,028)	(172,986)	(71,959)	(117,643)	(181,987)	(290,629)
Hire purchase and installment sales receivables, net	1,978,370	2,095,264	1,774,235	1,786,822	3,752,605	3,882,086

- 3.2 As at 30 September 2016 and 31 December 2015, the balances of hire purchase and installment sales receivables (net of unearned hire purchase income) and allowance for doubtful accounts aged on the basis of due dates, are summarised below.

(Unit: Thousand Baht)

Consolidated financial statements						
Aging	Hire purchase and installment sales receivables		Allowance for doubtful accounts		Hire purchase and installment sales receivables, net	
	30 September	31 December	30 September	31 December	30 September	31 December
	2016	2015	2016	2015	2016	2015
Hire purchase and installment sales receivables						
Not yet due	5,431,531	5,318,370	39,165	38,847	5,392,366	5,279,523
Past due:						
1 month	378,187	379,728	24,970	31,801	353,217	347,927
2 - 3 months	273,219	322,027	48,222	62,104	224,997	259,923
4 - 6 months	126,608	142,406	44,073	55,231	82,535	87,175
7 - 9 months	95,580	118,566	52,115	69,909	43,465	48,657
10 - 12 months	43,342	118,198	33,559	94,057	9,783	24,141
Over 12 months	25,704	8,886	25,704	8,881	-	5
Total	6,374,171	6,408,181	267,808	360,830	6,106,363	6,047,351

(Unit: Thousand Baht)

Separate financial statements						
Aging	Hire purchase and installment sales receivables		Allowance for doubtful accounts		Hire purchase and installment sales receivables, net	
	30 September	31 December	30 September	31 December	30 September	31 December
	2016	2015	2016	2015	2016	2015
Hire purchase and installment sales receivables						
Not yet due	3,347,045	3,359,815	33,006	33,147	3,314,039	3,326,668
Past due:						
1 month	229,529	269,183	22,766	26,684	206,763	242,499
2 - 3 months	192,415	229,607	38,234	45,580	154,181	184,027
4 - 6 months	79,668	113,826	31,667	45,216	48,001	68,610
7 - 9 months	61,857	99,914	36,945	59,596	24,912	40,318
10 - 12 months	23,204	97,912	18,495	77,953	4,709	19,959
Over 12 months	874	2,458	874	2,453	-	5
Total	3,934,592	4,172,715	181,987	290,629	3,752,605	3,882,086

- 3.3 As at 30 September 2016 and 31 December 2015, the future minimum lease payments receivable under hire purchase agreements together with the present value of the net minimum lease payments receivable are as follows:

(Unit: Thousand Baht)

Consolidated financial statements			
30 September 2016		31 December 2015	
Minimum payments receivable	Present value of payments receivable	Minimum payments receivable	Present value of payments receivable
Within one year	4,760,077	5,043,255	3,422,013
After one year but not more than five years	4,157,907	3,906,394	2,986,168
Total	8,917,984	8,949,649	6,408,181
Less: Amounts representing finance charges	(2,543,813)	(2,541,468)	
Present value of minimum lease payments	6,374,171	6,408,181	

(Unit: Thousand Baht)

	Separate financial statements			
	30 September 2016		31 December 2015	
	Minimum payments receivable	Present value of payments receivable	Minimum payments receivable	Present value of payments receivable
Within one year	3,128,558	2,088,398	3,388,149	2,268,250
After one year but not more than five years	2,365,988	1,846,194	2,437,087	1,904,465
Total	5,494,546	3,934,592	5,825,236	4,172,715
Less: Amounts representing finance charges	(1,559,954)		(1,652,521)	
Present value of minimum lease payments	3,934,592		4,172,715	

- 3.4 On 30 April 2004, the Institute of Certified Accountants and Auditors of Thailand, with the approval of the Office of the Securities and Exchange Commission, stipulated an accounting guideline for the consumer finance business, whereby recognition of revenue is to cease for accounts receivable which are overdue by more than 3 installments. However, this accounting guideline provides an alternative whereby, in cases where a company believes that the guideline would not be appropriate, it is to disclose the method it uses. The Company has a policy to cease recognising revenue from hire purchase receivables which are overdue by more than 4 installments. As at 30 September 2016 and 31 December 2015, there are outstanding hire purchase receivable amounting to approximately Baht 221 million and Baht 395 million, respectively (the Company only: Baht 201 million and Baht 349 million, respectively) for which installment payments are more than 3 installments overdue but for which revenue is still being recognised.

In addition, if the Company and its subsidiaries had followed this accounting guideline, the amount of revenue recognised for the nine-month periods ended 30 September 2016 and 2015 would be reduced by Baht 5.6 million and Baht 16.5 million, respectively (the Company only: Baht 5.2 million and Baht 15.2 million, respectively).

- 3.5 Hire purchase agreements of the Company and its subsidiaries have terms of 6 months to 5 years and require settlement in equal installments.
- 3.6 As at 30 September 2016 and 31 December 2015, the Company and its subsidiaries had transferred rights of claim under hire purchase agreements with outstanding balances (net of unearned hire purchase interest income) of Baht 1,946 million and Baht 3,615 million, respectively (the Company only: Baht 1,910 million and Baht 3,373 million, respectively), in order to secure credit facilities granted by commercial banks as disclosed in Notes 15 and 17.

4. Asset - backed loan receivables

4.1 As at 30 September 2016 and 31 December 2015, the balances of asset - backed loan receivables are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements					
	Current portion of		Long-term portion of		Total	
	asset - backed loan receivables		asset - backed loan receivables			
	30 September 2016	31 December 2015	30 September 2016	31 December 2015	30 September 2016	31 December 2015
Normal receivables						
Asset - backed loan receivables	277,816	158,325	64,571	35,280	342,387	193,605
Interest receivables	10,197	5,136	-	-	10,197	5,136
Less: Unearned interest income, net	(81,964)	(47,878)	(12,869)	(6,669)	(94,833)	(54,547)
Total normal receivables	206,049	115,583	51,702	28,611	257,751	144,194
Terminated agreements receivables						
Asset - backed on receivables	7,016	782	359	194	7,375	976
Interest receivables	885	114	-	-	885	114
Less: Unearned interest income, net	(1,995)	(253)	(65)	(44)	(2,060)	(297)
Total terminated agreements receivables	5,906	643	294	150	6,200	793
Total receivables	211,955	116,226	51,996	28,761	263,951	144,987
Less: Allowance for doubtful accounts	(9,859)	(3,133)	(1,386)	(704)	(11,245)	(3,837)
Asset - backed on receivables, net	202,096	113,093	50,610	28,057	252,706	141,150

4.2 As at 30 September 2016 and 31 December 2015, the balances of asset - backed loan receivables (net of unearned interest income) and allowance for doubtful accounts aged on the basis of due dates, are summarised below.

(Unit: Thousand Baht)

Aging	Consolidated financial statements					
	Asset - backed loan receivables		Allowance for doubtful accounts		Asset - backed loan receivables, net	
	30 September	31 December	30 September	31 December	30 September	31 December
	2016	2015	2016	2015	2016	2015
Loan receivables						
Not yet due	217,402	127,330	2,173	1,273	215,229	126,057
Past due:						
1 month	23,646	11,419	2,365	1,142	21,281	10,277
2 - 3 months	16,702	5,445	3,340	1,089	13,362	4,356
4 - 6 months	3,041	714	1,216	285	1,825	429
7 - 9 months	1,889	79	1,134	48	755	31
10 - 12 months	1,271	-	1,017	-	254	-
Over 12 months	-	-	-	-	-	-
Total	263,951	144,987	11,245	3,837	252,706	141,150

- 4.3 As at 30 September 2016 and 31 December 2015, the future minimum loan payment receivable under loan agreements together with the present value of the net minimum loan payments receivable are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements			
	30 September 2016		31 December 2015	
	Minimum payments receivable	Present value of payments receivable	Minimum payments receivable	Present value of payments receivable
Within one year	295,914	211,955	164,357	116,226
After one year but not more than five years	64,930	51,996	35,474	28,761
Total	360,844	263,951	199,831	144,987
Less: Amounts representing finance charges	(96,893)		(54,844)	
Present value of minimum loan payments	263,951		144,987	

- 4.4 The subsidiary's loan agreements have terms of 1 - 5 years and require settlement in equal installment.
- 4.5 As at 30 September 2016, the Company's subsidiary had transferred rights of claim under loan agreements with outstanding balances (net of unearned interest income) of Baht 61 million, in order to secure credit facilities granted by commercial bank as disclosed in Notes 17.

5. Loans and interest receivables

During the year 2015, GLH entered a Master Dealership, Financing Services and other Services Agreement and a Financing and Consultancy Agreement. These agreements grant GLH sole and exclusive rights to provide sales, financing, marketing, consultancy, project finance, inventory finance, refinance, factoring and other relevant services to strategic partners and its affiliates. These partners were referred to by GLF based on a continuity condition of more than one year of good relationship and accordingly, GLH has started recording a referral fee payable from September 2016 onwards.

This description corresponds to what is to be defined as SME.

During the period, GLH provided financing to SME and other companies, which are partially under above agreement.

Loan receivables have terms of 3 months to 3 years and interest charges range from 6% to 25% per annum. These loans are secured by individuals, hire purchase receivables, guarantee agreement, the ordinary shares of the Company and ordinary shares of an oversea company held by the borrowers and assets of the borrowers.

- 5.1 As at 30 September 2016 and 31 December 2015, the outstanding balance of loans and interest receivables are as follows:

	Consolidated financial statements			
	30 September 2016		31 December 2015	
	Thousand Baht	Thousand USD	Thousand Baht	Thousand USD
Loans and interest receivables	15,020	89,016	382,392	65,566
Less: Current portion	(15,020)	(38,544)	(382,392)	(48,813)
Long-term portion of loans and interest receivables	-	50,472	-	16,753

(Unit: Thousand Baht)

	Separate financial statements	
	30 September 2016	31 December 2015
Loans and interest receivables	2,200	18,780
Less: Current portion	(2,200)	(18,780)
Long-term portion of loans and interest receivables	-	-

- 5.2 As at 30 September 2016 and 31 December 2015, the balances of loans and interest receivables aged on the basis of due dates, are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	30 September	31 December	30 September	31 December
	2016	2015	2016	2015
Loans and interest receivables				
Not yet due	3,091,056	2,757,522	2,200	18,780
Past due:				
4 - 6 months	12,820	-	-	-
Total	3,103,876	2,757,522	2,200	18,780

- 5.3 During the current period, the subsidiary has amended loan receivables by means of modification of terms for repayment. The loan balances affected by the amendments amounted to USD 61.12 million and the repayment period was modified to 6 months to 3 years. However, this amendment by modification of terms for repayment does not result in any loss. During the nine-month period ended 30 September 2016, the subsidiary received interest payments totaling USD 8.45 million and Baht 18.63 million.

6. Assets foreclosed

As at 30 September 2016 and 31 December 2015, assets foreclosed are presented as follows:

	Consolidated		Separate	
	financial statements		financial statements	
	30 September 2016	31 December 2015	30 September 2016	31 December 2015
Reposessed assets	60,689	43,080	40,589	23,758
Less: Allowance for diminution in value of assets foreclosed	(14,897)	(10,132)	(14,290)	(8,849)
Assets foreclosed, net	45,792	32,948	26,299	14,909

7. Other current assets

	Consolidated		Separate	
	financial statements		financial statements	
	30 September 2016	31 December 2015	30 September 2016	31 December 2015
Accrued income	14,696	7,681	2,775	2,797
Prepaid expenses	72,641	76,913	65,766	67,348
Prepaid expenses - related parties	16,984	18,960	-	-
Advance payment	26,441	39,942	222	73
Other receivable - sales of assets foreclosed	4,718	12,569	4,705	11,308
Other receivables - related parties	16,388	-	9,266	13,314
Other receivables - advisory	41,640	7,218	-	-
Other receivables	50,326	43,650	4,335	5,139
Undue input tax	982	1,106	912	1,036
Prepaid assets for lease - related party	126,189	-	-	-
Withholding tax deducted at source	41,955	19,414	16,026	8,604
Deposit of investment	34,700	-	-	-
Others	7,153	2,483	2,183	2,481
Total	454,813	229,936	106,190	112,100
Less: Allowance for doubtful accounts	(2,526)	(2,526)	(2,526)	(2,526)
Other current assets, net	452,287	227,410	103,664	109,574

8. Pledged fixed deposit at financial institution

This represents fixed deposit pledged with bank for the issuance of letter of bank guarantees for the Company, as disclosed in Note 25.4.

9. Investments in subsidiary companies

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

Company's name	Paid-up capital		Shareholdings percentage		Cost		(Unit: Thousand Baht) Dividend received during the nine-month periods ended	
							30 September	
	30 September	31 December	30 September	31 December	30 September	31 December	2016	2015
	2016	2015	2016	2015	2016	2015		
			(%)	(%)				
Thanaban Company Limited	565,000	565,000	100.00	100.00	629,696	629,696	-	-
	Thousand	Thousand						
	Baht	Baht						
Group Lease Holdings Pte. Ltd.	33,714	22,912	100.00	100.00	846,372	570,208	-	-
	Thousand	Thousand						
	SGD	SGD						
GL Leasing (Lao)	16,300,000	1,040,000	0.32	5.00	213	213	-	-
Company Limited	Thousand	Thousand						
	LAK	LAK						
					1,476,281	1,200,117	-	-

Investment in GLH

On 22 March 2016, a meeting of the Board of Directors of the Company approved additional investment in 10.8 million ordinary shares of GLH (or 100% of the shares of the subsidiary in issue) at a price equal to the par value of SGD 1 per share, or a total of SGD 10.8 million (equivalent to Baht 276.16 million), in order to fund investment in a subsidiary company in Indonesia. On 29 March 2016, the Company entered into an agreement to lend GLH USD 8.0 million and on the same date, the Company entered into a loan capitalisation agreement with GLH to convert the loan of USD 8.0 million, to investment in GLH, totaling SGD 10.8 million. On 15 April 2016, GLH registered the increase in its paid up share capital with the Accounting and Corporate Regulatory Authority in Singapore.

As at 30 September 2016, investment in GLH in the separate financial statements amounted to SGD 33.71 million (31 December 2015: SGD 22.90 million).

Investment in GLL

As at 31 December 2015 the shareholdings percentage of GLL held by the Company and GLH were 5% and 95%, respectively. During the period, GLL increased its ordinary shares capital from 130,000 shares to 2,037,500 shares, with all new issued shares owned by GLH. As a result, the shareholdings percentage of GLL held by the Company and GLH change to 0.32% and 99.68%, respectively. Since the Company holds its investment in GLL through GLH, the Company recorded the investment in GLL as investment in subsidiary in the separate financial statements.

Details of investments in subsidiaries which are held by the Company's subsidiary are as follows:

Company's name	Paid-up capital		Shareholdings percentage		Cost		(Unit: Thousand Baht) Dividend received during the nine-month periods ended 30 September	
	30 September	31 December	30 September	31 December	30 September	31 December	2016	2015
	2016	2015	2016	2015	2016	2015	2016	2015
			(%)	(%)				
<u>Held by Group Lease Holdings Pte. Ltd.</u>								
GL Finance Plc.	10,300	10,300	100.00	100.00	359,470	359,470	-	-
	Thousand	Thousand						
	USD	USD						
GL Leasing (Lao)	16,300,000	1,040,000	99.68	95.00	71,478	4,030	-	-
Company Limited	Thousand	Thousand						
	LAK	LAK						
PT. Group Lease Finance	100,000,000	-	65.00	-	173,817	-	-	-
Indonesia	Thousand							
	IDR							
					604,769	363,500	-	-

Investment in GLF

On 2 January 2015, a meeting of the Board of Directors of GLH passed resolutions to approve additional investment in GLF of USD 4.0 million (equivalent to Baht 131.25 million) and the conversion of the loan and interest payable to equity in GLF. On 28 September 2015, GLF registered the increase in its paid up share capital with the Ministry of Commerce in Cambodia.

Investment in GLL

On 12 January 2016, a meeting of the Board of Directors of the Company passed resolutions approving an additional investment of LAK 15,260 million (equivalent to Baht 67.4 million) in GLL by GLH, and the conversion of a loan from GLH to equity in GLL to support the increase in share capital. The share certificate has been issued on 1 February 2016 and the capital increase registration with the Central Bank of Lao is still in progress.

Investment in GLFI

On 7 September 2015, a meeting of the Board of Directors of GLH passed a resolution to establish PT. Group Lease Finance Indonesia ("GLFI"), which is to be a subsidiary domiciled in Indonesia with an authorised share capital consisting of 400,000 ordinary shares to be sold at a price equal to par value of IDR 1,000,000 per share, or for a total of IDR 400 billion. GLFI is a joint investment among GLH, JTrust Asia Pte. Ltd. and an Indonesian partner. As per the deed of establishment of GLFI signed on 23 December 2015, GLFI initially called up share capital of 100,000 ordinary shares, equal to IDR 100 billion.

On 22 March 2016, a meeting of the Board of Directors of the Company approved the investment in the Indonesian subsidiary by GLH, totaling 65,000 ordinary shares (or 65% of the 100,000 paid up shares of GLFI in issue) and representing a total payment of IDR 65 billion (equivalent to Baht 173.44 million). GLFI registered its establishment and paid up share capital with the Ministry of Law and Human Rights of the Republic of Indonesia on 14 April 2016.

All rights and obligations to all the shares of the Indonesian partner as at 30 September 2016, totaling 10,000 non-voting and 5,000 ordinary shares (or 15% of the 100,000 paid up shares) have been transferred to GLH who effectively controls 80% of the total shares outstanding of GLFI. This is reflected in the recognition of the comprehensive income in the consolidated financial statements.

10. Property, plant and equipment

Movements of the property, plant and equipment account during the nine-month period ended 30 September 2016 are summarised below.

	(Unit: Thousand Baht)	
	Consolidated financial statement	Separate financial statement
Net book value as at 1 January 2016	115,982	73,824
Acquisitions during the period - at cost	27,905	15,892
Write-off	(19)	-
Transfer in during the period	99	-
Depreciation for the period	(26,793)	(12,448)
Exchange differences on translation of financial statements in foreign currency	(1,168)	-
Net book value as at 30 September 2016	116,006	77,268

The Company has mortgaged land and construction thereon with a total net book value as at 30 September 2016 of Baht 26.8 million (31 December 2015: Baht 27.7 million) as collateral for bank overdraft and short-term loans from financial institutions and long-term credit facilities as disclosed in Notes 15 and 17.

11. Intangible assets

	(Unit: Thousand Baht)	
	Consolidated	Separate
	financial statement	financial statement
Net book value as at 1 January 2016	101,067	15,501
Acquisitions during the period - at cost	11,858	-
Amortisation for the period	(12,653)	(915)
Exchange differences on translation of financial statements in foreign currency	(1,701)	-
Net book value as at 30 September 2016	<u>98,571</u>	<u>14,586</u>

Exclusive right agreement

A related party entered into a 5-year Exclusive Right Agreement (automatically renewed for a further two years unless the parties mutually agree in writing not to renew the agreement within six months before the termination date) with a company who is the distributor of Honda motorcycles in Cambodia. The agreement grants the related party exclusive rights to act as finance agent arranging hire purchase finance for motorcycles branded "Honda". On 2 May 2012, the related party granted the exclusive rights to GLF for a fee of USD 100,000 and entered into a USD 2.9 million deposit agreement under which the related party is the representative agent to contact with such company. Conditions of the deposit agreement specify that if GLF fails to meet the minimum annual sales target set, the deposit will be forfeited in proportion to the period of six years as from 2013 to 2018.

In 2015, GLF has met its sales target and has thus recorded a refund of the deposit equal to the proportion amount set in the agreement. The fair value of the exclusive right in consolidated financial statements was adjusted accordingly.

As at 30 September 2016, the fair value of exclusive right in consolidated financial statement amounted to USD 1.72 million (31 December 2015: USD 2.02 million).

12. Other income related to the hire purchase activities

Other income related to the hire purchase activities comprises penalties for delays in installment payments, recovery of bad debts, sale of bad debt and fees for other services related to the hire purchase business.

13. Corporate income tax

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

Income tax expenses for the three-month and nine-month periods ended 30 September 2016 and 2015 are made up as follows:

(Unit: Thousand Baht)

	For the three-month periods ended 30 September			
	Consolidated		Separate	
	financial statements		financial statements	
	2016	2015	2016	2015
Current income tax:				
Interim corporate income tax charge	28,140	26,381	7,272	24,501
Deferred tax:				
Relating to origination and reversal of temporary differences	9,248	7,793	11,839	(579)
Income tax expense reported in profit or loss	37,388	34,174	19,111	23,922

(Unit: Thousand Baht)

	For the nine-month periods ended 30 September			
	Consolidated		Separate	
	financial statements		financial statements	
	2016	2015	2016	2015
Current income tax:				
Interim corporate income tax charge	118,882	60,008	58,813	56,203
Deferred tax:				
Relating to origination of temporary differences	17,938	32,830	16,234	6,121
Income tax expense reported in profit or loss	136,820	92,838	75,047	62,324

14. Other non-current assets

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	30 September	31 December	30 September	31 December
	2016	2015	2016	2015
Income tax and value added				
tax refundable	69,718	70,220	68,164	66,482
Deposits	36,864	34,689	1,670	1,519
Others	6,089	6,175	5,796	6,088
Total	112,671	111,084	75,630	74,089

15. Short-term loans from financial institutions

	Consolidated financial statements			
	Interest rate			
	30 September	31 December	30 September	31 December
	2016	2015	2016	2015
	(% per annum)	(% per annum)	(Thousand Baht)	(Thousand Baht)
Short-term loans	4.15 - 6.25	5.25 - 7.00	353,968	349,050
Total			353,968	349,050

	Separate financial statements			
	Interest rate			
	30 September	31 December	30 September	31 December
	2016	2015	2016	2015
	(% per annum)	(% per annum)	(Thousand Baht)	(Thousand Baht)
Short-term loans	4.15 - 6.25	5.25 - 7.00	317,968	349,050
Total			317,968	349,050

As at 30 September 2016 and 31 December 2015, short-term loans from financial institutions are secured by the transfer of rights of claim under hire purchase agreements, the mortgage of land and the construction thereon and/or to be constructed thereon in the future and motorcycle registrations as requested by the lender of the Company.

16. Related party transactions

During the periods, the Company and its subsidiaries had significant business transactions with related parties, which have been concluded on commercial terms and bases agreed upon in the ordinary course of business between the Company, its subsidiaries and those related companies. Below is a summary of those transactions.

(Unit: Thousand Baht)

	For the three-month periods ended 30 September				
	Consolidated		Separate		Pricing policy
	financial statements		financial statements		
	2016	2015	2016	2015	
Transactions with subsidiaries:					
(Eliminated from consolidated financial statements)					
Hire purchase interest and installment					
sales income	-	-	13	22	Contract rate
Interest income	-	-	83,285	41,187	7.00% per annum (2015: 5.50% - 7.00% per annum)
Other income	-	-	23,469	23,558	Contract rate
Interest expenses	-	-	3,609	-	7.00% per annum
Administrative expense	-	-	-	14,586	Contract rate
Transactions with related parties:					
Interest expenses	37,225	90	-	-	5.00% - 10.00% per annum (2015: 6.00% - 10.00% per annum)

(Unit: Thousand Baht)

	For the nine-month periods ended 30 September				
	Consolidated		Separate		Pricing policy
	financial statements		financial statements		
	2016	2015	2016	2015	
Transactions with subsidiary companies:					
(Eliminated from consolidated financial statements)					
Hire purchase interest and installment					
sales income	-	-	46	73	Contract rate
Interest income	-	-	237,845	82,654	7.00% per annum (2015: 5.50% - 7.00% per annum)
Other income	-	-	70,325	68,678	Contract rate
Interest expenses	-	-	4,263	-	7.00% per annum
Administrative expense	-	-	-	49,825	Contract rate

(Unit: Thousand Baht)

	For the nine-month periods ended 30 September			
	Consolidated		Separate	
	financial statements		financial statements	
	2016	2015	2016	2015
Transactions with related parties:				
Interest income	-	247	-	-
				6.75% - 7.50% per annum
Other income - financial support	-	13,130	-	-
				Contract rate
Interest expenses	37,405	459	-	-
				5.00% - 10.00% per annum (2015: 6.00% - 10.00% per annum)

The relationship between the Company and the related parties are summarised below.

Name of related parties	Relationship with the Company
Group Lease Holdings Pte. Ltd.	Subsidiary
GL Finance Plc.	Subsidiary (held by a subsidiary)
GL Leasing (Lao) Company Limited	Subsidiary (held by a subsidiary)
Thanaban Company Limited	Subsidiary
PT. Group Lease Finance Indonesia	Subsidiary (held by a subsidiary)
Asia Partnership Fund Pte., Ltd.	Company's director is major shareholders of that company / Common director
A.P.F. Group Co., Ltd.	Company's director is major shareholders of that company / Common director
Engine Holdings Asia Pte. Ltd.	Company's director is major shareholders of that company / Common director
Cambodian People Micro Insurance PLC.	Common director with the Company and GLF
JTrust Asia Pte. Ltd.	Shareholder of GLFI
APF Trading Plc.	Common director with GLF
PT Bank JTrust Indonesia Tbk.	Common shareholder with GLFI

As at 30 September 2016 and 31 December 2015, the Company and its subsidiaries had outstanding balances of significant assets and liabilities with the related parties as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	30 September 2016	31 December 2015	30 September 2016	31 December 2015
Hire purchase and installment sales receivables				
Subsidiary company				
GL Finance Plc.	-	-	637	1,031
Total	-	-	637	1,031
Short-term loans to and interest receivable from subsidiary				
Subsidiary company				
Group Lease Holdings Pte. Ltd.	-	-	5,070,062	4,016,390
Total	-	-	5,070,062	4,016,390
Other current assets				
Subsidiary companies				
Group Lease Holdings Pte. Ltd.	-	-	4,096	4,096
GL Finance Plc.	-	-	345	359
Thanaban Co.,Ltd.	-	-	8,920	8,859
Related parties				
Director of the Company and subsidiaries	9,574	11,275	-	-
A.P.F. Group Co., Ltd.	4,684	4,872	-	-
Engine Holdings Asia Pte. Ltd	1,353	2,813	-	-
Asia Partnership Fund Pte., Ltd.	13	-	-	-
Cambodian People Micro Insurance PLC.	18	-	-	-
APF Trading Plc.	142,577	-	-	-
PT Bank JTrust Indonesia Tbk.	1,341	-	-	-
Total	159,560	18,960	13,361	13,314
Short-term loans from and interest payable to related parties				
Subsidiary company				
Thanaban Co.,Ltd.	-	-	130,000	-
Related parties				
Director of the Company and subsidiary	240	250	-	-
Cambodian People Micro Insurance PLC.	3,942	3,865	-	-
Total	4,182	4,115	130,000	-

(Unaudited but reviewed)

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	30 September 2016	31 December 2015	30 September 2016	31 December 2015
Long-term loans from and interest payable to related party				
Subsidiary company				
Thanaban Co.,Ltd.	-	-	63,980	-
Total	-	-	63,980	-
Accrued expenses				
Subsidiary companies				
Group Lease Holdings Pte. Ltd.	-	-	49,826	49,826
GL Finance Plc.	-	-	1,427	334
GL Leasing (Lao) Company Limited	-	-	-	77
Related party				
JTrust Asia Pte. Ltd.	37,172	-	-	-
Total	37,172	-	51,253	50,237
Other current liabilities				
Subsidiary companies				
Group Lease Holdings Pte. Ltd.	-	-	227	236
Thanaban Co., Ltd.	-	-	1,319	1,571
Related parties				
Director of the Company and subsidiaries	187	92	-	-
Total	187	92	1,546	1,807
Convertible debentures				
Related party				
JTrust Asia Pte. Ltd.	4,510,987	-	4,510,987	-
Total	4,510,987	-	4,510,987	-

During the current period, short-term loans to and interest receivable from subsidiary has movement as below:

(Unit: Thousand Baht)				
Separate financial statements				
	Balance as at	During the period		Balance as at
	1 January 2016	Increase	Decrease	30 September 2016
Short-term loans to and interest receivable from subsidiary				
Subsidiary company				
Group Lease Holdings Pte. Ltd.	4,016,390	1,440,749	(322,448)	5,070,062
Total	4,016,390	1,440,749	(322,448)	5,070,062

These loans to subsidiary are unsecured loans with interest rate charged at the rate of 7.00% per annum (2015: 5.50% - 7.00% per annum).

During the current period, short-term loans from and interest payable to related parties have movement as below:

(Unit: Thousand Baht)				
Consolidated financial statements				
	Balance as at	During the period		Balance as at
	1 January	Increase	Decrease	30 September
	2016			2016
Short-term loans from and interest payable to related parties				
Related parties				
Director of the Company and subsidiaries	250	-	-	240
Cambodian People Micro Insurance PLC.	3,865	243	-	3,942
Total	4,115	243	-	4,182

These loans from related parties are unsecured loans with interest rate charged at the rate of 10.00% per annum (2015: 6.00% - 10.00% per annum).

(Unit: Thousand Baht)			
Separate financial statements			
	Balance as at	During the period	
	1 January 2016	Increase	Decrease
Short-term loans from and interest payable to subsidiary			
Subsidiary company			
Thanaban Co., Ltd	-	132,917	(2,917)
Total	-	132,917	(2,917)

These loans from subsidiary are unsecured loans with interest rate charged at the rate of 7.00% per annum

During the current period, long-term loans from and interest payable to subsidiary have movement as below:

(Unit: Thousand Baht)

	Separate financial statements			
	Balance as at	During the period		Balance as at
	1 January 2016	Increase	Decrease	30 September 2016
Long-term loans from and interest payable to subsidiary				
Subsidiary company				
Thanaban Co., Ltd	-	81,346	(17,366)	63,980
Total	-	81,346	(17,366)	63,980

These loans from subsidiary are unsecured loans with interest rate charged at the rate of 7.00% per annum.

Side agreements and corporate guarantee for convertible debentures - related party

During the current period, the Company issued the convertible debentures in foreign currencies as disclosed in Note 19. The Company entered into the related agreement to hedge foreign exchange risk as the following:

On 1 August 2016, the Company entered into a side agreement with Engine Holdings Asia Pte. Ltd. ("EHA"), which is related party of the Company, to hedge foreign exchange risk for the interest payable on the convertible debentures issued to JTrust Asia Pte. Ltd. Under the side agreement each month's interest payment is determined using the selling exchange rate announced by the Bank of Thailand at the end of that month, and if this exchange rate differs from exchange rate on the date interest payment is made to JTrust, Asia Pte. Ltd, EHA will receive or pay the resulting difference.

On 17 October 2016, the Company entered into another side agreement with EHA to hedge the foreign exchange risk for USD 130 million of convertible debentures issued to JTrust Asia Pte. Ltd, whereby the forward exchange rate is fixed at Baht 34.78 per 1 USD. If this exchange rate differs from the rate applicable on the date the convertible debentures are redeemed by and principal is paid to JTrust Asia Pte. Ltd, EHA will receive or pay the resulting difference.

In addition, EHA entered into a corporate guarantee with its major shareholder, Wedge Holdings Co., Ltd., to provide a guarantee of EHA's obligations under the side agreements. If EHA is unable to comply with the side agreements, Wedge Holding Co., Ltd. undertakes to compensate the Company for any exchange losses instead of EHA.

The side agreements and the letter of guarantee stipulate that no fees will be collected from the counterparty.

Directors and management's benefits

During the three-month and nine-month periods ended 30 September 2016 and 2015, the Company and its subsidiaries had employee benefit expenses payable to their directors and management as below:

Consolidated financial statements				
For the three-month periods ended 30 September				
2016		2015		
Thousand Baht	Thousand USD	Thousand Baht	Thousand USD	
Short-term employee benefits	9,634	332	11,318	-
Post-employment benefits	-	-	345	-
Total	9,634	332	11,663	-

Separate financial statements				
For the three-month periods ended 30 September				
2016		2015		
Thousand Baht	Thousand USD	Thousand Baht	Thousand USD	
Short-term employee benefits	8,216	53	10,924	-
Post-employment benefits	-	-	345	-
Total	8,216	53	11,269	-

Consolidated financial statements				
For the nine-month periods ended 30 September				
2016		2015		
Thousand Baht	Thousand USD	Thousand Baht	Thousand USD	
Short-term employee benefits	27,258	1,542	34,033	-
Post-employment benefits	-	-	1,719	-
Total	27,258	1,542	35,752	-

Separate financial statements				
For the nine-month periods ended 30 September				
2016		2015		
Thousand Baht	Thousand USD	Thousand Baht	Thousand USD	
Short-term employee benefits	25,038	141	32,673	-
Post-employment benefits	-	-	1,719	-
Total	25,038	141	34,392	-

17. Long-term loans

The long-term loans, which the Company and its subsidiaries obtained from local and overseas financial institutions, are as detailed below.

(Unit: Thousand Baht)

Consolidated financial statements				
Balance		Interest rate	Repayment condition	
30 September 2016	31 December 2015	per annum		
<u>Loan agreement dated 26 May 2011</u>				
Credit facility No. 1	790,320	1,449,160	At the rate of MLR - 1.0% per annum	Thirty equal installments, with first installment due on the first interest payment date after drawing down loans under credit facility
<u>Loan agreement dated 21 June 2013</u>				
Credit facility No. 1	-	33,150	At the rate of THBFIX1M + 1.50% per annum	Thirty equal installment, with first installment due on the first interest payment date after drawing down loans under credit facility.
<u>Loan agreement dated 17 September 2013</u>				
Credit facility No. 1	-	79,670	At the rate of THBFIX1M + 1.50% per annum	Thirty equal installment, with first installment due on the first interest payment date after drawing down loans under credit facility.
<u>Loan agreement dated 26 December 2014</u>				
Credit facility No. 1	-	324,000	At the rate of MLR - 2.25% per annum	Eighteen equal installment, with first installment due on the second interest payment date after drawing down loans under credit facility.

(Unaudited but reviewed)

(Unit: Thousand Baht)

Consolidated financial statements				
	Balance		Interest rate	Repayment condition
	30 September	31 December	per annum	
	2016	2015		
<u>Loan agreement dated 20 December 2014</u>				
Credit facility No. 1	17,350	30,074	At the rate of 10.00% per annum	Six equal installment, with first installment due on six months after drawing down loans under credit facility and repayment every six months
<u>Loan agreement dated 25 March 2015</u>				
Credit facility No. 1	46,266	60,148	At the rate of 10.00% per annum	Six equal installment, with first installment due on six months after drawing down loans under credit facility and repayment every six months
<u>Promissory note dated 23 October 2015</u>				
Promissory note No. 1	34,700	36,088	At the rate of 8.72% per annum	Repayment all principal after 2 years from agreement date
Promissory note No. 2	52,050	54,133	At the rate of 8.72% per annum	Repayment all principal after 2 years from agreement date
<u>Loan agreement dated 20 June 2016</u>				
Credit facility No. 1	63,980	-	At the rate of THBFIX1M + 1.90% per annum	Fifteen equal installment, with first installment due on the second interest payment date after drawing down loans under credit facility.
Less: Deferred front end fees	(1,118)	(3,976)		
Total	1,003,548	2,062,447		
Less: Current portion	(646,612)	(1,557,854)		
Long-term portion of long-term loans	356,936	504,593		

(Unit: Thousand Baht)

Separate financial statements				
	Balance		Interest rate per annum	Repayment condition
	30 September 2016	31 December 2015		
<u>Loan agreement dated 26 May 2011</u>				
Credit facility No. 1	790,320	1,449,160	At the rate of MLR - 1.0% per annum	Thirty equal installments, with first installment due on the first interest payment date after drawing down loans under credit facility
<u>Loan agreement dated 21 June 2013</u>				
Credit facility No. 1	-	33,150	At the rate of THBFIX1M + 1.50% per annum	Thirty equal installment, with first installment due on the first interest payment date after drawing down loans under credit facility.
<u>Loan agreement dated 17 September 2013</u>				
Credit facility No. 1	-	79,670	At the rate of THBFIX1M + 1.50% per annum	Thirty equal installment, with first installment due on the first interest payment date after drawing down loans under credit facility.

(Unit: Thousand Baht)

	Separate financial statements			
	Balance		Interest rate	Repayment condition
	30 September	31 December	per annum	
	2016	2015		
<u>Loan agreement dated 26 December 2014</u>				
Credit facility No. 1	-	324,000	At the rate of	Eighteen equal installment, with first installment
			MLR - 2.25%	due on the second interest payment date after
			per annum	drawing down loans under credit facility.
Less: Deferred front end fees	-	(3,313)		
Total	790,320	1,882,667		
Less: Current portion	(549,000)	(1,522,177)		
Long-term portion of long-term				
loans	241,320	360,490		

Movements in the long-term loans account during the nine-month period ended 30 September 2016 are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Balance as at 1 January 2016	2,062,447	1,882,667
Add: Addition borrowings	1,735,000	1,655,000
Amortisation of deferred front end fees	3,833	3,313
Less: Repayment	(2,790,926)	(2,750,660)
Deferred front end fees payment	(1,000)	-
Exchange differences on translation of financial statements in foreign currency	(5,806)	-
Balance as at 30 September 2016	1,003,548	790,320

On 26 May 2011, the Company entered into a loan agreement with commercial bank to obtain long-term loan facilities of Baht 500 million. The purpose of such loan is to repay the existing short-term loan and for use in the expansion of business.

During the year 2012 until the first quarter of 2013, the Company increased the long-term credit facilities with commercial banks based on the loan agreement of 26 May 2011 to Baht 2.5 billion. The purpose of such loan is to repay the existing short-term loan and for use in the expansion of business.

During the year 2015 and 2014, the subsidiary entered into a loan agreement with an overseas financial institutions to obtain long-term loan facilities totaling USD 5.5 million. The purpose of such loan is for use in its operating activities.

On 20 June 2016, a subsidiary entered into a loan agreement with a commercial bank to obtain long-term loan facilities totaling Baht 200 million. The purpose of such loan is for use in the operating activities of the Company. In order to reduce the fluctuation of interest rate risk, the subsidiary has entered into an interest rate swap agreement covering this loan amount, whereby a floating interest rate is to be swapped for a fixed interest rate at 4.90% per annum.

The loan agreements contain financial covenants regarding, among other things, the maintenance of the proportion of shareholding of the major shareholders, dividend payment, the maintenance of a certain debt to equity ratio, ratio of hire purchase receivables more than three months' past due to total hire purchase receivables and ratio of total hire purchase receivables to loans and prohibition of disposal of assets or rights of claim under hire purchase agreements, other practice comply with loan agreements. Moreover, the agreements stipulate that in the event that any new liabilities are created, the financial conditions and collateral terms of the existing creditors may not be inferior to those of the new credit facilities.

The loans are secured by the transfer of rights of claim under hire purchase agreements, asset-backed loan agreements, the mortgage of land and construction thereon and/or to be constructed thereon in the future, and motorcycle registrations as requested by the commercial banks, corporate guarantee by GLH and proportional assets of GLF. As at 30 September 2016, GLF had total assets to mortgage such loans amounting to USD 1.85 million (31 December 2015: USD 2.51 million).

The long-term credit facilities of the Company and its subsidiaries which have not yet been drawn down are as follows:

	(Unit: Million)			
	Consolidated		Separate	
	financial statements		financial statements	
	30 September 2016	31 December 2015	30 September 2016	31 December 2015
Baht	1,829.7	1,050.8	1,709.7	1,050.8
USD	-	0.2	-	-

18. Debentures

The Company has issued partially secured, unsubordinated, registered debentures, as detailed below.

(Unit: Thousand Baht)

Debentures	Interest rate	Terms	Due date	Consolidated / Separate financial statements	
				30 September 2016	31 December 2015
Debentures 1/2014	As detailed in the table below	3 years	27 February 2017	500,000	500,000
Debentures 1/2016	As detailed in the table below	3 years	29 September 2019	1,500,000	-
Less: Unamortised portion of deferred transaction costs				(53,294)	(6,390)
Debentures - net				1,946,706	493,610
Less: Current portion				(497,770)	-
Long-term portion of debentures				1,448,936	493,610

Details of the Company's debentures are as follows:

The Unsubordinated and partially secured Debentures of Group Lease Public Company Limited No. 1/2014, due 2017.

Name of debentures	"The Unsubordinated and partial secured Debentures of Group Lease Plc. No. 1/2014, due 2017"
Amount	Baht 500 million
Term	3 years, starting from date of issuance
Issued date	27 February 2014
Interest rate	From 27 August 2014 to 29 September 2014, interest rate at 4.17% p.a. from 30 September 2014 to the redemption date, interest rate at 4.55% p.a.
Interest payment schedule	Twice a year on 27 February and 27 August, starting from 27 August 2014
Principal repayment	On the redemption date of 27 February 2017
Covenants	Maintenance of debt to equity ratio, hire purchase receivables ratio and restriction on dividend payment and disposal and transfer of assets
Guarantee	Partial guarantee by a financial institution as disclosed in Note 25.4.

The Unsubordinated and partially secured Debentures of Group Lease Public Company Limited No. 1/2016, due 2019.

Name of debentures	"The Unsubordinated and partial secured Debentures of Group Lease Plc. No. 1/2016, due 2019"
Amount	Baht 1,500 million
Term	3 years, starting from date of issuance
Issued date	29 September 2016
Interest rate	at 2.84% p.a.
Interest payment schedule	Twice a year on 29 March and 29 September, starting from 29 March 2017
Principal repayment	On the redemption date of 29 September 2019
Covenants	Maintenance of debt to equity ratio, restriction on dividend payment and the proportion of shareholding of the major shareholders.
Guarantee	Partial guarantee by a financial institution as disclosed in Note 25.4.

19. Convertible debentures

On 24 June 2016, the Extraordinary General Meeting of Shareholders of the Company approved the issue and offering of convertible debentures in an amount not exceeding USD 130 million or the equivalent in other currencies. The Meeting also approved an increase in the Company's registered capital to support the conversion of the convertible debentures, as disclosed in Note 20.2. On 2 August 2016, the Company issued convertible debentures to a specific foreign investor JTrust Asia Pte. Ltd. through a private placement, in accordance with the permission to offer convertible debentures granted to the Company by the Securities and Exchange Commission on 27 July 2016. Key terms and conditions of the convertible debentures are as follow:

Amount of unit	1,300 units
Type of debenture	Unsubordinated, unsecured convertible debenture without debenture holders' representative
Face value	USD 100,000 per 1 convertible debenture
Issue date	1 August 2016
Term	5 years since the date of issuance (1 August 2016 to 1 August 2021)
Interest rate	5.00% per annum
Interest payment	2 times a year on every 1 August and 1 February throughout the term of debentures specified in the terms and conditions If these fall on a holiday, the next business day
Redemption at maturity date	Holders have 2 options: a) Redeem in full in cash b) Convert into common stock
Conversion to common stock	1 convertible debenture (face value of USD 100,000 or equal to 3,540,000 Baht) can be redeemed by converting it to 88,500 shares of common stock
Conversion price	Baht 40 per share
Date of conversion	Last business day of each quarter

The convertible debentures agreement contains requirements and restrictions with which the Company must comply, as specified in the debentures' offering circular.

Thai Accounting Standard 107 "Financial Instruments: Disclosure and Presentation", requires the issuer of convertible debentures to present the debentures' liability and equity components separately in the statement of financial position. Therefore, upon issuing the convertible debentures, the Company separated these components, determining the liability component by discounting the stream of future payments of principal and interest at the prevailing market rate. The carrying amount of the equity component was then determined by deducting the liability component from the total carrying value of the convertible debentures.

The liability component is presented at amortised cost until the conversion or maturity of the debentures. The value of the equity component determined upon the issue of the debentures does not change in subsequent periods.

The net proceeds received from the issue of the debentures have been split between a liability component and an equity component, with the liability component representing the initial fair-value of the debt excluding the embedded option to convert the liability into equity of the Company

(Unit: Thousand Baht)

Nominal value of issue of convertible debentures	4,510,987
Transaction costs	(5,996)
Net proceeds	<u>4,504,991</u>
Amount classified as equity	(10,043)
Amortised – transaction cost	197
Balance as at 30 September 2016	<u><u>4,495,145</u></u>

During the current period, the Company entered into side agreements with related party to hedge against foreign currency both of principle and interest payable on convertible debentures as disclosed in Note 16.

20. Share capital

20.1 Resolutions of the Annual General Meeting of the shareholders

On 28 April 2016, the Annual General Meeting of the Company passed the following significant resolution:

- 1) Approved the payment of a dividend from the operating results of the year 2015 totaling no more than Baht 237.96 million, or Baht 0.1560 per share, to the Company's shareholders. The dividend was paid to the shareholders on 26 May 2016.
- 2) Approved an increase in the debenture facilities, which were originally approved by the Extraordinary General Meeting of the Company's shareholders No. 1/2013 held on 8 November 2013, from Baht 2.0 billion to Baht 2.5 billion.

20.2 Resolutions of the Extraordinary General Meeting of the shareholders

On 24 June 2016, the Extraordinary General Meeting no.1/2016 of the Company's shareholders passed the following significant resolutions:

- 1) Approved the issuance and offering by private placement of up to USD 130 million of convertible debentures to a specific foreign investor (JTrust Asia Pte. Ltd.), or an equivalent amount in other currencies.
- 2) Approved the issue of warrants (GL-W4) per the following details:

Allocation	:	Allocated to the existing shareholders of the Company in a ratio of 1 warrant for every 9 existing ordinary share
Number offered	:	170,000,000 units
Offering price	:	Baht 0
Term	:	Not exceeding 2 years from the issue date
Exercise ratio	:	1 warrant per ordinary share
Exercise price	:	Baht 40.00
Exercise period	:	Last business day of every month until the expiry date
Offering period	:	Within 1 year after approval by the shareholders
Listing	:	Warrants to be listed on the Stock Exchange of Thailand
- 3) Approved a decrease in the registered capital of the Company from Baht 769.59 million to Baht 762.69 million, by cancelling the 13.79 million registered ordinary shares of the Company that were not yet issued. The Company registered the decrease in its registered share capital with the Ministry of Commerce on 29 June 2016.
- 4) Approved an increase in the registered capital from the previous registered capital of Baht 762.69 million to a new registered capital of Baht 905.22 million by issuing an additional 285.05 million ordinary shares with a par value of Baht 0.50 each to be reserved for the exercise of conversion rights, as follows:
 - Baht 85.0 million of additional registered capital generated through the issue of 170.0 million new ordinary shares with a par value of Baht 0.50 each to be reserved for the exercise of warrants (GL-W4).

- Baht 57.52 million of additional registered capital generated through the issue of 115.05 million new ordinary shares with a par value of Baht 0.50 each to be reserved for the exercise of conversion rights by holders of the convertible debentures.

The Company registered the increase in its registered share capital with the Ministry of Commerce on 29 June 2016.

- 5) Approved the amendment of the Company's Memorandum of Association to increase/decrease the registered capital to Baht 905.22 million (1,810.44 million shares with a par value of Baht 0.50 each).

20.3 Additional share subscription from the exercise of warrants

During the current period, the Company received additional share subscription totaling Baht 4.16 million from the exercise of warrants, as detailed below.

	Warrant	Ordinary share	Exercise price	Amount
	(units)	(shares)	(Baht/share)	(Million Baht)
GL-W4	104,066	104,066	40.00	4.16

As at 30 September 2016, the Company had share subscription received in advance amounting to Baht 0.62 million in its paid up share capital from the exercise of GL-W4 totaling 15,556 units. The Company registered the increase in its paid up share capital from the exercise of such warrants with the Ministry of Commerce on 4 October 2016.

20.4 Reconciliation of number of ordinary shares

During the current period, the movements of registered and paid-up capital and premium on ordinary shares of the Company are as follows:

	Number of ordinary shares	Registered capital
	(Thousand Shares)	(Thousand Baht)
<u>Registered share capital</u>		
At the beginning of the period	1,539,175	769,587
Increase	285,050	142,525
Decrease	(13,789)	(6,894)
At the end of the period	<u>1,810,436</u>	<u>905,218</u>

	Number of ordinary shares (Thousand shares)	Paid-up capital (Thousand Baht)	Share premium (Thousand Baht)
<u>Issued and paid-up share capital</u>			
At the beginning of the period	1,427,285	713,643	4,254,634
Increase in capital from exercising of the rights of the convertible debenture	98,100	49,050	931,999
Increase in capital from exercising of the rights of the warrant	89	44	3,497
At the end of the period	<u>1,525,474</u>	<u>762,737</u>	<u>5,190,130</u>

21. Warrants

As at 30 September 2016, details of outstanding warrants, which were issued by the Company, are as follows:

Type of warrant	Issue to	Issuance date of warrant	Number of warrants original issued	Warrant offer price	Period of warrant	Exercise price per share	Exercise ratio per 1 warrant
GL-W4	Existing shareholders	2 August 2016	165,098,969	-	2 years	Baht 40.00	1 ordinary share

During the current period, the movements of warrants of the Company are as follows:

Type of warrant	Number of warrants outstanding as at 1 January 2016	Number of warrants issued during the period	Number of warrants exercised during the period	Number of warrants outstanding as at 30 September 2016
GL-W4	-	165,098,969	104,066	164,994,903

22. Earnings per share

Basic earnings per share is calculated by dividing profit 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.

Diluted earnings per share is calculated by dividing profit 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 as disclosed in the above paragraph, 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 year or on the date the potential ordinary shares were issued.

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

Consolidated financial statements						
For the three-month periods ended 30 September						
	Profit for the period		Weighted average number of ordinary shares		Earnings per share	
	2016	2015	2016	2015	2016	2015
	Thousand Baht	Thousand Baht	Thousand shares	Thousand shares	Baht	Baht
Basic earnings per share						
Profit for the period	260,341	150,270	1,525,398	1,209,200	<u>0.1707</u>	<u>0.1243</u>
Effect of dilutive potential ordinary shares						
GL-W3	-	-	-	63,844		
Diluted earnings per share						
Profit of ordinary shareholders assuming the conversion of dilutive potential ordinary shares	<u>260,341</u>	<u>150,270</u>	<u>1,525,398</u>	<u>1,273,044</u>	<u>0.1707</u>	<u>0.1180</u>
Separate financial statements						
For the three-month periods ended 30 September						
	Profit for the period		Weighted average number of ordinary shares		Earnings per share	
	2016	2015	2016	2015	2016	2015
	Thousand Baht	Thousand Baht	Thousand shares	Thousand shares	Baht	Baht
Basic earnings per share						
Profit for the period	76,050	96,647	1,525,398	1,209,200	<u>0.0499</u>	<u>0.0799</u>
Effect of dilutive potential ordinary shares						
GL-W3	-	-	-	63,844		
Diluted earnings per share						
Profit of ordinary shareholders assuming the conversion of dilutive potential ordinary shares	<u>76,050</u>	<u>96,647</u>	<u>1,525,398</u>	<u>1,273,044</u>	<u>0.0499</u>	<u>0.0759</u>

(Unaudited but reviewed)

Consolidated financial statements						
For the nine-month periods ended 30 September						
Profit for the period		Weighted average number of ordinary shares		Earnings per share		
2016	2015	2016	2015	2016	2015	
Thousand Baht	Thousand Baht	Thousand shares	Thousand shares	Baht	Baht	
Basic earnings per share						
Profit for the period	738,981	389,978	1,525,423	1,133,945	<u>0.4844</u>	<u>0.3439</u>
Effect of dilutive potential ordinary shares						
GL-WD	-	-	-	3,958		
GL-W3	-	-	-	36,751		
Diluted earnings per share						
Profit of ordinary shareholders assuming the conversion of dilutive potential ordinary shares	<u>738,981</u>	<u>389,978</u>	<u>1,525,423</u>	<u>1,174,654</u>	<u>0.4844</u>	<u>0.3320</u>
Separate financial statements						
For the nine-month periods ended 30 September						
Profit for the period		Weighted average number of ordinary shares		Earnings per share		
2016	2015	2016	2015	2016	2015	
Thousand Baht	Thousand Baht	Thousand shares	Thousand shares	Baht	Baht	
Basic earnings per share						
Profit for the period	298,982	249,483	1,525,423	1,133,945	<u>0.1960</u>	<u>0.2200</u>
Effect of dilutive potential ordinary shares						
GL-WD	-	-	-	3,958		
GL-W3	-	-	-	36,751		
Diluted earnings per share						
Profit of ordinary shareholders assuming the conversion of dilutive potential ordinary shares	<u>298,982</u>	<u>249,483</u>	<u>1,525,423</u>	<u>1,174,654</u>	<u>0.1960</u>	<u>0.2124</u>

However, no calculation of diluted earnings per share for the three-month and nine-month periods ended 30 September 2016 was required for GL-W4 convertible debentures since the effect of diluted earnings per share is antidilutive.

23. Dividends

Dividends declared in the second quarter of 2016 consist of the following:

Dividends	Approved by	Total dividend (Thousand Baht)	Dividend per share (Baht)
Dividends from 2015 operations	Annual General Meeting of the shareholders on 28 April 2016	231,240	0.1560
		<u>231,240</u>	<u>0.1560</u>

Dividends declared in the second quarter of 2015 consist of the following:

Dividends	Approved by	Total dividend (Thousand Baht)	Dividend per share (Baht)
Dividends from 2014 operations	Annual General Meeting of the shareholders on 27 April 2015	66,673	0.0625
		<u>66,673</u>	<u>0.0625</u>

24. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside a statutory reserve at least 5% of its net profit after deducting accumulated deficit brought forward (if any) until the reserve reaches 10% of the registered capital. The statutory reserve is not available for dividend distribution.

25. Commitments**25.1 Capital commitments**

As at 30 September 2016, the Company had capital commitments of approximately Baht 5.57 million, relating to the purchase of software licenses (31 December 2015: Baht 0.44 million).

25.2 Operating lease commitments

The Company and its subsidiaries have entered into several lease agreements in respect of the lease of land and office building space. The terms of the agreements are generally between 1 and 5 years.

Future minimum lease payments required under these non-cancellable operating leases contracts were as follows.

	Consolidated financial statement						
	30 September 2016				31 December 2015		
	Thousand	Thousand	Thousand	Thousand	Thousand	Thousand	Thousand
	Baht	LAK	USD	IDR	Baht	LAK	USD
Payable:							
In up to 1 year	13,788	98,437	197	1,216,631	15,983	237,757	173
In over 1 and up to 5 years	14,384	-	103	1,216,631	11,567	-	102

(Unit: Thousand Baht)

	Separate financial statement	
	30 September	31 December
	2016	2015
Payable:		
In up to 1 year	5,693	7,000
In over 1 and up to 5 years	2,900	3,409

25.3 Service commitments

As at 30 September 2016, the Company is required to pay fees of USD 0.02 million, JPY 0.60 million and THB 0.54 million per month to individuals who are employees of related party, for consultancy relating to overseas investment (31 December 2015: USD 0.03 million, JPY 0.50 million and THB 0.70 million per month).

25.4 Guarantees

As at 30 September 2016, there was outstanding bank guarantee of approximately Baht 1,275 million (31 December 2015: Baht 300 million) issued by the bank on behalf of the Company in respect of debentures guarantee and amounting to Baht 0.29 million (31 December 2015: Baht 0.29 million) in respect of electricity and use of post services guarantees.

26. Segment information

The Company and its subsidiaries are organised into business units based on its products and services. During the current period, the Company and its subsidiaries have not changed the organisation of their reportable segments.

The following tables present revenue information regarding the Company and its subsidiaries' operating segments for the three-month and nine-month periods ended 30 September 2016 and 2015, respectively.

(Unaudited but reviewed)

(Unit: Thousand Baht)

For the three-month period ended 30 September 2016

	Hire Purchase service	Business management and consulting services, financing to corporates and investment holding	Total reportable segments	Adjustments and eliminations	Consolidated
Hire purchase interest income	487,984	-	487,984	-	487,984
Asset - backed loan interest income	31,869	-	31,869	-	31,869
Interest on loan receivables	-	122,097	122,097	-	122,097
Other interest income	11,457	2	11,459	-	11,459
Consulting service fee income	-	41,678	41,678	-	41,678
Other income related to the activities of hire purchase	55,013	-	55,013	-	55,013
Others	2,838	6	2,844	-	2,844
Inter-segment revenue	110,780	49,162	159,942	(159,942)	-
Total revenue	699,941	212,945	912,886	(159,942)	752,944
Services and administrative expenses	(270,932)	(61,507)	(332,439)	91,853	(240,586)
Bad debts and doubtful accounts	(78,476)	-	(78,476)	-	(78,476)
Loss on disposals of foreclosed assets	(52,547)	-	(52,547)	-	(52,547)
Financial cost	(132,696)	(83,710)	(216,406)	132,867	(83,539)
Income tax expenses	(31,326)	(6,062)	(37,388)	-	(37,388)
Segment profit	133,964	61,666	195,630	64,778	260,408

(Unaudited but reviewed)

(Unit: Thousand Baht)

For the three-month period ended 30 September 2015

	Hire Purchase service	Business management and consulting services, financing to corporates and investment holding	Total reportable segments	Adjustments and eliminations	Consolidated
Hire purchase interest income	470,654	-	470,654	-	470,654
Asset - backed loan interest income	8,193	-	8,193	-	8,193
Other interest income	68	58,358	58,426	-	58,426
Consulting service fee income	-	28,815	28,815	-	28,815
Other income related to the activities of hire purchase	49,543	14,586	64,129	-	64,129
Others	21,822	(13,168)	8,654	-	8,654
Inter-segment revenue	93,424	154,702	248,126	(248,126)	-
Total revenue	643,704	243,293	886,997	(248,126)	638,871
Services and administrative expenses	(220,468)	(16,177)	(236,645)	25,742	(210,903)
Bad debts and doubtful accounts	(83,434)	-	(83,434)	-	(83,434)
Loss on disposals of foreclosed assets	(91,135)	-	(91,135)	-	(91,135)
Financial cost	(93,199)	(39,745)	(132,944)	63,989	(68,955)
Income tax expenses	(34,174)	-	(34,174)	-	(34,174)
Segment profit	121,294	187,371	308,665	(158,395)	150,270

(Unaudited but reviewed)

(Unit: Thousand Baht)

For the nine-month period ended 30 September 2016

	Business management and consulting services, financing to corporates and investment holding				
	Hire Purchase service	investment holding	Total reportable segments	Adjustments and eliminations	Consolidated
Hire purchase interest income	1,464,968	-	1,464,968	-	1,464,968
Asset - backed loan interest income	80,422	-	80,422	-	80,422
Interest on loan receivables	-	351,334	351,334	-	351,334
Other interest income	18,583	8	18,591	-	18,591
Consulting service fee income	-	48,739	48,739	-	48,739
Other income related to the activities of hire purchase	162,335	-	162,335	-	162,335
Others	10,252	314	10,566	-	10,566
Inter-segment revenue	312,899	138,925	451,824	(451,824)	-
Total revenue	2,049,459	539,320	2,588,779	(451,824)	2,136,955
Services and administrative expenses	(773,113)	(107,490)	(880,603)	186,808	(693,795)
Bad debts and doubtful accounts	(232,531)	-	(232,531)	-	(232,531)
Loss on disposals of foreclosed assets	(162,168)	-	(162,168)	-	(162,168)
Financial cost	(306,018)	(238,853)	(544,871)	371,653	(173,218)
Income tax expenses	(114,287)	(22,533)	(136,820)	-	(136,820)
Segment profit	461,342	170,444	631,786	106,637	738,423

(Unaudited but reviewed)

(Unit: Thousand Baht)

For the nine-month period ended 30 September 2015

	Business management and consulting services, financing to corporates and investment holding				
	Hire Purchase service	investment holding	Total reportable segments	Adjustments and eliminations	Consolidated
Hire purchase interest income	1,425,367	-	1,425,367	-	1,425,367
Asset - backed loan interest income	9,535	-	9,535	-	9,535
Other interest income	318	68,995	69,313	-	69,313
Consulting service fee income	-	65,477	65,477	-	65,477
Other income related to the activities of					
hire purchase	151,352	49,825	201,177	-	201,177
Others	69,302	(21,905)	47,397	-	47,397
Inter-segment revenue	180,136	246,242	426,378	(426,378)	-
Total revenue	1,836,010	408,634	2,244,644	(426,378)	1,818,266
Services and administrative expenses	(623,692)	(43,871)	(667,563)	91,502	(576,061)
Bad debts and doubtful accounts	(278,337)	-	(278,337)	-	(278,337)
Loss on disposals of foreclosed assets	(280,393)	-	(280,393)	-	(280,393)
Financial cost	(261,675)	(73,914)	(335,589)	134,930	(200,659)
Income tax expenses	(92,837)	(1)	(92,838)	-	(92,838)
Segment profit	299,076	290,848	589,924	(199,946)	389,978

Segment assets of the Company and its subsidiaries as at 30 September 2016 and 31 December 2015 are as follows:

(Unit: Thousand Baht)

	Business management and consulting services, financing to corporates and investment holding				
	Hire Purchase service	investment holding	Total reportable segments	Unallocated assets	Consolidated
Segment assets					
At 30 September 2016	12,318,275	3,820,712	16,138,987	-	16,138,987
At 31 December 2015	7,662,035	3,103,081	10,765,116	-	10,765,116

Geographic information

Revenue from external customers is based on locations of the customers for the three-month and nine-month periods ended 30 September 2016 and 2015, respectively.

	(Unit: Thousand Baht)			
	For the three-month periods		For the nine-month periods	
	ended 30 September		ended 30 September	
	2016	2015	2016	2015
Revenue from external customers				
Thailand	391,325	440,573	1,172,840	1,374,944
Cambodia	167,992	107,817		265,835
Singapore	163,783	88,591	400,396	162,392
Laos	25,438	1,890	65,264	15,095
Indonesia	4,406	-	10,241	-
Total	<u>752,944</u>	<u>638,871</u>	<u>2,136,955</u>	<u>1,818,266</u>

27. Contingent liabilities**Interest Rate Swap Transaction Agreements**

A subsidiary has entered into Interest Rate Swap Transaction Agreements with one bank of which the balance as at 30 September 2016 is amounting to Baht 64.0 million. The contracts are for a period of 15 months, maturing in September 2017. At each of the maturity dates, the subsidiary is required to pay interest to the bank based at fixed rate stipulated in the agreements (4.90% p.a.) and the bank is required to pay interest to the subsidiary at the floating rate plus stipulated rate. The agreement contains other conditions. The subsidiary would have had unrealised loss of approximately Baht 0.5 million, if it had recorded the above contracts at fair value.

28. Events after the reporting period**The Company**

- 28.1 On 30 September 2016, the meeting of the Company's Board of Directors No.12/2016 passed the following resolutions to be proposed to Extraordinary General Meeting of the shareholders No.2/2016 to be held on 6 December 2016.

- To approve Group Lease Holdings Pte. Ltd. (the subsidiary)'s acquisition of 95,390,500 ordinary shares of Commercial Credit and Finance PLC ("CCF") (or 29.99% of total share capital in CCF), at a purchase price equal to LKR 111 per share or a total of LKR 10,588 million (equivalent to approximately Baht 2,513.67 million). CCF is a listed company and incorporated in Sri Lanka and its main activities are Leasing, Microfinance, Loans and Hire Purchase businesses.

To approve a related party transaction in relation to the acquisition, by the subsidiary, of approximately 22.27% of the total issued share capital of CCF from Creation Investments Sri Lanka LLC.

- To approve Group Lease Holdings Pte. Ltd. (the subsidiary)'s acquisition of 1,387,680 ordinary shares of BG Microfinance Myanmar Co., Ltd ("BGMM"), (or 100.00% of total share capital in BGMM) at a purchase price equal to USD 5.77 per share or a total of USD 8.01 million (equivalent to approximately Baht 277.24 million). BGMM is incorporated in Myanmar and its activity is microfinance business.

To approve a related party transaction in relation to the acquisition, by the subsidiary, of approximately 28.1% of the total issued share capital of BGMM from CCF.

A deposit of exclusive right to acquire BGMM by USD 1 million for the transaction was made according to the terms of the Memorandum of Understanding. As at 30 September 2016, the outstanding balance of deposit of investment amounted to Baht 34.7 million as presented in consolidated statement of financial position.

28.2 On 31 October 2016, the meeting of the Company's Board of Directors No.15/2016 passed the following resolutions to be proposed to Extraordinary General Meeting of the shareholders No.2/2016 to be held on 6 December 2016.

- To approve the provision of financial assistance to the Myanmar company, Century Finance Co., Ltd. ("CF"), by subscribing to convertible debentures in an aggregate principal amount of up to USD 28.5 million which can be converted into 57% of total share capital in CF in the event that there is any change in law or regulations which would allow a foreign entity to hold share(s) in a finance company licensed by the Central Bank of Myanmar and all relevant authorisations, consents and approvals (if required) have been obtained or effected.

- To approve the establishment of a joint venture company, GL Century Service Company Limited ("Service Co "), of which GLH will hold 57% of the registered and paid up share capital. Its main activity will be providing all front and back office support to Century Finance.
- To approve the acquisition of shares of Bagan Innovation Technology Pte. Ltd. ("BiT"), in an amount of up to USD 1.1 million in share capital. BiT is incorporated in Singapore and its main activity is IT platform build up.
- To approve the acquisition of shares of PT Bank JTrust Indonesia Tbk. ("JTrust Bank"), in an amount of up to USD 11.70 million (equivalent to approximately Baht 409.71 million). JTrust Bank is incorporated in Indonesia and its main activity is commercial banking.
- To approve the issuance and offering by private placement of up to USD 50 million of convertible debentures to a specific foreign investor (JTrust Asia Pte. Ltd), or an equivalent amount in other currencies.
- To approve the issuance and offering by private placement of up to USD 20 million of convertible debentures to a specific foreign investor (Creation Investments Sri Lanka LLC), or an equivalent amount in other currencies.
- To approve an increase in the Company's registered share capital by Baht 17,327,414.50 from Baht 905,217,625.50 to Baht 922,545,040 by issuing 34,654,829 ordinary shares with a par value of Baht 0.50 per share, and the amendment of Clause 4 of the Company's memorandum of association to be consistent with the increase of the Company's registered share capital as per the following details:
 - a. To approve an increase in the registered capital of the Company by Baht 12,376,724.50 by issuing 24,753,449 newly issued ordinary shares with a par value of Baht 0.50 per share to be reserved for the conversion of the convertible debentures to be issued and offered to JTrust Asia Pte. Ltd.
 - b. To approve an increase in the registered capital of the Company by Baht 4,950,690 by issuing 9,901,380 newly issued ordinary shares with a par value of Baht 0.50 per share to be reserved for the conversion of the convertible debentures to be issued and offered to Creation Investments Sri Lanka LLC.

GLH

28.3 On 17 October 2016, a meeting of the Board of Directors of the Company approved additional investment in 180.7 million ordinary shares of GLH (or 100% of the shares of the subsidiary in issue) at a price equal to the par value of SGD 1 per share, or a total of SGD 180.7 million (equivalent to Baht 4,540.84 million), in order to fund the expansion of the Group and the operations in ASEAN markets. On 17 October 2016, the Company entered into an agreement to lend GLH USD 129.0 million and on the same date, the Company entered into a loan capitalisation agreement with GLH to convert the loan of USD 129.0 million, to investment in GLH, totaling SGD 180.7 million. On 17 October 2016, GLH registered the increase in its paid up share capital with the Accounting and Corporate Regulatory Authority in Singapore.

29. Approval of interim financial statements

These interim financial statements were authorised for issue by the Company's Board of Directors on 11 November 2016.