

ACAP ADVISORY PUBLIC COMPANY LIMITED

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

30 SEPTEMBER 2015

AUDITOR'S REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION

To the Shareholders of ACAP Advisory Public Company Limited

I have reviewed the accompanying consolidated and company statements of financial position as at 30 September 2015, the related consolidated and company statements of comprehensive income for the three-month and nine-month periods then ended, the related consolidated and company statements of changes in shareholders' equity, and cash flows for the nine-month period then ended, and condensed notes to interim financial information of ACAP Advisory Public Company Limited and its subsidiaries, and of ACAP Advisory Public Company Limited, respectively. 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 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 interim financial information is not prepared, in all material respects, in accordance with Thai Accounting Standard 34, "Interim Financial Reporting".

Paiboon Tunkoon
Certified Public Accountant (Thailand) No. 4298
PricewaterhouseCoopers ABAS Ltd.

Bangkok
11 November 2015

ACAP Advisory Public Company Limited
Statement of Financial Position
As at 30 September 2015

	Notes	Consolidated		Company	
		Unaudited 30 September 2015 Baht'000	Audited 31 December 2014 Baht'000	Unaudited 30 September 2015 Baht'000	Audited 31 December 2014 Baht'000
Assets					
Current assets					
Cash and cash equivalents		277,663	565,164	73,314	187,723
Trade receivables, net	6	21,697	15,386	-	-
Amounts due from related parties	14 iii)	-	-	3,591	312
Short-term loans to related parties, net	14 iv)	-	-	295,000	-
Short-term loans to other companies, net	9	350,000	100,000	-	100,000
Current portion of loans to employees	7	1,164	-	-	-
Other current assets		10,137	13,596	661	3,879
Total current assets		660,661	694,146	372,566	291,914
Non-current assets					
Loans to Employees, net	7	1,502	-	-	-
Long-term loans to related parties, net	14 iv)	-	-	-	-
Investments in subsidiaries, net	8	-	-	537,706	545,553
Leasehold improvements and equipment, net	10	25,479	31,819	7,714	18,670
Intangible assets, net	10	3,124	4,107	1,557	1,833
Other non-current assets		12,208	13,633	2,031	3,900
Total non-current assets		42,313	49,559	549,008	569,956
Total assets		702,974	743,705	921,574	861,870

Director _____ Director _____

Date _____

The notes to the financial information on pages 11 to 25 are an integral part of this interim financial information.

ACAP Advisory Public Company Limited
Statement of Financial Position (Cont'd)
As at 30 September 2015

	Notes	Consolidated		Company	
		Unaudited 30 September 2015 Baht'000	Audited 31 December 2014 Baht'000	Unaudited 30 September 2015 Baht'000	Audited 31 December 2014 Baht'000
Liabilities and shareholders' equity					
Current liabilities					
Other payables	11	8,280	16,627	948	1,312
Amounts due to related companies	14 iii)	-	-	275	466
Short-term borrowing from related company	14 v)	-	-	315,000	200,000
Current portion of financial lease liabilities	12	881	1,835	-	1,097
Other current liabilities	13	12,542	3,712	286	261
Total current liabilities		21,703	22,174	316,509	203,136
Non-current liabilities					
Financial lease liabilities, net	12	1,772	1,371	-	1,100
Employee benefits obligations		13,033	14,685	7,113	7,472
Other non-current liabilities		7,501	8,811	-	1,310
Total non-current liabilities		22,306	24,867	7,113	9,882
Total liabilities		44,009	47,041	323,622	213,018
Shareholders' equity					
Share capital					
Authorised, issued and paid-up share capital					
125,000,000 ordinary shares of Baht 1 each		125,000	125,000	125,000	125,000
Issued and paid-up share capital					
125,000,000 ordinary shares of Baht 1 each		125,000	125,000	125,000	125,000
Premium on share capital		337,742	337,742	337,742	337,742
Retained earnings					
Appropriated - Legal reserve		12,500	12,500	12,500	12,500
Unappropriated		183,745	223,947	122,710	173,610
Other components of equity		-	(2,501)	-	-
Equity attributable to owners of the parent		658,987	696,688	597,952	648,852
Non-controlling interests		(22)	(24)	-	-
Total shareholders' equity		658,965	696,664	597,952	648,852
Total liabilities and shareholders' equity		702,974	743,705	921,574	861,870

ACAP Advisory Public Company Limited
Statement of Comprehensive Income (Unaudited)
For the three-month period ended 30 September 2015

	Consolidated		Company	
	30 September 2015	30 September 2014	30 September 2015	30 September 2014
	Baht'000	Baht'000	Baht'000	Baht'000
Revenues				
Service income	29,664	22,323	-	-
Other income	13,027	3,730	4,781	1,286
Total revenues	42,691	26,053	4,781	1,286
Expenses				
Cost of services, assets management and loans	18,769	20,917	-	142
Administrative expenses	18,296	20,348	8,621	23,641
Management remunerations	1,817	3,443	1,817	3,402
Total expenses	38,882	44,708	10,438	27,185
Profit (loss) before finance costs and income tax	3,809	(18,655)	(5,657)	(25,899)
Finance costs	8	70	1,149	1,314
Profit (loss) before income tax	3,801	(18,725)	(6,806)	(27,213)
Income tax	(19)	640	-	-
Net profit (loss) for the period	3,820	(19,365)	(6,806)	(27,213)
Other comprehensive income (expense)				
Items that will be reclassified subsequently to profit or loss				
Exchange differences on translating financial information	-	(105)	-	-
Reclassification of item to profit (loss) for the period	2,548	-	-	-
Total comprehensive income (expense) for the period, net of tax	2,548	(105)	-	-
Total comprehensive income (expense) for the period	6,368	(19,470)	(6,806)	(27,213)
Profit (loss) attributable to:				
Shareholders of the parent	3,820	(19,367)	(6,806)	(27,213)
Non-controlling interests	-	2	-	-
	3,820	(19,365)	(6,806)	(27,213)
Total comprehensive income (expense) attributable to:				
Shareholders of the parent	6,368	(19,477)	(6,806)	(27,213)
Non-controlling interests	-	7	-	-
	6,368	(19,470)	(6,806)	(27,213)
Earning (loss) per share (Baht per share)				
Basic earning (loss) earnings per share	0.03	(0.15)	(0.05)	(0.22)

The notes to the financial information on pages 11 to 25 are an integral part of this interim financial information.

ACAP Advisory Public Company Limited
Statement of Comprehensive Income (Unaudited)
For the nine-month period ended 30 September 2015

	Consolidated		Company	
	30 September 2015	30 September 2014	30 September 2015	30 September 2014
	Baht'000	Baht'000	Baht'000	Baht'000
Revenues				
Service income	83,298	63,572	-	-
Other income	20,835	66,576	9,994	49,521
Total revenues	104,133	130,148	9,994	49,521
Expenses				
Cost of services, assets management and loans	59,887	59,114	189	425
Administrative expenses	72,505	77,711	45,804	94,080
Management remunerations	11,094	13,529	11,094	13,429
Total expenses	143,486	150,354	57,087	107,934
Loss before finance costs and income tax	(39,353)	(20,206)	(47,093)	(58,413)
Finance costs	130	260	3,774	2,173
Loss before income tax	(39,483)	(20,466)	(50,867)	(60,586)
Income tax	1	422	-	-
Net loss for the period	(39,484)	(20,888)	(50,867)	(60,586)
Other comprehensive (expense) income				
Items that will not be reclassified subsequently to profit or loss				
Remeasurements of post-employment benefit obligations	(716)	-	(33)	-
Items that will be reclassified subsequently to profit or loss				
Exchange differences on translating financial information	-	(144)	-	-
Reclassification of item to profit (loss) for the period	2,501	-	-	-
Total comprehensive income (expense) for the period, net of tax	1,785	(144)	(33)	-
Total comprehensive expense for the period	(37,699)	(21,032)	(50,900)	(60,586)
(Loss) profit attributable to:				
Shareholders of the parent	(39,486)	(21,726)	(50,867)	(60,586)
Non-controlling interests	2	838	-	-
	(39,484)	(20,888)	(50,867)	(60,586)

The notes to the financial information on pages 11 to 25 are an integral part of this interim financial information.

ACAP Advisory Public Company Limited

Statement of Comprehensive Income (Unaudited) (Cont'd)

For the nine-month period ended 30 September 2015

	Consolidated		Company	
	30 September 2015	30 September 2014	30 September 2015	30 September 2014
	Baht'000	Baht'000	Baht'000	Baht'000
Total comprehensive (expense) income attributable to:				
Shareholders of the parent	(37,701)	(21,945)	(50,900)	(60,586)
Non-controlling interests	2	913	-	-
	<u>(37,699)</u>	<u>(21,032)</u>	<u>(50,900)</u>	<u>(60,586)</u>
Loss per share (Baht per share)				
Basic loss per share	<u>(0.32)</u>	<u>(0.17)</u>	<u>(0.41)</u>	<u>(0.48)</u>

ACAP Advisory Public Company Limited
Statement of Changes in Shareholders' Equity (Unaudited)
For the nine-month period ended 30 September 2015

	Consolidated							
	Attributable to owners of the parent				Other components of equity			Total shareholders' equity Baht'000
	Issued and paid-up share capital Baht'000	Premium on share capital Baht'000	Retained earnings		Currency translation differences from subsidiary in overseas Baht'000	Total owners of the parent Baht'000	Non-controlling interests Baht'000	
			Appropriated	Unappropriated				
Baht'000			Baht'000					
Opening balance as at 1 January 2015	125,000	337,742	12,500	223,947	(2,501)	696,688	(24)	696,664
Total comprehensive (expense) income for the period	-	-	-	(37,701)	-	(37,701)	2	(37,699)
Reclassification of item to profit (loss) for the period	-	-	-	(2,501)	2,501	-	-	-
Ending balance as at 30 September 2015	125,000	337,742	12,500	183,745	-	658,987	(22)	658,965

	Consolidated							
	Attributable to owners of the parent				Other components of equity			Total shareholders' equity Baht'000
	Issued and paid-up share capital Baht'000	Premium on share capital Baht'000	Retained earnings		Currency translation differences from subsidiary in overseas Baht'000	Total owners of the parent Baht'000	Non-controlling interests Baht'000	
			Appropriated	Unappropriated				
Baht'000			Baht'000					
Opening balance as at 1 January 2014	125,000	337,742	12,500	266,924	(2,146)	740,020	(6,347)	733,673
Total comprehensive (expense) income for the period	-	-	-	(21,726)	(219)	(21,945)	913	(21,032)
Ending balance as at 30 September 2014	125,000	337,742	12,500	245,198	(2,365)	718,075	(5,434)	712,641

The notes to the financial information on pages 11 to 25 are an integral part of this interim financial information.

ACAP Advisory Public Company Limited
Statement of Changes in Shareholders' Equity (Unaudited) (Cont'd)
For the nine-month period ended 30 September 2015

	Company				Total shareholders' equity Baht'000
	Issued and paid-up share capital Baht'000	Premium on share capital Baht'000	Retained earnings		
			Appropriated Baht'000	Unappropriated Baht'000	
	Baht'000	Baht'000	Baht'000	Baht'000	
Opening balance as at 1 January 2015	125,000	337,742	12,500	173,610	648,852
Total comprehensive expense for the period	-	-	-	(50,900)	(50,900)
Closing balance as at 30 September 2015	<u>125,000</u>	<u>337,742</u>	<u>12,500</u>	<u>122,710</u>	<u>597,952</u>

	Company				Total shareholders' equity Baht'000
	Issued and paid-up share capital Baht'000	Premium on share capital Baht'000	Retained earnings		
			Appropriated Baht'000	Unappropriated Baht'000	
	Baht'000	Baht'000	Baht'000	Baht'000	
Opening balance as at 1 January 2014	125,000	337,742	12,500	266,220	741,462
Total comprehensive expense for the period	-	-	-	(60,586)	(60,586)
Closing balance as at 30 September 2014	<u>125,000</u>	<u>337,742</u>	<u>12,500</u>	<u>205,634</u>	<u>680,876</u>

The notes to the financial information on pages 11 to 25 are an integral part of this interim financial information.

ACAP Advisory Public Company Limited
Statements of Cash Flows (Unaudited)
For the nine-month period ended 30 September 2015

	Notes	Consolidated		Company	
		30 September 2015 Baht'000	30 September 2014 Baht'000	30 September 2015 Baht'000	30 September 2014 Baht'000
Cash flows from operating activities					
Loss before income tax		(39,483)	(20,466)	(50,867)	(60,586)
Adjustment for:					
Depreciation and amortisation	10	5,932	7,950	1,874	4,669
Interest income		(19,467)	(16,968)	(5,650)	(7,594)
Interest expenses		-	-	3,673	1,967
Interest expenses from finance lease		130	260	101	206
Loss on written off office rental deposit		1,705	-	1,705	-
Loss on written off withholding tax assets		112	2,242	72	124
Gain on sales of investment		-	(41,324)	-	(39,504)
Loss on impairment of investment in subsidiaries	8	-	-	11,407	31,029
Loss on impairment of loan and interest to related company	14 iv)	-	-	1,200	26,500
Allowance for doubtful accounts		-	1,220	-	-
Gain on forgiveness of loan from other company		-	(2,310)	-	-
Loss on disposal/impairment/write-off assets		5,528	338	5,701	420
Loss (gain) on reversal of assets and liabilities		149	(958)	300	-
Realised loss on foreign currencies exchange		81	372	81	374
Realised loss on foreign exchange translation		2,501	-	-	-
Unrealised gain on foreign exchange translation		-	(145)	-	-
Employee benefits obligations		(2,368)	3,991	(393)	2,919
Reversal on provision on dismantling cost		(1,135)	-	(1,135)	-
Loss from operating activities before changes in operating assets and liabilities		(46,315)	(65,798)	(31,931)	(39,476)
(Increase) decrease in operating assets					
Accounts receivable		(6,311)	(4,780)	-	-
Amount due from related companies		-	-	(2,921)	-
Other current assets		3,723	581	1,997	(275)
Other non-current assets		(348)	852	164	267
Increase (decrease) in operating liabilities					
Amount due to related companies		-	-	(41)	22
Other payables		(8,256)	-	(364)	452
Other current liabilities		8,746	(2,202)	25	(245)
Other non-current liabilities		-	(3,679)	-	(3,678)
Cash used in operation before interest and income tax received (paid)		(48,761)	(75,026)	(33,071)	(42,933)
Interest income received		21,173	17,022	6,514	6,226
Interest paid excluding finance lease contracts		-	-	(3,823)	(1,556)
Income tax paid		(2,357)	(3,753)	(72)	(124)
Net cash used in operating activities		(29,945)	(61,757)	(30,452)	(38,387)

The notes to the financial information on pages 11 to 25 are an integral part of this interim financial information.

ACAP Advisory Public Company Limited

Statements of Cash Flows (Unaudited) (Cont'd)

For the nine-month period ended 30 September 2015

	Notes	Consolidated		Company	
		30 September 2015 Baht'000	30 September 2014 Baht'000	30 September 2015 Baht'000	30 September 2014 Baht'000
Cash flows from investing activities					
Short-term loans made to other company	9	(350,000)	(225,000)	-	(200,000)
Cash received from short-term loan to other companies	9	100,000	103,500	100,000	50,000
Short-term loans made to related parties	14 iv)	-	-	(297,000)	-
Short-term loan payments received from related parties	14 iv)	-	-	2,000	3,000
Long-term loans made to related parties	14 iv)	-	-	(1,200)	(26,500)
Loan to employees		(3,563)	-	-	-
Short-term loan payments received from employees		1,083	-	-	-
Cash paid for investment in subsidiaries	8	-	-	(4,000)	(4,000)
Cash received from liquidation of subsidiary		-	-	140	-
Cash paid for short-term investments		-	(93,107)	-	(93,107)
Purchase of building improvement, equipment and intangible assets	10	(8,014)	(2,407)	(1,823)	(2)
Cash received from sale of short-term investment		-	274,909	-	130,592
Cash received from disposal of building improvement, equipment and intangible assets		6,002	1,128	5,305	1,027
Dividend received from related party		-	-	-	8,670
Net cash (used in) provided by investing activities		(254,492)	59,023	(196,578)	(130,320)
Cash flows from financing activities					
Cash received from short-term borrowings from related company	14 v)	-	-	115,000	200,000
Cash paid for liabilities under finance leases		(2,983)	(4,065)	(2,298)	(3,488)
Net cash (used in) provided by financing activities		(2,983)	(4,065)	112,702	196,512
Net (decrease) increase in cash and cash equivalents		(287,420)	(6,799)	(114,328)	27,805
Cash and cash equivalents at beginning of the period		565,164	479,381	187,723	193,190
Exchange loss on cash		(81)	(374)	(81)	(374)
Cash and cash equivalents at end of the period		277,663	472,208	73,314	220,621
Significant non-cash transactions					
Purchase vehicle under financial lease	10	2,300	-	-	-
Loss on forgiveness loan and interest receivable to related company		-	-	-	18,113
Gain on forgiveness of borrowings from other company		-	2,310	-	-
Accounts receivable - sale of short-term investments		-	2,019	-	2,019

1 General information

ACAP Advisory Public Company Limited (the “Company”) is a public company and resident in Thailand. The former address of the Company’s registered office is as follows:

1 Empire Tower 2-3, 22nd floor, South Sathorn Road, Yanawa, Sathorn, Bangkok.

On 16 October 2015, the Company has changed its registered office to 349 SJ Infinite I Business Complex, 24th floor, Vibhavadi-Rangsit Road, Chompol, Chatuchak, Bangkok.

The Company is registered as a listed company in the Market for Alternative Investment (MAI) in Thailand. For reporting purposes, the Company and its subsidiaries are referred to as the Group.

The principal business operations of the Group are financial advisory, non - performing assets management and consumer lending.

The interim consolidated and company financial information was approved by the Board of Directors on 11 November 2015.

The interim consolidated and company financial information has been reviewed, not audited.

2 Accounting policies

2.1 Basis of preparation

This interim consolidated and company financial information was prepared in accordance with Thai generally accepted accounting principles under the Accounting Act B.E. 2543, being those Thai Accounting Standards issued under the Accounting Professions Act B.E. 2547, and the financial reporting requirements of the Securities and Exchange Commission. The primary financial information (i.e., statements of financial position and the statements of comprehensive income, changes in shareholders’ equity and cash flows) are prepared in the full format as required by the Securities and Exchange Commission. The notes to the interim financial information are prepared in a condensed format according to Thai Accounting Standard no. 34, “Interim Financial Reporting” and additional notes are presented as required by the Securities and Exchange Commission under the Securities and Exchange Act.

The interim consolidated and company financial information should be read in conjunction with the annual financial statements for the year ended 31 December 2014.

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

The accounting policies used in the preparation of interim financial information are consistent with those used in the annual financial statements for the year ended 31 December 2014 except as described in Note 3.

Costs that are incurred unevenly during the financial year are anticipated or deferred in the interim report only if it would also be appropriate to anticipate or defer such costs at the end of the financial year.

Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual profit or loss.

2 Accounting policies (Cont'd)

2.2 Revised accounting standards, revised financial reporting standards, and related interpretations

New financial reporting standards and revised accounting standards, revised financial reporting standards are effective on 1 January 2015.

a) Financial reporting standards, which may have impact to the Group:

TAS 1 (revised 2014)	Presentation of financial statements
TAS 16 (revised 2014)	Property, plant and equipment
TAS 19 (revised 2014)	Employee benefits
TAS 27 (revised 2014)	Separate financial statements
TAS 28 (revised 2014)	Investments in associates and joint ventures
TAS 34 (revised 2014)	Interim financial reporting
TFRS 10	Consolidated financial statements
TFRS 11	Joint arrangements
TFRS 12	Disclosure of interest in other entities
TFRS 13	Fair value measurement

Management evaluates that the revised accounting standards, revised financial reporting standards, and related interpretations have no significant impact to the Consolidated and Company Financial information except for the following accounting standards;

TAS 19 (revised 2014). The key change is actuarial gains and losses being renamed as 'remeasurements' and this will be recognised immediately in 'other comprehensive income' (OCI). Actuarial gains and losses will no longer be deferred using the corridor approach or recognised in profit or loss. The significant impact to the Group is described in Note 3.

TFRS 13 aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across TFRSs. This standard has no impact to the Group.

b) Financial reporting standards with minor changes and do not have impact to the Group.

All of 41 Financial reporting standards with minor changes do not have impact to the Group.

New and revised accounting standards have been published by the Federation of Accounting Professions that are mandatory for annual periods beginning on or after 1 January 2016. The Group has not yet early adopted these revised standards.

TFRS 3 (revised 2015), 'Business combinations' clarifies i) an obligation to pay contingent consideration which meets the definition of a financial instrument as a financial liability or equity, on the basis of the definitions in TAS 32, 'Financial instruments: Presentation' (when announced) or other applicable standards. It also clarifies that all non-equity contingent consideration is measured at fair value at each reporting date, with changes in value recognised in profit and loss, and ii) TFRS 3 does not apply to the accounting for the formation of any joint venture under TFRS 11.

TFRS 8 (revised 2015), 'Operating segments' requires disclosure of the judgements made by management in aggregating operating segments. It is also amended to require a reconciliation of segment assets to the entity's assets when segment assets are reported to chief operating decision maker.

TAS 24 (revised 2015), 'Related party disclosures' includes as a related party an entity that provides management personnel services to the reporting entity or to the parent of the reporting entity (the 'management entity'). Disclosure of the amounts charged to the reporting entity is required.

Management has assessed and considered that the above revised standards will not have a material impact on the Group.

3 New accounting policies

Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

Employee benefits

The accounting policies for employee benefits used in the interim financial information are consistent with those used in the annual financial statements for the year ended 31 December 2014, except changes by the revised accounting standard as follows:

- The Group recognises actuarial gains and losses in other comprehensive income in the period in which they rise.
- The Group recognises past-service costs in profit or loss immediately.

In the past, the Group recognised actuarial gains and losses and past-service costs in profit and loss immediately.

The effects of the change in accounting policies are as follows :

	Consolidated		
	Originally stated Baht'000	Adjustments Baht'000	Restated Baht'000
Consolidated statement of Changes in Shareholders' Equity as at 1 January 2014			
Retained earnings - Unappropriate	266,924	(2,936)	263,988
Retained earnings - Remeasurements of post-employment benefit obligations	-	2,936	2,936
	<u>266,924</u>	<u>-</u>	<u>266,924</u>
Consolidated statement of Changes in Shareholders' Equity as at 1 January 2015			
Retained earnings - Unappropriate	223,947	740	224,687
Retained earnings - Remeasurements of post-employment benefit obligations	-	(740)	(740)
	<u>223,947</u>	<u>-</u>	<u>223,947</u>
	Company		
	Originally stated Baht'000	Adjustments Baht'000	Restated Baht'000
Statement of Changes in Shareholders' Equity as at 1 January 2014			
Retained earnings - Unappropriate	266,220	(1,930)	264,290
Retained earnings - Remeasurements of post-employment benefit obligations	-	1,930	1,930
	<u>266,220</u>	<u>-</u>	<u>266,220</u>
Statement of Changes in Shareholders' Equity as at 1 January 2015			
Retained earnings - Unappropriate	173,610	541	174,151
Retained earnings - Remeasurements of post-employment benefit obligations	-	(541)	(541)

ACAP Advisory Public Company Limited
Condensed Notes to Interim Consolidated and Company Financial Information (Unaudited)
For the nine-month period ended 30 September 2015

173,610 - 173,610

4 Estimates

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

In preparing this interim financial information, significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2014.

5 Segment information

	Consolidated				
	Advisory and Investment Banking Baht'000	Non-Performing Asset ("NPA") Management Baht'000	Consumer Finance Baht'000	Eliminations Baht'000	Total Baht'000
For the three-month period ended 30 September 2015					
Revenues					
Revenue from operation	29,460	145	13,086	-	42,691
Revenue from inter-segment	-	2,921	3,410	(6,331)	-
Total revenues	<u>29,460</u>	<u>3,066</u>	<u>16,496</u>	<u>(6,331)</u>	<u>42,691</u>
Segment expenses	<u>27,282</u>	<u>8,120</u>	<u>3,836</u>	<u>(356)</u>	<u>38,882</u>
Operating profit (loss)	2,178	(5,054)	12,660	(5,975)	3,809
Finance costs	384	1,036	1,107	(2,519)	8
Profit (loss) before income tax	<u>1,794</u>	<u>(6,090)</u>	<u>11,553</u>	<u>(3,456)</u>	<u>3,801</u>

	Consolidated				
	Advisory and Investment Banking Baht'000	Non-Performing Asset ("NPA") Management Baht'000	Consumer Finance Baht'000	Eliminations Baht'000	Total Baht'000
For the three-month period ended 30 September 2014					
Revenues					
Revenue from operation	22,336	688	3,029	-	26,053
Revenue from inter-segment	107	597	3,858	(4,562)	-
Total revenues	<u>22,443</u>	<u>1,285</u>	<u>6,887</u>	<u>(4,562)</u>	<u>26,053</u>
Segment expenses	<u>26,493</u>	<u>27,187</u>	<u>9,557</u>	<u>(18,529)</u>	<u>44,708</u>
Operating (loss) profit	(4,050)	(25,902)	(2,670)	13,967	(18,655)
Finance costs	500	1,314	-	(1,745)	70
(Loss) profit before income tax	<u>(4,550)</u>	<u>(27,216)</u>	<u>(2,670)</u>	<u>15,711</u>	<u>(18,725)</u>

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5 Segment information (Cont'd)

	Consolidated				
	Advisory and Investment Banking Baht'000	Non-Performing Asset ("NPA") Management Baht'000	Consumer Finance Baht'000	Eliminations Baht'000	Total Baht'000
For the nine-month period ended 30 September 2015					
Revenues					
Revenue from operation	82,881	3,826	17,426	-	104,133
Revenue from inter-segment	138	6,258	7,956	(14,352)	-
Total revenues	83,019	10,084	25,382	(14,352)	104,133
Segment expenses	81,663	57,374	22,816	(18,367)	143,486
Operating (loss) profit	1,356	(47,290)	2,566	4,015	(39,353)
Finance costs	1,692	3,774	1,107	(6,443)	130
(Loss) profit before income tax	(336)	(51,064)	1,459	10,458	(39,483)
Segment assets	75,441	921,572	857,541	(1,151,580)	702,974
Segment liabilities	132,738	323,623	311,917	(724,271)	44,007

	Consolidated				
	Advisory and Investment Banking Baht'000	Non-Performing Asset ("NPA") Management Baht'000	Consumer Finance Baht'000	Eliminations Baht'000	Total Baht'000
For the nine-month period ended 30 September 2014					
Revenues					
Revenue from operation	65,952	47,976	15,262	958	130,148
Revenue from inter-segment	805	1,645	10,737	(13,187)	-
Total revenues	66,757	49,621	25,999	(12,229)	130,148
Segment expenses	77,105	108,450	31,990	(67,191)	150,354
Operating (loss) profit	(10,348)	(58,829)	(5,991)	54,962	(20,206)
Finance costs	1,346	2,173	-	(3,259)	260
(Loss) profit before income tax	(11,694)	(61,002)	(5,991)	58,221	(20,466)
At 31 December 2014					
Segment assets	70,171	867,488	558,245	(752,199)	743,705
Segment liabilities	131,378	213,958	13,150	(311,445)	47,041

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6 Trade receivables, net

	Consolidated		Company	
	2015 Baht'000	2014 Baht'000	2015 Baht'000	2014 Baht'000
Undue and up to 30 days	8,488	4,022	-	-
Overdue 30 days but not over 180 days	939	80	-	-
Overdue 180 days but not over 1 year	46	320	-	-
Overdue more than 1 year	15,476	15,157	11,646	11,646
Total	24,949	19,579	11,646	11,646
<u>Less</u> Allowance for doubtful accounts	(15,476)	(15,476)	(11,646)	(11,646)
Trade receivables, net	9,473	4,103	-	-
Accrued income	12,224	11,283	-	-
	21,697	15,386	-	-

7 Loans to employees, net

	Consolidated		Company	
	30 September 2015 Baht'000	31 December 2014 Baht'000	30 September 2015 Baht'000	31 December 2014 Baht'000
Minimum repayment under loans to employees	3,168	-	-	-
<u>Less</u> Deferred interest	(502)	-	-	-
	2,666	-	-	-
Current portion due within one year	1,164	-	-	-
Non-current portion due after one year	1,502	-	-	-
	2,666	-	-	-

8 Investments in subsidiaries, net

List of subsidiaries as at 30 September 2015 is as follow:

Company's name	Country of establishment	Type of business	Nature of relationship	Percentage of investment
Subsidiaries				
ACAP Corporate Services Co., Ltd.	Thailand	Financial advisory	Direct shareholding	99.99
Global Service Center Co., Ltd.	Thailand	Call center service	Direct shareholding	99.99
ACAP Consulting Co., Ltd.	Thailand	Legal advisory	Direct shareholding	99.99
Capital OK Co., Ltd.	Thailand	Consumers finance	Direct shareholding	99.99
OK Cash Co., Ltd. (Formerly named Professional Collection Co., Ltd.)	Thailand	Collection services	Direct shareholding	99.99
Aurum Capital Advisory Pte. Ltd.	Singapore	Investment banking	Direct shareholding	63.97
Subsidiaries under Capital OK Co., Ltd.				
ACAP (Asia) Asset Management Co., Ltd.	Thailand	Non-performing assets management	Direct shareholding Indirect shareholding	2.40 97.60

ACAP Advisory Public Company Limited
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8 Investments in subsidiaries, net (Cont'd)

The movements in investments in subsidiaries are as follows:

	Company Baht'000
For the nine-month period ended 30 September 2015	
Beginning net book balance	545,553
Addition on investment in ACAP Corporate Services Co., Ltd.	4,000
Receive investment in ACAP (Malaysia) Sdn. Bhd.	(440)
Additional allowance for impairment on investment in ACAP Corporate Services Co., Ltd. during the period	(944)
Additional allowance for impairment on investment in Capital OK Co., Ltd. during the period	(9,899)
Additional allowance for impairment on investment in OK Cash Co., Ltd. (Formerly named Professional Collection Co., Ltd.) during the period	(564)
Closing net book balance	<u>537,706</u>

During the nine-month period ended 30 September 2015, the Company's management had taken a conservative approach and provided additional allowance for impairment on investment in ACAP Corporate Services Co., Ltd., Capital OK Co., Ltd. and OK Cash Co., Ltd. totalling Baht 11.41 million.

On 23 February 2015, the Executive Directors Committee Meeting had a resolution to approve the additional share increase of ACAP Corporate Services Co. Ltd., a subsidiary, for 400,000 shares at par value of Baht 10 each, totalling Baht 4 million.

On 1 September 2015, the Company received repayment from liquidation of ACAP (Malaysia) Sdn. Bhd., a subsidiary, amounting to Baht 0.14 million. Consequently, as at 30 September 2015, the Company wrote off assets and liabilities and adjusted exchange differences on translating financial information of ACAP (Malaysia) Sdn. Bhd., the subsidiary from its consolidated financial statements, resulting in loss on written off and adjustments amounting to Baht 0.15 million as included in administrative expense.

On 3 September 2015, Professional Collection Co., Ltd., a subsidiary, registered change in its name from Professional Collection Co., Ltd. to OK Cash Co., Ltd.

9 Short-term loans to other companies, net

	Consolidated		Company	
	30 September 2015 Baht'000	31 December 2014 Baht'000	30 September 2015 Baht'000	31 December 2014 Baht'000
ACAP Advisory Public Company Limited				
Property Perfect Public Company Limited	-	100,000	-	100,000
OK Cash Company Limited (Formerly named Professional Collection Co., Ltd.)				
Green Town Real Estate Company Limited	350,000	-	-	-
	<u>350,000</u>	<u>100,000</u>	<u>-</u>	<u>100,000</u>

On 13 February 2015, the Company had already received the repayment amounting to Baht 100 million from Property Perfect Public Company Limited.

Short-term loan to Green Town Real Estate Co., Ltd. amounting to Baht 350 million was given in June 2015 and is due in December 2015. The interest rate is charged at 14% per annum and the total amount of interest is already received at the drawn down date. The short-term loan is secured by 2 plots of land of approximately 176 rais located at Pathumtani, all shares of Green Town Real Estate Co., Ltd. and also guaranteed by a major shareholder of Green Town Real Estate Co., Ltd. and her family member.

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10 Leasehold improvements and equipment, net and intangible assets, net

	Consolidated		Company	
	Leasehold improvements and equipment Baht'000	Intangible assets Baht'000	Leasehold improvements and equipment Baht'000	Intangible assets Baht'000
For the nine-month period ended 30 September 2015				
Opening net book amount	31,819	4,107	18,670	1,833
Additions	10,314	-	1,823	-
Disposals and write-offs, net	(11,705)	-	(11,181)	-
Depreciation charge and amortisation	(4,949)	(983)	(1,598)	(276)
Ending net book amount	<u>25,479</u>	<u>3,124</u>	<u>7,714</u>	<u>1,557</u>

11 Other payables

	Consolidated		Company	
	30 September 2015 Baht'000	31 December 2014 Baht'000	30 September 2015 Baht'000	31 December 2014 Baht'000
Accrued expenses	4,995	12,862	500	777
Other payables	3,285	3,765	448	535
	<u>8,280</u>	<u>16,627</u>	<u>948</u>	<u>1,312</u>

12 Liabilities under financial lease contracts, net

	Consolidated		Company	
	30 September 2015 Baht'000	31 December 2014 Baht'000	30 September 2015 Baht'000	31 December 2014 Baht'000
Minimum lease payments obligation under long-term lease liabilities (lease of vehicles)	2,930	3,427	-	2,383
<u>Less</u> Deferred interest	<u>(277)</u>	<u>(221)</u>	<u>-</u>	<u>(186)</u>
	<u>2,653</u>	<u>3,206</u>	<u>-</u>	<u>2,197</u>
Current portion due within one year	881	1,835	-	1,097
Non-current portion due after one year	1,772	1,371	-	1,100
	<u>2,653</u>	<u>3,206</u>	<u>-</u>	<u>2,197</u>

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13 Other current liabilities

	Consolidated		Company	
	30 September 2015	31 December 2014	30 September 2015	31 December 2014
	Baht'000	Baht'000	Baht'000	Baht'000
Accrued withholding tax	447	648	253	232
Provision on dismantling costs for office lease	-	2,717	-	-
Unearned interest income	11,344	-	-	-
Others	751	347	33	29
	12,542	3,712	286	261

14 Related party transactions

The Company is located in Thailand and registered as a listed company at the Market for Alternative Investment (MAI). Major shareholders of the Company are Ms.Sugunya Sukjaroenkraisri and her family member, who hold 9.68% of total registered share capital (Previously, major shareholder of the Company was Mr. Kenuo Lin who held 15.20% of total registered share capital until 9 October 2015).

Pricing policy

Interest income/expense incurred from borrowings, cost of services and administrative expenses are charged at the agreed rate as per contracts.

The following significant transactions were carried out with related parties:

i) Revenues

	Consolidated		Company	
	2015	2014	2015	2014
	Baht'000	Baht'000	Baht'000	Baht'000
For the three-month period ended 30 September				
Other income - Subsidiaries				
Accounting and financial service income				
- Global Service Center Co., Ltd.	-	-	-	3
- Capital OK Co., Ltd.	-	-	-	18
- OK Cash Co., Ltd. (Formerly named Professional Collection Co., Ltd.)	-	-	-	3
Sharing expense				
- ACAP Consulting Co., Ltd.	-	-	326	31
- ACAP Corporate Services Co., Ltd.	-	-	488	59
- Global Service Center Co., Ltd.	-	-	1,665	-
- Capital OK Co., Ltd.	-	-	66	-
- OK Cash Co., Ltd. (Formerly named Professional Collection Co., Ltd.)	-	-	654	-
- ACAP (ASIA) Asset Management Co., Ltd.	-	-	66	-
Interest income				
- ACAP Consulting Co., Ltd.	-	-	47	70
- Global Service Center Co., Ltd.	-	-	331	414
- OK Cash Co., Ltd. (Formerly named Professional Collection Co., Ltd.)	-	-	994	-
Total other income	-	-	4,637	598

14 Related party transactions (Cont'd)

i) Revenues (Cont'd)

	Consolidated		Company	
	2015	2014	2015	2014
	Baht'000	Baht'000	Baht'000	Baht'000
For the nine-month period ended 30 September				
Other income - Subsidiaries				
Accounting and financial service income				
- Global Service Center Co., Ltd.	-	-	4	9
- Capital OK Co., Ltd.	-	-	33	69
- OK Cash Co., Ltd. (Formerly named Professional Collection Co., Ltd.)	-	-	4	9
Sharing expense				
- ACAP Consulting Co., Ltd.	-	-	389	93
- ACAP Corporate Services Co., Ltd.	-	-	606	174
- Global Service Center Co., Ltd.	-	-	1,665	-
- Capital OK Co., Ltd.	-	-	66	-
- OK Cash Co., Ltd. (Formerly named Professional Collection Co., Ltd.)	-	-	654	-
- ACAP (ASIA) Asset Management Co., Ltd.	-	-	66	-
Interest income				
- ACAP Consulting Co., Ltd.	-	-	199	197
- ACAP Corporate Services Co., Ltd.	-	-	10	30
- Global Service Center Co., Ltd.	-	-	1,456	1,065
- OK Cash Co. Ltd. (Formerly named Professional Collection Co., Ltd.)	-	-	1,107	-
Total other income	-	-	6,259	1,646

ii) Expenses

	Consolidated		Company	
	2015	2014	2015	2014
	Baht'000	Baht'000	Baht'000	Baht'000
For the three-month period ended 30 September				
Finance costs				
<u>Subsidiaries</u>				
- Capital OK Co., Ltd.	-	-	1,062	1,260
- ACAP (ASIA) Asset Management Co., Ltd.	-	-	87	-
	-	-	1,149	1,260

14 Related party transactions (Cont'd)

ii) Expenses (Cont'd)

	Consolidated		Company	
	2015 Baht'000	2014 Baht'000	2015 Baht'000	2014 Baht'000
For the nine-month period ended 30 September				
Finance costs				
Subsidiaries				
- Capital OK Co., Ltd.	-	-	3,576	1,967
- ACAP (ASIA) Asset Management Co., Ltd.	-	-	97	-
	-	-	3,673	1,967

iii) Outstanding balances arising from sales / purchases of services

	Consolidated		Company	
	30 September 2015 Baht'000	31 December 2014 Baht'000	30 September 2015 Baht'000	31 December 2014 Baht'000
	Amounts due from related companies			
- ACAP Consulting Co., Ltd.	-	-	336	25
- ACAP Corporate Services Co., Ltd.	-	-	244	-
- Global Service Center Co., Ltd.	-	-	1,733	187
- Capital OK Co., Ltd.	-	-	66	-
- OK Cash Co., Ltd. (Formerly named Professional Collection Co., Ltd.)	-	-	1,146	100
- ACAP (ASIA) Asset Management Co., Ltd.	-	-	66	-
	-	-	3,591	312
Amounts due to related companies				
- Capital OK Co., Ltd.	-	-	238	458
- ACAP Corporate Services Co., Ltd.	-	-	16	-
- OK Cash Co., Ltd (Formerly named Professional Collection Co., Ltd.)	-	-	-	4
- Global Service Center Co., Ltd.	-	-	-	4
- ACAP (ASIA) Asset Management Co., Ltd.	-	-	21	-
	-	-	275	466

14 Related party transactions (Cont'd)

iv) Loans to related parties

Short-term

For the nine-month period ended 30 September 2015, the Company had short-term loans to subsidiaries as follows:

	Company			
	Short-term loans			
	Opening balance Baht'000	Additions during the period Baht'000	Repayments during the period Baht'000	Ending balance Baht'000
ACAP Corporate Services Co., Ltd.	-	2,000	(2,000)	-
OK Cash Co., Ltd. (Formerly named as Professional Collection Co., Ltd.)	-	295,000	-	295,000
	-	297,000	(2,000)	295,000

On 26 February 2015, the Company had entered into an unsecured loan agreement with ACAP Corporate Services Co., Ltd. amounting to Baht 2 million. The Company had already received the repayment on 11 May 2015.

On 24 June 2015, the Company had entered into an unsecured loan agreement with OK Cash Co., Ltd. (Formerly named Professional Collection Co., Ltd.) amounting to Baht 295 million. The subsidiary issued a promissory note due at call which bear interest rate at 2% per annum and the interest is due every 30 day after the drawn down date. The proceed from such loan given is then lent to other company by OK Cash Co., Ltd. (Formerly named Professional Collection Co., Ltd.) as disclosed in Note 9. On 1 August 2015, the Company decreased the interest rate to 1% per annum.

Long-term

For the nine-month period ended 30 September 2015, the Company had long-term loans to subsidiaries as follows:

	Company			
	Long-term loans			
	Opening balance Baht'000	Addition during the period Baht'000	Increase in allowance for impairment Baht'000	Ending balance Baht'000
ACAP Consulting Co., Ltd.	10,500	1,200	-	11,700
<u>Less</u> Allowance for impairment	(10,500)	-	(1,200)	(11,700)
	-	1,200	(1,200)	-
Global Service Center Co. Ltd.	82,500	-	-	82,500
<u>Less</u> Allowance for impairment	(82,500)	-	-	(82,500)
	-	-	-	-
Total	-	1,200	(1,200)	-

14 Related party transactions (Cont'd)

iv) Loans to related parties

On 23 February 2015 and 24 August 2015, the Company had entered into a long-term unsecured loan agreement with ACAP Consulting Co., Ltd. totalling to Baht 1.2 million for the purpose of working capital. The subsidiary issued promissory notes due at call which bear interest rate at 2.75% per annum then the Company decreased the interest rate to 1% per annum, and the interest is due every 30 day after the drawn down date. The Company set up a full impairment for the loan to ACAP Consulting Co., Ltd.

v) Short-term borrowings from related party

During the nine-month period ended 30 September 2015, the Company had borrowings from related parties as follows:

Counterparty	Company		
	Opening balance Baht'000	Additions during the period Baht'000	Ending balance Baht'000
Short-term borrowings			
- Capital OK Co., Ltd.	200,000	90,000	290,000
- ACAP (Asia) Asset Management Co., Ltd.	-	25,000	25,000
	<u>200,000</u>	<u>115,000</u>	<u>315,000</u>

On 24 June 2015, the Company had entered into the borrowing agreements with Capital OK Co., Ltd. And ACAP (Asia) Asset Management Co., Ltd. amounting to Baht 90 million and Baht 25 million, respectively. The Company issued promissory notes due at call which bear interest rate at 2% per annum. The interest is due every 30 days after the drawn down date. On 1 August 2015, both lenders decreased the interest rate of all borrowings to 1% per annum.

15 Commitments

There were commitments from operating lease agreements of office building, warehouses and equipment including other service agreements as follows:

	Consolidated		Company	
	30 September 2015 Baht'000	31 December 2014 Baht'000	30 September 2015 Baht'000	31 December 2014 Baht'000
Within 1 year	8,969	14,216	3,629	6,770
More than 1 year but less than 5 years	11,219	5,484	7,732	3,125
Total	<u>20,188</u>	<u>19,700</u>	<u>11,361</u>	<u>9,895</u>

16 Contingent liabilities

As at 18 February 2013, the Company was jointly litigated with Inter Capital Alliance Asset Management Co., Ltd. for being part of the negotiation of debt collection of a debtor in non-performing asset portfolio, which the Company involved as a service provider for debt collection in 2007. This court case is still pending for the consideration by the Southern Bangkok Civil Court at the moment. The management assesses the fact and believes that the case has no ground and will not result in any liability to the Company.

As at 21 March 2012, the Company together with 13 defendants were jointly litigated for tort to withdraw the consideration from debt subrogation by the defendant and for joint or several compensation of Baht 1 million per day from the court filing date, which is 21 March 2012, to the date of payment to the plaintiff. The Court of First instance dismissed the court case. The Appeal Court also dismissed the court case according to consideration of the Court of First instance. The plaintiff has further filed the court case to the Supreme Court against the consideration of the Appeal Court. This court case is still pending for the consideration by the Supreme Court at the moment. The management assesses related facts and believes that the case has no ground and will not result in any liability to the Company.

As at 2 April 2012, the Company together with 11 defendants were jointly litigated for joint or several compensation of Baht 1 million per day with interest rate of 7.5 percent per annum from the court filing date, which is 2 April 2012, to the date of payment to the plaintiff and joint or several compensation of Baht 2.5 million with interest rate of 7.5 percent per annum from 11 May 2009 to the date of payment to the plaintiff. The Court of First instance dismissed the court case. The Appeal Court also dismissed the court case according to consideration of the Court of First instance. The plaintiff has further filed the court case to the Supreme Court against the consideration of the Appeal Court. This court case is still pending for the consideration by the Supreme Court at the moment. The management assesses related facts and believes that the case has no ground and will not result in any liability to the Company.

As at 29 April 2015, the Company was litigated by a supplier for default in the service contract and for several compensation of Baht 1.3 million. This court case is still pending for the consideration by the Southern Bangkok Civil Court at the moment. The management assesses related facts and believes that the case has no ground and will not result in any liability to the Company.

As at 6 August 2015, Capital OK Co., Ltd., a subsidiary, was litigated by an employee for the compensation paid for employee termination amounting to Baht 0.32 million. This court case is still pending for the consideration by the civil court at the moment. The management assesses related facts and believes that the case has no ground and will not result in any liability to the Company.