

Crown Seal Public Company Limited
Notes to interim financial statements
For the three-month period ended 31 March 2020

1. General information

1.1 Corporate information

Crown Seal Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. Its major shareholder is Nippon Closures Co., Ltd., which was incorporated in Japan. The ultimate company of the Company is Toyo Seikan Group Holdings Ltd.

The Company is principally engaged in the manufacture and sale of caps for bottles and the hire of printing sheets for can. The registered office of the Company is at 5 Soi Rangsit - Nakhon Nayok 46, Tambon Prachatipat, Amphur Thanyaburi, Pathum Thani.

1.2 Coronavirus disease 2019 Pandemic

The Coronavirus disease 2019 pandemic is continuing to evolve, resulting in an economic slowdown and adversely impacting most businesses and industries. This situation may bring uncertainties and have an impact on the environment in which the Company operates. The Company’s management has continuously monitored ongoing developments and assessed the financial impact in respect of the valuation of assets, provisions and contingent liabilities, and has used estimates and judgement in respect of various issues as the situation has evolved.

1.3 Basis for the preparation of interim financial information

These interim financial information are prepared in accordance with Thai Accounting Standard No. 34 (revised 2016) *Interim Financial Reporting*, with the Company choosing to present condensed interim financial information. However, the Company has presented the statements of financial position, income, comprehensive income, changes in shareholders' equity, and cash flows in the same format as that used for the annual financial statements.

The interim financial information 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 information should therefore be read in conjunction with the latest annual financial statements.

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

1.4 New financial reporting standards that became effective in the current period

During the period, the Company has adopted the revised (revised 2019) and new financial reporting standards and interpretations which are effective for fiscal years beginning on or after 1 January 2020. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards. The adoption of these financial reporting standards does not have any significant impact on the Company's financial statements. However, the new standard involves changes to key principles, which are summarised below:

Financial reporting standards related to financial instruments

A set of TFRSs related to financial instruments consists of five accounting standards and interpretations, as follows:

Financial reporting standards:

TFRS 7	Financial Instruments: Disclosures
TFRS 9	Financial Instruments

Accounting standard:

TAS 32	Financial Instruments: Presentation
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Financial Reporting Standard Interpretations:

TFRIC 16	Hedges of a Net Investment in a Foreign Operation
TFRIC 19	Extinguishing Financial Liabilities with Equity Instruments

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

The impact of the adoption of these standards on the Company's financial statements is as follows.

- Classification and measurement of investments in equity instruments of non-listed companies - The Company measures investments in equity instruments of non-listed companies at fair value and classifies the investments as financial assets at fair value, through other comprehensive income.
- Classification and measurement of investments in available-for-sale equity securities - The Company's available-for-sale investments in listed equity securities are measured at fair value through profit or loss.
- Recognition of credit losses - The Company recognises an allowance for expected credit losses on its financial assets, and it is no longer necessary for a credit-impaired event to have occurred. The Company applies the simplified approach to consider impairment of trade receivables.
- Recognition of derivatives - The Company initially recognises derivatives at their fair value on the contract date and subsequently measure them at fair value at the end of each reporting period. Changes in the fair value of derivatives are recognised in profit or loss.

The cumulative effect of the change is described in Note 2.

TFRS 16 Leases

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

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

The cumulative effect of the change is described in Note 2.

Accounting Treatment Guidance on “Accounting Guidance on Temporary Relief Measures for Accounting Alternatives in Response to the Impact of the Covid-19 Pandemic”

The Federation of Accounting Professions announced Accounting Treatment Guidance on “Accounting Guidance on Temporary Relief Measures for Accounting Alternatives in Response to the Impact of the Covid-19 Pandemic”. Its objectives are to alleviate some of the impact of applying certain financial reporting standards, and to provide clarification about accounting treatments during the period of uncertainty relating to this situation.

On 22 April 2020, the Accounting Treatment Guidance was announced in the Royal Gazette and it is effective for the financial statements prepared for reporting periods ending between 1 January 2020 and 31 December 2020.

The Company has elected to apply the following temporary relief measures on accounting alternatives:

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

1.5 Significant accounting policies

The interim financial statements are prepared by using the same accounting policies and methods of computation as were used for the financial statements for the year ended 31 December 2019 except the changes in accounting policies related to financial instruments and leases.

1.5.1 Financial instruments

Classification and measurement

Financial assets that are debt instruments are measured at fair value through profit or loss, fair value through other comprehensive income, or amortised cost. Classification is driven by the Company’s business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

Financial assets that are equity instruments are measured at fair value through profit or loss. In certain cases, the Company makes an election to measure them at fair value through other comprehensive income, with no subsequent recycling to profit or loss.

Financial liabilities are classified and measured at amortised cost.

Derivatives are classified and measured at fair value through profit or loss

Impairment of financial assets

The Company recognises an allowance for expected credit losses on its financial assets measured at amortised cost, financial assets that are debt instruments and measured at fair value through other comprehensive income, without requiring a credit-impaired event to have occurred prior to the recognition. The Company accounts for changes in expected credit losses in stages, with differing methods of determining allowance for credit losses and the effective interest rate applied at each stage. An exception from this approach is that for trade receivables that do not contain a significant financing component, the Company applies a simplified approach to determine the lifetime expected credit losses.

1.5.2 Leases

Right-of-use assets

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

Unless the Company is reasonably certain that it will obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis from the commencement date of the lease to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of the lease payments to be made over the lease term, discounted by the interest rate implicit in the lease or the Company's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification or reassessment.

Short-term leases and Leases of low-value assets

Payments under leases that, have a lease term of 12 months or less at the commencement date, or are leases of low-value assets, are recognised as expenses on a straight-line basis over the lease term.

(Unaudited but reviewed)

2. Cumulative effects of changes in accounting policies due to the adoption of new financial reporting standards

As described in Note 1.4 to the financial statements, during the current period, the Company has adopted financial reporting standards related to financial instruments and TFRS 16. The cumulative effect of initially applying these standards is recognised as an adjustment to retained earnings as at 1 January 2020. Therefore, the comparative information was not restated.

The impacts on the beginning balance of retained earnings of 2020 from changes in accounting policies due to the adoption of these standards are presented as follows:

(Unit: Thousand Baht)

	The impacts of			1 January 2020
	31 December 2019	Financial reporting standards related to financial instruments	TFRS 16	
Statement of financial position				
Assets				
Current assets				
Current investments	981,994	(981,994)	-	-
Other current financial assets	-	-	-	981,994
Non-current assets				
Long-term investment	10,297	(10,297)	-	-
Other non-current financial assets	-	-	-	10,297
Right-of-use assets	-	-	13,870	13,870
Liabilities and shareholders' equity				
Current liabilities				
Current portion of lease liabilities	-	-	8,029	8,029
Non-current liabilities				
Lease liabilities, net of current portion	-	-	5,841	5,841
Shareholders' equity				
Retained earnings - unappropriated	2,612,377	-	-	2,612,377

(Unaudited but reviewed)

2.1 Financial instruments

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

(Unit: Thousand Baht)

	Carrying amounts under the former basis	Classification and measurement in accordance with TFRS 9			
		Fair value through profit or loss	Fair value through other comprehensive income	Amortised cost	Total
Financial assets as at 1 January 2020					
Cash and cash equivalents	145,176	-	-	145,176	145,176
Current investments	981,994	-	-	-	-
Other current financial assets	-	-	-	981,994	981,994
Trade and other receivables	505,455	-	-	505,455	505,455
Long-term investments	10,297	-	-	-	-
Other non-current financial assets	-	273	10,024	-	10,297
Total financial assets	1,642,922	273	10,024	1,632,625	1,642,922

As at 1 January 2020, the Company has not designated any financial liabilities at fair value through profit or loss except derivative liabilities of which fair value was immaterial.

2.2 Leases

Upon initial application of TFRS 16 the Company recognised lease liabilities previously classified as operating leases at the present value of the remaining lease payments, discounted using the Company's incremental borrowing rate at 1 January 2020.

(Unit: Thousand Baht)

Operating lease commitments as at 31 December 2019	14,256
Less: Deferred interest expenses	(386)
Lease liabilities as at 1 January 2020	<u>13,870</u>
Comprise of:	
Current lease liabilities	8,029
Non-current lease liabilities	5,841
	<u>13,870</u>

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

(Unit: Thousand Baht)

Buildings and building improvement	3,921
Furniture, fixtures and office equipment	2,562
Motor vehicles	7,001
Total right-of-use assets	<u>13,484</u>
Less: Depreciation for the period	(2,352)
Right-of-use assets - net	<u><u>11,132</u></u>

(Unaudited but reviewed)

3. Related party transactions

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

(Unit: Thousand Baht)

	For the three-month periods ended		Pricing policy
	31 March		
	2020	2019	
<u>Transactions with related companies</u>			
Sales of caps	247,760	204,795	Cost plus margin
Service income from printing sheets	65,612	52,166	Cost plus margin and contract price
Rental income	554	562	Contract price
Sales of raw materials and spare parts	161	1,106	Market price
Administrative income	12,395	3,922	Contract price
Purchases of raw materials and spare parts	3,735	14,066	Cost plus margin
Purchases of equipment	2,134	201	Cost plus margin
Royalty fee expense	2,831	4,165	A percentage of net sales of each product
Claim payment for damaged goods	66	586	At cost

Directors and management's benefits

The Company had employee benefit expenses payable to its directors and management as below.

(Unit: Thousand Baht)

	For the three-month periods ended 31 March	
	2020	2019
	Short-term employee benefits	7,171
Post-employment benefits	84	82
Total	7,255	6,256

(Unaudited but reviewed)

The balances of accounts between the Company and those related parties are as follows:

(Unit: Thousand Baht)

	31 March 2020	31 December 2019
Trade accounts receivable - related parties	135,238	132,581
Other receivables - related parties	5,100	8,234
Trade accounts payable - related parties	1,080	16,124
Other payables - related parties	6,918	12,038
Rental received in advance - related parties		
Rental received in advance to be recognised within one year	993	993
Rental received in advance - net of current portion	10,174	10,422

4. Cash and cash equivalents

(Unit: Thousand Baht)

	31 March 2020	31 December 2019
Cash	160	164
Bank deposits	355,988	145,012
Total	356,148	145,176

As at 31 March 2020, bank deposits in saving accounts and fixed deposits carried interests between 0.05% to 0.70% per annum (31 December 2019: between 0.10% and 0.70% per annum).

(Unaudited but reviewed)

5. Trade and other receivables

(Unit: Thousand Baht)

	31 March 2020	31 December 2019
<u>Trade accounts receivable - related parties</u>		
Aged on the basis of due dates		
Not yet due	98,293	92,357
Past due		
Up to 3 months	36,945	40,224
Total trade accounts receivable - related parties	135,238	132,581
<u>Trade accounts receivable - unrelated parties</u>		
Aged on the basis of due dates		
Not yet due	278,389	253,049
Past due		
Up to 3 months	82,012	100,591
3 - 6 months	10,718	5,874
6 - 12 months	14,481	217
Total trade accounts receivable - unrelated parties	385,600	359,731
<u>Other receivables - related parties</u>		
Accrued income	5,100	8,234
Total other receivables - related parties	5,100	8,234
<u>Other receivables - unrelated parties</u>		
Advances	1,742	1,467
Compensation received from suppliers	103	250
Receivable from scrap sales	938	1,202
Others	3,533	1,990
Total other receivables - unrelated parties	6,316	4,909
Total trade and other receivables	532,254	505,455

(Unaudited but reviewed)

6. Inventories

Allowance for diminution in values of inventories

Movements in the allowance for diminution in values of inventories account during the three-month period ended 31 March 2020 are summarised below.

(Unit: Thousand Baht)

Net book value as at 1 January 2020	(27,073)
Write-down of cost of inventories resulting from inventories destruction	3,519
Reversal of reduced cost of inventories during the period	1,273
Net book value as at 31 March 2020	<u>(22,281)</u>

7. Other current financial assets

(Unit: Thousand Baht)

	31 March 2020	31 December 2019
Financial asset of debt instruments	961,994	981,994
Derivative receivable	314	-
Total other current financial assets	<u>962,308</u>	<u>981,994</u>

As at 31 March 2020, short-term deposits with financial institutions carried interest between 0.45% to 1.55% per annum (31 December 2019: 0.60% to 1.62% per annum).

8. Other non-current financial assets

(Unit: Thousand Baht)

Companies	Nature of business	Shareholding percentage (%)	31 March 2020	31 December 2019
Bangkok Can Manufacturing Co., Ltd.	Produce and distribute cans	1.61	9,494	9,494
Muang-Ake Golf Co., Ltd.	Golf club service	0.08	180	180
Muang-Ake Vista Golf Course Co., Ltd.	Golf club service	0.06	350	350
Thepthani Kreetha Plc.	Golf club service	0.13	421	273
Total other non-current financial assets			<u>10,445</u>	<u>10,297</u>

9. Investment properties

No movement of the investment properties account during the three-month period ended 31 March 2020.

During the three-month period ended 31 March 2020, rental income derived from investment property amounted to Baht 0.4 million (2019: Baht 0.4 million).

10. Property, plant and equipment

Movements of the property, plant and equipment account during the three-month period ended 31 March 2020 are summarised below.

(Unit: Thousand Baht)

Net book value as at 1 January 2020	1,469,797
Acquisitions during period - at cost	61,795
Disposal/write-off during period - net book value	(12,959)
Depreciation for the period	<u>(42,195)</u>
Net book value as at 31 March 2020	<u>1,476,438</u>

The Company shares the ownership of some building and machinery with Bangkok Can Manufacturing Co., Ltd. and recorded the assets in proportion to its ownership. The carrying amount of its share as at 31 March 2020 was Baht 47 million (31 December 2019: Baht 48 million).

11. Intangible assets

(Unit: Thousand Baht)

Net book value as at 1 January 2020	3,676
Additions during period	360
Amortisation for the period	<u>(622)</u>
Net book value as at 31 March 2020	<u>3,414</u>

12. Facilities for bank overdrafts and short-term loans from financial institutions

Outstanding bank overdrafts and short-term loan facilities of the Company as at 31 March 2020 and 31 December 2019 are Baht 175 million. Such facilities are unsecured.

(Unaudited but reviewed)

13. Trade and other payables

(Unit: Thousand Baht)

	31 March 2020	31 December 2019
Trade accounts payables - related parties	1,080	16,124
Trade accounts payables - unrelated parties	385,651	290,247
Other payables - related parties	6,918	12,038
Other payables - unrelated parties	43,919	44,694
Accrued expenses	44,121	33,229
Total trade and other payables	481,689	396,332

14. Income tax / Deferred tax assets (liabilities)

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

Income tax expense was made up as follows:

(Unit: Thousand Baht)

	For the three-month periods ended 31 March	
	2020	2019
Current income tax:		
Interim corporate income tax charge	19,373	20,000
Deferred tax:		
Relating to origination and reversal of temporary differences	1,508	4,039
Income tax expense reported in the statement of income	20,881	24,039

(Unaudited but reviewed)

The components of deferred tax assets and liabilities as presented in statement of financial position consist of:

(Unit: Thousand Baht)

	31 March 2020	31 December 2019
Allowance for diminution in value of inventories	4,456	5,415
Provision for long-term employee benefits	33,164	32,613
Rental received in advance	2,035	2,084
Others	5,131	2,785
Total deferred tax assets	<u>44,786</u>	<u>42,897</u>
Depreciation and amortisation	(35,580)	(34,519)
Gain on change in the value of investment properties	(64,152)	(64,152)
Revaluation surplus on land	(15,319)	(15,319)
Other	(2,336)	-
Total deferred tax liabilities	<u>(117,387)</u>	<u>(113,990)</u>
Deferred tax liabilities - net	<u>(72,601)</u>	<u>(71,093)</u>

15. Provision for long-term employee benefits

Movements of the provision for long-term employee benefits account during the three-month period ended 31 March 2020 are summarised below.

(Unit: Thousand Baht)

Balance as at 1 January 2020	205,057
Additions during period	3,279
Benefits paid during the period	<u>(1,389)</u>
Balance as at 31 March 2020	<u>206,947</u>

16. Earnings per share

Basic earnings per share was calculated by dividing profit for the period (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the period.

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

(Unaudited but reviewed)

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

	For the three-month periods ended 31 March					
	Profit for the period		Weighted average number of ordinary shares		Earnings per share	
	2020	2019	2020	2019	2020	2019
	(Thousand Baht)	(Thousand Baht)	(Thousand shares)	(Thousand shares)	(Baht)	(Baht)
Basic earnings per share						
Profit for the period	92,575	101,610	52,001	52,001	<u>1.78</u>	<u>1.95</u>
Effect of dilutive potential ordinary shares						
Convertible preferred shares	-	-	799	799		
Diluted earnings per share						
Profit of ordinary shareholders assuming the conversion to ordinary shares	<u>92,575</u>	<u>101,610</u>	<u>52,800</u>	<u>52,800</u>	<u>1.75</u>	<u>1.92</u>

17. Segment information

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

The following tables present revenue and profit information regarding the Company's operating segments for the three-month periods ended 31 March 2020 and 2019, respectively.

(Unit: Thousand Baht)

	For the three-month periods ended 31 March					
	Manufacture and sale of caps		Hire of printing sheets for can		Total	
	2020	2019	2020	2019	2020	2019
Sales and service income	<u>707,628</u>	<u>789,788</u>	<u>66,423</u>	<u>53,115</u>	<u>774,051</u>	<u>842,903</u>
Operating results						
Segment profit	<u>129,074</u>	<u>135,809</u>	<u>22,460</u>	<u>11,068</u>	151,534	146,877
Unallocated income and expenses						
Finance income					3,602	3,234
Other income					18,831	22,679
Administrative expenses					(60,436)	(47,141)
Finance cost					<u>(77)</u>	-
Profit before income tax expense					113,456	125,649
Income tax expense					<u>(20,881)</u>	<u>(24,039)</u>
Profit for the period					<u>92,575</u>	<u>101,610</u>

18. Commitments and contingent liabilities

As at 31 March 2020 and 31 December 2019, the Company has the following outstanding commitments and contingent liabilities:

- a) The Company has commitments, which mature within one year, to local and overseas suppliers under purchase orders for raw materials, spare parts and service hiring, and capital expenditures, as follows:

(Unit: Million)

Foreign Currency	31 March 2020	31 December 2019
Baht	41.43	35.34
US dollar	-	13.59
Japanese yen	0.97	0.97

- b) As at 31 March 2020, the Company has bank guarantees issued by a bank on behalf of the Company of Baht 9.92 million for guarantee of electricity usage, and Baht 0.33 million for the purchase-sell agreements with a state agency (31 December 2019: Baht 9.92 million and Baht 0.33 million, respectively).

19. Financial instruments

Forward exchange contracts outstanding as at 31 March 2020 and 31 December 2019 are summarised below.

31 March 2020					
Foreign currency	Bought amount	Sold amount	Contractual exchange rate		Contractual maturity date
			Bought amount	Sold amount	
	(Million)	(Million)	(Baht per 1 foreign currency unit)		
US dollar	0.61	3.19	31.35 - 31.40	30.11 - 32.08	Bought: 17/04/2020 - 29/05/2020 Sold: 10/04/2020 - 31/07/2020
31 December 2019					
Foreign currency	Bought amount	Sold amount	Contractual exchange rate		Contractual maturity date
			Bought amount	Sold amount	
	(Million)	(Million)	(Baht per 1 foreign currency unit)		
US dollar	-	0.25	-	30.28 - 30.34	20/01/2020 - 31/01/2020
Yen	51.46	-	27.80 - 27.96	-	31/01/2020 - 28/02/2020

20. Fair value hierarchy

As at 31 March 2020 and 31 December 2019, the Company had the assets that were measured at fair value using different levels of inputs as follows:

(Unit: Million Baht)

	31 March 2020			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Other current financial assets	962	-	-	962
Other non-current financial assets	-	-	10	10
Investment properties	-	653	13	666
Land	-	-	143	143
Other current financial liabilities	-	5	-	5

(Unit: Million Baht)

	31 December 2019			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Long-term investments	-	-	9	9
Investment properties	-	653	13	666
Land	-	-	143	143

21. Events after the reporting period

On 10 April 2020, the Board of Directors' Meeting No. 2/2020 passed a resolution to postpone the Annual General Meeting for the year 2020 which was originally scheduled on 24 April 2020, indefinitely. Moreover, there was resolution to approve the payment of interim dividends of Baht 3.25 per share for ordinary shareholders and Baht 4.75 per share for preferred shareholders, or a total of Baht 172.80 million, to the shareholders in respect of the 2019 profit, and will be paid on 8 May 2020. This dividend will be recorded in the second quarter of 2020.

In addition, the meeting of the Company's Board of Directors also passed a resolution to propose to the Annual General Meeting of shareholders to be held in future to adopt a resolution to pay an additional dividend of Baht 0.65 per share for ordinary shareholders and preferred shareholders, or a total of Baht 34.32 million, to the shareholders in respect of the 2019 profit. Such dividend will be paid and recorded after it is approved by the Annual General Meeting of the Company's shareholders.

22. Approval of interim financial statements

These interim financial statements were authorised for issue by the Company's Board of Directors on 12 May 2020.