

WAVE ENTERTAINMENT PUBLIC COMPANY LIMITED

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

30 SEPTEMBER 2020

AUDITOR'S REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION

To the Shareholders and the Board of Directors of Wave Entertainment Public Company Limited

I have reviewed the interim consolidated financial information of Wave Entertainment Public Company Limited and its subsidiaries, and the interim separate financial information of Wave Entertainment Public Company Limited. These comprise the consolidated and separate statements of financial position as at 30 September 2020, and the related consolidated and separate statements of comprehensive income for the three-month and nine-month periods then ended, the related consolidated and separate statements of changes in equity, and cash flows for the nine-month period then ended, and the condensed notes to the interim financial information. Management is responsible for the preparation and presentation of these interim consolidated and separate financial information in accordance with Thai Accounting Standard 34, "Interim Financial Reporting". My responsibility is to express a conclusion on this interim consolidated and separate 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 consolidated and separate financial information are not prepared, in all material respects, in accordance with Thai Accounting Standard 34, "Interim Financial Reporting".

Emphasis of matter

I draw attention to notes 4 and 5 of the interim financial information, which describes the accounting policies in relation to adopting the temporary exemptions announced by the Federation of Accounting Professions to relieve the impact from COVID-19 for the reporting periods ending between 1 January 2020 and 31 December 2020. My conclusion is not modified in respect to this matter.

PricewaterhouseCoopers ABAS Ltd.

Tithinun Vankeo

Certified Public Accountant (Thailand) No. 9432

Bangkok

11 November 2020

Wave Entertainment Public Company Limited

Statement of Financial Position

As at 30 September 2020

	Notes	Consolidated		Separate	
		financial information		financial information	
		(Unaudited)	(Audited)	(Unaudited)	(Audited)
		30 September 2020	31 December 2019	30 September 2020	31 December 2019
		Baht	Baht	Baht	Baht
Assets					
Current assets					
Cash and cash equivalents		42,151,496	70,062,868	212,651	53,959,088
Short-term investments		-	2,178,813	-	2,178,813
Financial assets measured at fair value through profit or loss	10	66,154,054	-	66,154,054	-
Trade and other receivables	11	59,509,295	53,769,835	1,770,571	287,105,268
Short-term borrowings to related parties	23.4	-	-	854,797,250	1,157,552,900
Inventories		10,767,334	17,214,646	-	-
Television programmes in progress		1,106,949	4,156,727	-	-
Other current assets		26,497,522	37,425,050	4,271,573	4,279,797
Non-current assets classified as held-for-sale	12	-	1,508,815,027	-	215,000,000
Total current assets		206,186,650	1,693,622,966	927,206,099	1,720,075,866
Non-current assets					
Deposits at bank used as collateral		70,500,000	1,500,000	70,000,000	-
Deposit paid for investment	13	85,000,000	-	85,000,000	-
Investments in subsidiaries	14.1	-	-	-	-
Investments in an associate	14.2	341,231,879	509,428,233	132,444,870	213,671,955
Property, plants and equipment	15	80,049,854	117,981,589	3,998,457	7,974,036
Right-of-use assets	16	212,219,863	-	15,195,531	-
Intangible assets	15	158,846,587	167,586,414	-	-
Goodwill		798,143,184	798,143,184	-	-
Deferred tax assets		8,624,312	8,624,312	8,624,312	8,624,312
Other non-current assets		76,167,291	83,527,546	1,287,207	1,289,184
Total non-current assets		1,830,782,970	1,686,791,278	316,550,377	231,559,487
Total assets		2,036,969,620	3,380,414,244	1,243,756,476	1,951,635,353

The notes to the consolidated and separate financial information form an integral part of these financial information.

Wave Entertainment Public Company Limited

Statement of Financial Position (Cont'd)

As at 30 September 2020

	Consolidated		Separate	
	financial information		financial information	
	(Unaudited)	(Audited)	(Unaudited)	(Audited)
	30 September	31 December	30 September	31 December
	2020	2019	2020	2019
Notes	Baht	Baht	Baht	Baht
Liabilities and equity				
Current liabilities				
Bank overdrafts	88,710,261	80,990,309	47,705,189	28,109,732
Short-term borrowings				
from financial institutions	17.1 50,000,000	50,000,000	50,000,000	50,000,000
Trade and other payables	109,103,699	98,840,629	-	4,879
Unearned revenue	171,871,441	220,425,191	1,399	1,399
Accrued expenses	68,398,122	56,636,905	10,001,206	7,409,075
Short-term borrowing from third party	17.2 40,000,000	60,000,000	40,000,000	60,000,000
Short-term borrowings				
from related parties	23.5 27,000,000	42,500,000	16,000,000	58,500,000
Current portion of finance lease liabilities	-	1,129,731	-	514,765
Current portion of lease liabilities	18 134,446,842	-	5,794,499	-
Current portion of long-term borrowings				
from financial institutions	17.3 172,895,359	222,394,287	68,558,183	116,878,127
Accrued income tax	14,266	55,406	-	-
Deposit received from sales of investment	-	120,000,000	-	120,000,000
Other current liabilities	19,632,413	25,558,170	716,485	11,230,493
Liabilities included with assets				
classified as held-for-sale	12 -	544,917,910	-	-
Total current liabilities	882,072,403	1,523,448,538	238,776,961	452,648,470
Non-current liabilities				
Other payables - intangible assets	4,376,048	4,170,554	-	-
Finance lease liabilities	-	2,326,756	-	1,845,200
Lease liabilities	18 77,303,083	-	8,635,152	-
Long-term borrowings from				
financial institutions	17.3 272,730,697	269,148,565	218,254,290	188,953,413
Employee benefit obligations	16,138,596	13,486,126	10,977,501	9,441,769
Deferred tax liabilities	24,609,062	25,370,166	-	-
Other non-current liabilities	10,741,856	12,187,591	-	-
Total non-current liabilities	405,899,342	326,689,758	237,866,943	200,240,382
Total liabilities	1,287,971,745	1,850,138,296	476,643,904	652,888,852

The notes to the consolidated and separate financial information form an integral part of these financial information.

Wave Entertainment Public Company Limited

Statement of Financial Position (Cont'd)

As at 30 September 2020

	Consolidated		Separate			
	financial information		financial information			
	(Unaudited)	(Audited)	(Unaudited)	(Audited)		
	30 September	31 December	30 September	31 December		
	2020	2019	2020	2019		
Notes	Baht	Baht	Baht	Baht		
Liabilities and equity (Cont'd)						
Equity						
Share capital						
Authorised share capital						
Ordinary share, 1,520,842,672 shares						
(2019: 510,070,000 shares)						
	of par Baht 1 each	19	<u>1,520,842,672</u>	<u>510,070,000</u>	<u>1,520,842,672</u>	<u>510,070,000</u>
Issued and paid-up share capital						
Ordinary share, 467,951,591 shares						
(2019: 467,950,000 shares)						
	of par Baht 1 each	19	467,951,591	467,950,000	467,951,591	467,950,000
	Share premium		448,810,135	448,802,180	448,810,135	448,802,180
Retained earnings (deficits)						
	Appropriated - legal reserve		46,795,718	46,795,718	46,795,718	46,795,718
	Unappropriated retained earnings (deficits)		(209,467,707)	(178,795,504)	(196,444,872)	335,198,603
	Other components of equity		<u>(5,091,862)</u>	<u>50,868,651</u>	<u>-</u>	<u>-</u>
	Equity attributable to owners of the parent		<u>748,997,875</u>	<u>835,621,045</u>	<u>767,112,572</u>	<u>1,298,746,501</u>
	Non-controlling interests		<u>-</u>	<u>694,654,903</u>	<u>-</u>	<u>-</u>
	Total equity		<u>748,997,875</u>	<u>1,530,275,948</u>	<u>767,112,572</u>	<u>1,298,746,501</u>
	Total liabilities and equity		<u>2,036,969,620</u>	<u>3,380,414,244</u>	<u>1,243,756,476</u>	<u>1,951,635,353</u>

The notes to the consolidated and separate financial information form an integral part of these financial information.

Wave Entertainment Public Company Limited
Statement of Comprehensive Income (Unaudited)
For the three-month period ended 30 September 2020

	Consolidated		Separate	
	financial information		financial information	
	30 September	30 September	30 September	30 September
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Revenues				
Sales	70,124,483	123,266,919	-	-
Revenue from rendering of services	107,677,298	154,914,666	-	-
Total revenues	177,801,781	278,181,585	-	-
Costs				
Costs of sales	(25,422,301)	(45,473,547)	-	-
Costs of rendering of services	(67,194,251)	(109,972,926)	-	-
Total costs	(92,616,552)	(155,446,473)	-	-
Gross profit	85,185,229	122,735,112	-	-
Other income	1,661,826	6,635,883	63,531	40,981,038
Gain on disposal of investments in an associate	239,214	-	29,415,994	-
Selling expenses	(51,646,040)	(91,195,285)	-	-
Administrative expenses	(53,305,495)	(56,806,608)	(36,541,985)	(13,810,776)
Finance costs	(13,356,743)	(11,118,575)	(5,221,469)	(7,453,706)
Share of profit from an associate	4,748,391	18,945,347	-	-
(Loss) profit before income tax expense	(26,473,618)	(10,804,126)	(12,283,929)	19,716,556
Income tax income (expense)	261,423	(4,062,560)	-	(4,275,323)
(Loss) profit for the period from continuing operations	(26,212,195)	(14,866,686)	(12,283,929)	15,441,233
Loss for the period from discontinued operation	-	(1,879,927)	-	-
(Loss) profit for the period	(26,212,195)	(16,746,613)	(12,283,929)	15,441,233
Other comprehensive income (expense):				
- Continuing operations				
Items that will subsequently be reclassified to profit or loss:				
Share of other comprehensive income (expense) of associate classified as discontinued operations	16,357,923	(3,903,637)	-	-
Total comprehensive (expense) income for the period from continuing operations	(9,854,272)	(18,770,323)	(12,283,929)	15,441,233
- Discontinued operation				
Loss from discontinued operation	-	(4,576,124)	-	-
Total comprehensive expense for the period from discontinued operation	-	(6,456,051)	-	-
Total comprehensive (expense) income for the period	(9,854,272)	(25,226,374)	(12,283,929)	15,441,233

The notes to the consolidated and separate financial information form an integral part of these financial information.

Wave Entertainment Public Company Limited
Statement of Comprehensive Income (Unaudited) (Cont'd)
For the three-month period ended 30 September 2020

	Consolidated		Separate	
	financial information		financial information	
	30 September 2020 Baht	30 September 2019 Baht	30 September 2020 Baht	30 September 2019 Baht
(Loss) profit attributable to:				
Owners of the parent				
- Continuing operations	(26,212,195)	(14,866,686)	(12,283,929)	15,441,233
- Discontinued operation	-	(1,573,969)	-	-
Total owners of the parent	(26,212,195)	(16,440,655)	(12,283,929)	15,441,233
Non-controlling interests	-	(305,958)	-	-
	<u>(26,212,195)</u>	<u>(16,746,613)</u>	<u>(12,283,929)</u>	<u>15,441,233</u>
Total comprehensive (expense) income attributable to:				
Owners of the parent				
- Continuing operations	(9,854,272)	(18,770,323)	(12,283,929)	15,441,233
- Discontinued operation	-	(2,715,917)	-	-
Total owners of the parent	(9,854,272)	(21,486,240)	(12,283,929)	15,441,233
Non-controlling interests	-	(3,740,134)	-	-
	<u>(9,854,272)</u>	<u>(25,226,374)</u>	<u>(12,283,929)</u>	<u>15,441,233</u>
(Loss) earnings per share				
Basic and diluted (loss) earnings per share				
- Continuing operations	<u>(0.056)</u>	<u>(0.032)</u>	<u>(0.026)</u>	<u>0.033</u>
- Discontinued operation	<u>-</u>	<u>(0.003)</u>	<u>-</u>	<u>-</u>

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The notes to the consolidated and separate financial information form an integral part of these financial information.

Wave Entertainment Public Company Limited
Statement of Comprehensive Income (Unaudited)
For the nine-month period ended 30 September 2020

	Notes	Consolidated financial information		Separate financial information	
		30 September 2020	30 September 2019	30 September 2020	30 September 2019
		Baht	Baht	Baht	Baht
Revenues					
Sales		179,350,844	394,728,630	-	-
Revenue from rendering of services		367,357,036	454,058,970	-	-
Total revenues		546,707,880	848,787,600	-	-
Costs					
Costs of sales		(66,857,945)	(142,172,837)	-	-
Costs of rendering of services		(226,250,798)	(337,268,416)	-	-
Total costs		(293,108,743)	(479,441,253)	-	-
Gross profit		253,599,137	369,346,347	-	-
Other income		7,286,935	12,065,574	33,199,817	125,537,886
Gain on disposal of investments in a subsidiary	14.1	38,717,006	-	20,000,000	-
Gain on disposal of investments in an associate	14.2	900,601	-	126,315,375	-
Selling expenses		(179,037,770)	(284,901,775)	-	-
Administrative expenses		(162,370,157)	(176,328,043)	(91,810,934)	(41,628,233)
Finance costs		(34,862,096)	(34,904,859)	(16,740,432)	(22,519,151)
Share of profit from an associate	14.2	23,642,905	54,994,267	-	-
(Loss) profit before income tax expense		(52,123,439)	(59,728,489)	70,963,826	61,390,502
Income tax income (expense)	21	746,839	(6,753,623)	-	(7,405,415)
(Loss) profit for the period from continuing operations		(51,376,600)	(66,482,112)	70,963,826	53,985,087
(Loss) profit for the period from discontinued operation	12.1	(33,620,523)	11,705,318	-	-
(Loss) profit for the period		(84,997,123)	(54,776,794)	70,963,826	53,985,087
Other comprehensive income (expense):					
- Continuing operations					
Items that will not be reclassified to profit or loss:					
Remeasurements of post-employment benefit obligations		-	10,500,255	-	4,763,630
Income tax on items that will not be reclassified to profit or loss		-	(952,726)	-	(952,726)
Items that will subsequently be reclassified to profit or loss:					
Share of other comprehensive income (expense) of associate accounted for using the equity method	14.2	37,567,945	(18,400,920)	-	-
Total comprehensive (expense) income for the period from continuing operations		(13,808,655)	(75,335,503)	70,963,826	57,795,991
- Discontinued operation					
Profit (loss) from discontinued operation	12.1	522,690	(4,812,477)	-	-
Total comprehensive (expense) income for the period from discontinued operation	12.1	(33,097,833)	6,892,841	-	-
Total comprehensive (expense) income for the period		(46,906,488)	(68,442,662)	70,963,826	57,795,991

The notes to the consolidated and separate financial information form an integral part of these financial information.

Wave Entertainment Public Company Limited
Statement of Comprehensive Income (Unaudited) (Cont'd)
For the nine-month period ended 30 September 2020

	Consolidated		Separate	
	financial information		financial information	
	30 September	30 September	30 September	30 September
	2020	2019	2020	2019
Note	Baht	Baht	Baht	Baht
(Loss) profit attributable to:				
Owners of the parent				
- Continuing operations	(51,376,600)	(66,482,112)	70,963,826	53,985,087
- Discontinued operation	(7,952,235)	2,129,932	-	-
Total owners of the parent	(59,328,835)	(64,352,180)	70,963,826	53,985,087
Non-controlling interests	(25,668,288)	9,575,386	-	-
	<u>(84,997,123)</u>	<u>(54,776,794)</u>	<u>70,963,826</u>	<u>53,985,087</u>
Total comprehensive (expense) income attributable to:				
Owners of the parent				
- Continuing operations	(13,808,655)	(75,335,503)	70,963,826	57,795,991
- Discontinued operation	(7,821,563)	899,868	-	-
Total owners of the parent	(21,630,218)	(74,435,635)	70,963,826	57,795,991
Non-controlling interests	(25,276,270)	5,992,973	-	-
	<u>(46,906,488)</u>	<u>(68,442,662)</u>	<u>70,963,826</u>	<u>57,795,991</u>
(Loss) earnings per share	20			
Basic and diluted (loss) earnings per share				
- Continuing operations	(0.110)	(0.142)	0.152	0.115
- Discontinued operation	(0.017)	0.005	-	-

The notes to the consolidated and separate financial information form an integral part of these financial information.

Wave Entertainment Public Company Limited
Statement of Changes in Equity (Unaudited)
For the nine-month period ended 30 September 2020

Consolidated financial information											
Attributable to owners of the parent											
	Notes	Retained earnings (deficits)			Other components of equity			Total equity attributable to owners of the parent	Non-controlling interests	Total equity	
		Issued and paid-up share capital	Share premium	Appropriated - legal reserve	Unappropriated retained earnings (deficits)	Translating financial statements	Share of other comprehensive income of associates				Change in parent's ownership interest in subsidiaries
		Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	
Opening balance as at 1 January 2019		467,950,000	448,802,180	46,795,718	(120,908,307)	(1,051,939)	(12,624,661)	10,562,202	839,525,193	574,249,902	1,413,775,095
Dividends paid by subsidiaries		-	-	-	-	-	-	-	-	(53,297,874)	(53,297,874)
Change in percentage of shareholdings		-	-	-	-	-	-	85,489,439	85,489,439	102,510,561	188,000,000
Total comprehensive (expense) income for the period		-	-	-	(55,987,544)	(47,171)	(18,400,920)	-	(74,435,635)	5,992,973	(68,442,662)
Closing balance as at 30 September 2019		<u>467,950,000</u>	<u>448,802,180</u>	<u>46,795,718</u>	<u>(176,895,851)</u>	<u>(1,099,110)</u>	<u>(31,025,581)</u>	<u>96,051,641</u>	<u>850,578,997</u>	<u>629,455,562</u>	<u>1,480,034,559</u>
Opening balance as at 1 January 2020		467,950,000	448,802,180	46,795,718	(178,795,504)	(1,105,925)	(44,077,065)	96,051,641	835,621,045	694,654,903	1,530,275,948
Retrospective adjustments from changes in accounting policy	5	-	-	-	(4,516,094)	-	(4,305,789)	-	(8,821,883)	(6,512,253)	(15,334,136)
Opening balance as at 1 January 2020 - restated		467,950,000	448,802,180	46,795,718	(183,311,598)	(1,105,925)	(48,382,854)	96,051,641	826,799,162	688,142,650	1,514,941,812
Issue share	19	1,591	7,955	-	-	-	-	-	9,546	-	9,546
Dividends paid by subsidiaries		-	-	-	-	-	-	-	-	(7,900,351)	(7,900,351)
Total comprehensive (expense) income for the period		-	-	-	(59,328,835)	130,672	37,567,945	-	(21,630,218)	(25,276,270)	(46,906,488)
Disposal of investment in a subsidiary		-	-	-	33,172,726	975,253	-	(97,114,880)	(62,966,901)	(654,966,029)	(717,932,930)
Disposal of investment in an associate		-	-	-	-	-	6,786,286	-	6,786,286	-	6,786,286
Closing balance as at 30 September 2020		<u>467,951,591</u>	<u>448,810,135</u>	<u>46,795,718</u>	<u>(209,467,707)</u>	<u>-</u>	<u>(4,028,623)</u>	<u>(1,063,239)</u>	<u>748,997,875</u>	<u>-</u>	<u>748,997,875</u>

The notes to the interim consolidated and separate financial information form an integral part of these interim financial information.

Wave Entertainment Public Company Limited
Statement of Changes in Equity (Unaudited) (Cont'd)
For the nine-month period ended 30 September 2020

	Notes	Separate financial information				Total equity Baht
		Issued and paid-up share capital Baht	Share premium Baht	Retained earnings (deficits)		
				Appropriated - legal reserve Baht	Unappropriated retained earnings (deficits) Baht	
Opening balance as at 1 January 2019		467,950,000	448,802,180	46,795,718	272,341,677	1,235,889,575
Total comprehensive income for the period		-	-	-	57,795,991	57,795,991
Closing balance as at 30 September 2019		<u>467,950,000</u>	<u>448,802,180</u>	<u>46,795,718</u>	<u>330,137,668</u>	<u>1,293,685,566</u>
Opening balance as at 1 January 2020		467,950,000	448,802,180	46,795,718	335,198,603	1,298,746,501
Retrospective adjustments from changes in accounting policy	5	-	-	-	(602,607,301)	(602,607,301)
Opening balance at 1 January 2020 - restated		467,950,000	448,802,180	46,795,718	(267,408,698)	696,139,200
Issue of shares	19	1,591	7,955	-	-	9,546
Total comprehensive income for the period		-	-	-	70,963,826	70,963,826
Closing balance as at 30 September 2020		<u>467,951,591</u>	<u>448,810,135</u>	<u>46,795,718</u>	<u>(196,444,872)</u>	<u>767,112,572</u>

The notes to the interim consolidated and separate financial information form an integral part of these interim financial information.

Wave Entertainment Public Company Limited
Statement of Cash Flows (Unaudited)
For the nine-month period ended 30 September 2020

	Notes	Consolidated financial information		Separate financial information	
		30 September 2020	30 September 2019	30 September 2020	30 September 2019
		Baht	Baht	Baht	Baht
Cash flows from operating activities					
(Loss) profit before income tax expense					
- from continuing operations		(52,123,439)	(59,728,489)	70,963,826	61,390,502
- from discontinued operation	12.1	(33,603,646)	24,131,970	-	-
(Loss) profit before income tax expense		(85,727,085)	(35,596,519)	70,963,826	61,390,502
Adjustments for:					
Depreciation	15	32,770,447	131,559,919	761,265	510,704
Amortisation of right-of-use assets	16	137,700,108	-	4,414,730	-
Amortisation of intangible assets	15	10,045,856	17,986,803	-	-
Interest income		(2,510,846)	(1,433,258)	(3,209,698)	(37,960,046)
Dividend income		(419,026)	(7,978,104)	(23,319,526)	(18,723,611)
Loss from changes in fair value					
of financial assets	10	1,077,494	538,170	1,077,494	538,170
Expected credit loss (reversal)		14,376,985	(3,312,222)	42,110,465	-
Reversal of provision for obsolete inventories		-	(6,600)	-	(6,600)
Loss on write-off prepaid withholding tax		1,109,058	511,286	-	-
Provision for impairment withholding tax		577,295	8,836,050	-	-
Impairment loss from asset held-for-sale		-	1,400,000	-	-
Gain from disposal of investment in a subsidiary	14.1	(42,158,136)	-	(20,000,000)	-
Gain on liquidation investment in a subsidiary	14.1	(5,642,576)	-	-	(16,000,000)
Gain from disposal of investment in an associate		(915,329)	-	(126,315,375)	-
Loss (gain) on disposal of property,					
plants and equipment		197,432	(4,744,606)	-	(3,998)
Gain on disposal of intangible assets		(5,237)	-	-	-
Loss from write-off of property,					
plants and equipment	15	1,125,424	2,810,944	-	-
Loss from write-off of right-of-use assets		2,316,203	-	-	-
Loss from write-off of intangible assets		7,202	-	-	-
Loss from write-off of interests in joint venture		-	191,688	-	-
Provision for employee benefit obligations		6,364,572	26,137,145	1,535,732	1,504,431
Finance cost		35,146,296	38,113,209	16,740,432	22,519,151
Share of profit from associates and joint ventures	12.1,14.2	(23,655,152)	(54,704,201)	-	-
		81,780,985	120,309,704	(35,240,655)	13,768,703

The notes to the consolidated and separate financial information form an integral part of these financial information.

Wave Entertainment Public Company Limited
Statement of Cash Flows (Unaudited) (Cont'd)
For the nine-month period ended 30 September 2020

	Notes	Consolidated		Separate	
		financial information		financial information	
		30 September 2020 Baht	30 September 2019 Baht	30 September 2020 Baht	30 September 2019 Baht
Cash flows from operating activities (Cont'd)					
Changes in working capital					
- Trade and other receivables		100,117,476	129,090,733	5,167,264	(42,789,500)
- Inventories		6,252,096	2,828,546	-	6,600
- Television programmes, concerts, and events production in progress		(24,002,549)	12,952,828	-	-
- Other current assets		21,234,468	33,012,035	(639,057)	144,052
- Other non-current assets		(12,512,644)	(41,589,125)	(208,121)	-
- Trade and other payables		(2,985,878)	(79,057,936)	(4,879)	4,291
- Unearned revenue		128,599,019	220,915,613	-	-
- Accrued expenses		54,746,870	(22,881,974)	1,934,026	224,400
- Other current liabilities		(16,969,104)	(24,083,507)	(6,314,008)	2,649,037
- Employee benefit paid		(6,120,722)	(108,880)	-	-
- Other non-current liabilities		(2,052,729)	307,601	-	-
Cash generated from (used in) operations		328,087,288	351,695,638	(35,305,430)	(25,992,417)
Interest paid		(80,053,416)	(35,438,388)	(15,378,233)	(19,990,203)
Income tax paid		(6,500,151)	(42,154,176)	647,281	1,872,999
Net cash generated from (used in) operating activities		241,533,721	274,103,074	(50,036,382)	(44,109,621)
Cash flows from investing activities					
Interest received		2,659,447	1,408,879	2,315,015	2,047,677
Dividend received		23,319,526	19,028,710	23,319,526	18,723,611
Proceed from disposal of short-term investments		-	7,000,000	-	-
Payment for financial assets measured at fair value through profit or loss		(52,735)	(4,540,512)	(52,735)	-
Deposits at bank used as collateral		(69,000,000)	(35,081)	(70,000,000)	-
Proceed from short-term borrowings to related parties	23.4	600,000	-	2,900,000	4,500,000
Payment for short-term borrowings to related parties	23.4	-	(38,577,120)	(68,000,000)	(128,000,000)
Cash (decrease) increase from disposal investment in a subsidiary, net of cash disposed of		(283,809,919)	-	50,000,000	188,000,000
Cash decrease from liquidation of investment in a subsidiary		(86,459)	-	-	-
Advance payment for investment	13	(85,000,000)	-	(85,000,000)	-
Proceed from disposal investment in an associate		207,984,863	-	207,542,460	-
Proceed from disposal of property, plants and equipment		4,706,424	15,873,432	-	4,000
Proceed from disposal of intangible assets		74,800	-	-	-
Purchase of property, plant and equipment		(39,809,057)	(94,379,291)	(2,234)	(208,400)
Purchase of intangible assets		(1,030,908)	(1,430,895)	-	-
Net cash (used in) generated from investing activities		(239,444,018)	(95,651,878)	63,022,032	85,066,888

The notes to the consolidated and separate financial information form an integral part of these financial information.

Wave Entertainment Public Company Limited
Statement of Cash Flows (Unaudited) (Cont'd)
For the nine-month period ended 30 September 2020

	Notes	Consolidated financial information		Separate financial information	
		30 September 2020	30 September 2019	30 September 2020	30 September 2019
		Baht	Baht	Baht	Baht
Cash flows from financing activities					
Bank overdrafts		7,719,952	(1,324,103)	19,595,457	(2,408,798)
Proceed from short-term borrowings from financial institutions		2,000,000	7,000,000	-	-
Repayment to short-term borrowings from financial institutions		-	(124,000,000)	-	(65,000,000)
Proceed from short-term borrowings from related parties	23.5	27,000,000	6,000,000	-	6,000,000
Repayment to short-term borrowings from related parties	23.5	(42,500,000)	-	(42,500,000)	(6,500,000)
Proceed from short-term borrowing from a third party		-	40,000,000	-	40,000,000
Repayment to short-term borrowings from a third party		(20,000,000)	-	(20,000,000)	-
Repayment to long-term borrowings from related parties		(9,514,365)	(17,855,875)	-	-
Repayment to long-term borrowings from financial institutions	17.3	(45,916,796)	(92,745,741)	(19,019,067)	(12,201,909)
Proceeds from issuance of shares	22	9,546	-	9,546	-
Proceed from disposal investment in a subsidiary		-	188,000,000	-	-
Dividend paid to non-controlling interests		(7,900,351)	(53,297,874)	-	-
Payment on finance lease liabilities		(141,785,938)	(10,701,791)	(4,818,023)	(607,579)
Net cash used in financing activities		(230,887,952)	(58,925,384)	(66,732,087)	(40,718,286)
Net (decrease) increase in cash and cash equivalents		(228,798,249)	119,525,812	(53,746,437)	238,981
Cash and cash equivalents at the beginning of period					
Continuing operations		70,062,868	15,024,839	53,959,088	163,334
Discontinued operation	12.2	200,364,187	164,149,325	-	-
Effect of exchange rate changes on translation of financial statements	12.2	522,690	(80,904)	-	-
<u>Less</u> cash and equivalents of discontinued operation at the end of the period	12.2	-	(273,108,478)	-	-
Cash and cash equivalents at the end of period		42,151,496	25,510,594	212,651	402,315
Significant non-cash transactions					
Significant non-cash transactions are as follows:					
Payable arising from purchases of equipment		32,509,294	12,568,769	-	-
Payable arising from purchases of intangible assets		8,614,595	13,719,950	-	-
Finance lease liabilities arising from purchase of equipment		-	3,609,312	-	-
Classify investment in a subsidiary as financial assets measured at fair value through profit or loss	14.1	65,000,000	-	65,000,000	-

The notes to the consolidated and separate financial information form an integral part of these financial information.

1 General information

Wave Entertainment Public Company Limited (“the Company”) is a public limited company which is listed on the Stock Exchange of Thailand and is incorporated and domiciled in Thailand. The address of the Company’s registered office is as follows:

3199, Maleenont Tower, 15th Floor Rama IV Road, Klongtan Sub-district, Klongtoey District, Bangkok.

The principal business operations of the Company and its subsidiaries (“the Group”) are holding investment in other companies, production and distribution of television programmes, operations of concerts and events, operations of English language institution, sales of food and beverage, and providing marketing activities services.

The interim consolidated and separate financial information are presented in Thai Baht.

The interim consolidated and separate financial information were authorised for issue by the Board of Directors on 11 November 2020.

This interim consolidated and separate financial information has been reviewed, not audited.

2 Significant events during the current period

The outbreak of Coronavirus Disease 2019 (“COVID-19”) in early 2020 has adverse effects on operating results for the nine-month period ended 30 September 2020 particularly on language institutions and restaurant businesses.

Language institutions

During 18 March 2020 to 31 May 2020, Ministry of Education had announced to close educational institution across Thailand due to coronavirus disease 2019 (COVID-19) situation. Consequently, cash received from selling course dropped by 34% or approximately of Baht 50 million for the nine-month period ended 30 September 2020. In addition, this may lead to decrease in revenue during the year 2020 since there is an economic downturn in Thailand and changing in customer behaviour. The Group is now paying close attention to the development of the COVID-19 situation, evaluates its impact on the operation while strategizing solutions.

Restaurant

During 22 March to 15 May 2020, Thai government has made the announcement in accordance with the Communicable Disease Act 2015 to shutter shopping mall including restaurants and only allow for take away. Consequently, revenue from restaurant operating compared to previous year has dramatically dropped by 54% or approximately of Baht 215 million for the nine-month period ended 30 September 2020. In addition, this may lead to decrease in revenue during the year 2020 since there is an economic downturn in Thailand and changing in customer behavior. The Group is now paying close attention to the development of the COVID-19 situation, evaluates its impact on the operation while strategizing solutions.

3 Basis of preparation

The interim consolidated and separate financial information has been prepared in accordance with Thai Accounting Standard (TAS) no. 34, Interim Financial Reporting and other financial reporting requirements issued under the Securities and Exchange Act.

The interim financial information should be read in conjunction with the annual financial statements for the year ended 31 December 2019.

An English version of these interim consolidated and separate 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.

4 Accounting policies

The accounting policies used in the preparation of the interim financial information are consistent with those used in the annual financial statements for the year ended 31 December 2019, except for the following:

- 1) adoption of the new financial reporting standards together with application of the relevant relief measures as described in Note 5; and
- 2) the following application of the temporary exemption guidance to relieve the impact from COVID-19 (temporary measures to relieve the impact from COVID-19) announced by the Federation of Accounting Professions (TFAC) for the accounting periods ending between 1 January 2020 and 31 December 2020.

Reversal of deferred tax assets

The Group has chosen to exclude information related to COVID-19 which causes uncertainty when considering the sufficiency of future taxable profit for the purpose of assessing the utilisation of deductible temporary differences. Instead, the Group writes down the carrying amount of the deferred tax assets when it's not probable that the future taxable profit will be available for utilising the deductible temporary differences.

Impairment of assets

The Group has chosen to exclude information related to COVID-19 as an indication of the impairment of assets.

For goodwill, intangible assets with indefinite useful life and intangible assets that are not ready for intended use or sale that the Group has to test for impairment annually, the Group has chosen not to include information related to COVID-19 that potentially affect financial projections to consider for the assets' impairment testing.

Assessment of provisions and contingent liabilities

The Group has chosen to exclude the COVID-19 situation as a past event that has resulted in a present obligation in assessing the Group's provisions and contingent liabilities.

5 Adoption of new financial reporting standards and changes in accounting policies

The Group has adopted financial reporting standards relating to financial instruments (TAS32, TFRS7 and TFRS 9) and leases standard (TFRS 16) retrospectively from 1 January 2020, but has not restated comparatives for the 2019 reporting period, as permitted in the standards. The reclassifications and adjustments arising from the new requirements are therefore recognised in the opening statement of financial position on 1 January 2020.

The following tables show the adjustments made to the amounts recognised in each line item in the statement of financial position upon adoption of the financial reporting standards relate to financial instruments (TAS 32 and TFRS 9) and leases standard (TFRS 16):

	Consolidated financial information			
	As at 31 December 2019 Previously reported Baht	TAS32 and TFRS 9 Reclassifications and adjustments Baht	TFRS 16 Reclassification s and adjustments Baht	As at 1 January 2020 Restated Baht
Assets				
Current assets				
Short-term investments	2,178,813	(2,178,813)	-	-
Financial assets measured at fair value through profit or loss	-	2,178,813	-	2,178,813
Non-current assets classified as held-for-sale	1,508,815,027	(8,683,004)	8,161,788	1,508,293,811
Total current assets	1,510,993,840	(8,683,004)	8,161,788	1,510,472,624
Non-current assets				
Investments in associates	509,428,233	(6,651,132)	-	502,777,101
Property, plants and equipment	117,981,589	-	(8,378,025)	109,603,564
Right-of-use assets	-	5,673,447	342,129,423	347,802,870
Other non-current assets	83,527,546	(5,673,447)	-	77,854,099
Total non-current assets	710,937,368	(6,651,132)	333,751,398	1,038,037,634
Total assets	2,221,931,208	(15,334,136)	341,913,186	2,548,510,258
Liabilities and equity				
Current liabilities				
Current portion of finance lease liabilities	1,129,731	-	(1,129,731)	-
Current portion of lease liabilities	-	-	165,258,885	165,258,885
Liabilities included with assets classified as held for sale	544,917,910	-	8,161,788	553,079,698
Total current liabilities	546,047,641	-	172,290,942	718,338,583
Non-current liabilities				
Finance lease liabilities	2,326,756	-	(2,326,756)	-
Lease liabilities	-	-	171,949,000	171,949,000
Total non-current liabilities	2,326,756	-	169,622,244	171,949,000
Total liabilities	548,374,397	-	341,913,186	890,287,583
Equity				
Unappropriated retained earnings (deficits)	(178,795,504)	(4,516,094)	-	(183,311,598)
Other components of equity	50,868,651	(4,305,789)	-	46,562,862
Non-controlling interests	694,654,903	(6,512,253)	-	688,142,650
Total equity	566,728,050	(15,334,136)	-	551,393,914
Total liabilities and equity	1,115,102,447	(15,334,136)	341,913,186	1,441,681,497

Wave Entertainment Public Company Limited
Condensed Notes to the Interim Financial Information (Unaudited)
For the interim period ended 30 September 2020

5 Adoption of new financial reporting standards and changes in accounting policies (Cont'd)

The following tables show the adjustments made to the amounts recognised in each line item in the statement of financial position upon adoption of the financial reporting standards relate to financial instruments (TAS 32 and TFRS 9) and leases standard (TFRS 16): (Cont'd)

	Separate financial information			As at 1 January 2020 Restated Baht
	As at 31 December 2019 Previously reported Baht	TAS32 and TFRS 9 Reclassifications and adjustments Baht	TFRS 16 Reclassifications and adjustments Baht	
Assets				
Current assets				
Short-term investments	2,178,813	(2,178,813)	-	-
Financial assets measured at fair value through profit or loss	-	2,178,813	-	2,178,813
Trade and other receivables, net	287,105,268	(278,180,801)	-	8,924,467
Short-term borrowings to related parties	1,157,552,900	(328,626,500)	-	828,926,400
Total current assets	1,446,836,981	(606,807,301)	-	840,029,680
Non-current assets				
Property, plants and equipment	7,974,036	-	(3,216,548)	4,757,488
Right-of-use assets	-	210,098	19,400,163	19,610,261
Other non-current assets	1,289,184	(210,098)	-	1,079,086
Total non-current assets	9,263,220	-	16,183,615	25,446,835
Total assets	1,456,100,201	(606,807,301)	16,183,615	865,476,515
Liabilities and equity				
Current liabilities				
Current portion of finance lease liabilities	514,765	-	(514,765)	-
Current portion of lease liabilities	-	-	5,533,029	5,533,029
Other current liabilities	11,230,493	(4,200,000)	-	7,030,493
Total current liabilities	11,745,258	(4,200,000)	5,018,264	12,563,522
Non-current liabilities				
Finance lease liabilities	1,845,200	-	(1,845,200)	-
Lease liabilities	-	-	13,010,551	13,010,551
Total non-current liabilities	1,845,200	-	11,165,351	13,010,551
Total liabilities	13,590,458	(4,200,000)	16,183,615	25,574,073
Equity				
Unappropriated retained earnings (deficits)	335,198,603	(602,607,301)	-	(267,408,698)
Total equity	335,198,603	(602,607,301)	-	(267,408,698)
Total liabilities and equity	348,789,061	(606,807,301)	16,183,615	(241,834,625)

5 Adoption of new financial reporting standards and changes in accounting policies (Cont'd)

The adoption of the new financial reporting standards on financial instruments mainly affects the Group's accounting treatment as follows;

Impairment

The new requirements on the impairment losses will lead to expected credit losses having to be considered and recognised at the initial recognition and subsequent period. As of 1 January 2020, there was an increase in impairment losses of Baht 8.68 million due to application of the simplified approach for expected credit loss consideration of trade receivables and general approach for expected credit loss consideration of other receivables and short-term borrowings to related parties of Baht 278.18 million and Baht 328.63 million, respectively. The transition adjustment will be recognised as an adjustment to the opening balance of retained earnings.

On adoption of TFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of TAS 17 Leases. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 January 2020. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 1 January 2020 was 2.93% - 5.13%.

For leases previously classified as finance leases the Group recognised the carrying amount of the lease asset and lease liability immediately before transition as the carrying amount of the right of use asset and the lease liability at the date of initial application. The measurement principles of TFRS 16 are only applied after that date.

	Consolidated financial information Baht	Separate financial information Baht
Operating lease commitments disclosed as at 31 December 2019	301,760,502	17,750,509
(Less): Discounted using the lessee's incremental borrowing rate of at the date of initial application	(19,288,552)	(1,332,881)
Add: Finance lease liabilities recognised as at 31 December 2019	3,456,487	2,359,965
(Less): Short-term leases and low-value leases recognised on a straight-line basis as expense	(9,262,320)	-
(Less): Disposal investment in a subsidiary	(13,727,959)	-
Add: Adjustments as a result of a different treatment of extension and termination options	82,431,515	(234,013)
Lease liability recognised as at 1 January 2020	345,369,673	18,543,580
Current lease liabilities	165,258,885	5,533,029
Non-current lease liabilities	171,949,000	13,010,551
Reclassify to liabilities included with assets classified as held-for-sale	8,161,788	-

Right-of use assets were measured at the amount equal to the lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position as at 31 December 2019. There were no onerous lease contracts that would have required an adjustment to the right-of-use assets at the date of initial application.

5 Adoption of new financial reporting standards and changes in accounting policies (Cont'd)

The recognised right-of-use assets relate to the following types of assets:

	Consolidated financial information		Separate financial information	
	30 September 2020 Baht	1 January 2020 Baht	30 September 2020 Baht	1 January 2020 Baht
Properties	207,475,265	342,283,575	12,406,053	16,393,713
Vehicles	4,744,598	5,519,295	2,789,478	3,216,548
Total right-of-use assets	212,219,863	347,802,870	15,195,531	19,610,261

Practical expedients applied

In applying TFRS 16 for the first time, the group has used the following practical expedients permitted by the standard:

- the use of a single discount rate to a portfolio of leases with reasonably similar characteristics
- reliance on previous assessments on whether leases are onerous
- the accounting for operating leases with a remaining lease term of less than 12 months as at 1 January 2020 as short-term leases
- the exclusion of initial direct costs for the measurement of the right-of-use asset at the date of initial application
- the use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease, and
- elect not to reassess whether a contract is, or contains a lease as defined under TFRS 16 at the date of initial application but relied on its assessment made applying TAS 17 and TFRIC 4 Determining whether an Arrangement contains a Lease

Changes in accounting policies from adoption of the financial reporting standards related to financial instruments and leases

Financial Instruments (TFRS 9)

Investments and other financial assets

Classification and measurements

From 1 January 2020, the Group classifies its financial assets as follows:

- those to be measured subsequently at fair value either through profit or loss (FVPL) or through other comprehensive income (FVOCI)
- those to be measured at amortised cost

The Group initially recognises a financial asset on trade date at its fair value plus transaction costs that are directly attributable to the acquisition of the financial asset, except financial assets that are measured at FVPL whose transaction costs are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

5 Adoption of new financial reporting standards and changes in accounting policies (Cont'd)

Changes in accounting policies from adoption of the financial reporting standards related to financial instruments and leases (Cont'd)

Financial Instruments (TFRS 9) (Cont'd)

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories:

- Amortised cost: Assets that are held for collection of contractual cash flows that represent solely payments of principal and interest (SPPI) are measured at amortised cost. Interest income is included in finance income using the effective interest method. Any gain or loss on derecognition is presented in other gains/(losses), together with foreign exchange gains and losses. Impairment losses are presented as separate line item.
- FVOCI: Assets that are held for collection of contractual cash flows that represent SPPI and for selling the financial assets are measured at FVOCI. Movements in the carrying amount are taken through OCI, except impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit or loss. Interest revenue is included in finance income. Foreign exchange gains and losses are presented in other gains/(losses). Impairment losses are presented as separate line item. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified to profit or loss in other gains/(losses).
- FVPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on subsequent measurement is presented in other gains/(losses).

The Group reclassifies debt instruments only when its business model for managing those assets changes.

Equity instruments

All equity instruments held must be irrevocably classified to two measurement categories; i) at fair value through profit or loss, or ii) at fair value through other comprehensive income without subsequent recycling to profit or loss. The classification of equity instruments is considered on investment-by-investment basis. Dividends from such investment continue to be recognised in profit or loss as other income.

The Group has chosen to apply the temporary measures to relieve the impact from COVID-19 announced by TFAC for the reporting periods ending between 1 January 2020 and 31 December 2020 when measuring unquoted equity investments. The unquoted equity investments at the end of the reporting period was presented at the same amount as their fair values on 1 January 2020. As a result, the equity investments measured at FVPL as at 30 September 2020 of Baht 65 million was measured at their fair value as of 1 January 2020.

Impairment

From 1 January 2020, the Group assesses expected credit loss on a forward looking basis for its financial assets carried at FVOCI and at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk, except trade receivables which the Group applies the simplified approach in determining its expected credit loss.

Financial guarantee

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of a) the amount of expected credit loss determined; and b) the amount initially recognised less the cumulative amount of income recognised.

Derivatives

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently measured to their fair value at the end of each reporting period. The changes in the fair value is recognised to other gains (losses).

5 Adoption of new financial reporting standards and changes in accounting policies (Cont'd)

Changes in accounting policies from adoption of the financial reporting standards related to financial instruments and leases (Cont'd)

Leases (IFRS 16)

The Group leases various offices, warehouses, retail stores, equipment and vehicles. Rental contracts are typically made for fixed periods of 3 to 5 years but may have extension options.

Before 2020 financial year, leases of property, plant and equipment were classified as either finance or operating leases. Payments made under operating leases (net of any incentives received from the lessor) were charged to profit or loss on a straight-line basis over the period of the lease.

From 1 January 2020, leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate
- amounts expected to be payable by the lessee under residual value guarantees
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Right-of-use assets are measured at cost comprising the amount of the initial measurement of lease liability, any lease payments made at or before the commencement date less any lease incentives received, any initial direct costs, and restoration costs. Payments associated with low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise of computer equipment.

During the reporting period, the Group receive discounts in the lease payments from lessors due to the COVID-19 situation. The Group has chosen not to account for discounts in the lease payments under the lease modification in accordance with IFRS 16. Instead, the Group has chosen to apply the temporary measures to relieve the impact from COVID-19 announced by TFAC for the reporting periods ending between 1 January 2020 and 31 December 2020 by reducing lease liabilities in the proportion of the reduction to the lease payments throughout the period that the Group has received the reduction. The Group also reversed depreciation charges on the right-of-use assets recognised in the same proportion for the three-month period and the nine-month period of Baht 11.63 million and 37.59 million, respectively and interest expenses on the lease liabilities recognised in the same proportion for the three-month period and the nine-month period of Baht 0.93 million and 3.01 million, respectively. The differences between the reduction of the lease liabilities and the reversal of the expenses for the three-month period and the nine-month period of Baht 3.51 million and 2.60 million, respectively are recognised in other gains(losses) instead of remeasuring lease liabilities and adjusting the corresponding right-of-use assets from the lease modification.

6 Accounting 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.

7 Critical judgements in applying the entity's accounting policies

Classification of associate

Management has assessed the level of influence that the Group has on Thai Solar Energy Public Company Limited and determined that it has significant influence even though the shareholding is below 20% because of the board representation and contractual terms. Consequently, this investment has been classified as an associate.

8 Segment and revenue information

Management has determined for the disclosure of segment in business perspective that pursuant to business activities and operating results that are regularly reviewed by Chief Operating Decision Makers for the purposes of allocating resources and assessing performance. Board of Director has responsible to make decision for strategic for the Group and assesses the performance of the operating segments based on measure of gross profit.

The Group's director do not measure segment's asset to assess the performance of the operating segments.

Significant information relating to revenue and profit of the reportable segments are as follows:

Financial information by business segment

	Consolidated financial information			
	Language institutions Baht	Restaurant Baht	Entertainment Baht	Total Baht
For the nine-month period ended 30 September 2020				
Revenues from operation	347,068,427	180,386,770	19,951,408	547,406,605
Inter-segment revenue	(698,725)	-	-	(698,725)
Total revenues	346,369,702	180,386,770	19,951,408	546,707,880
Segment results	112,203,921	30,809,631	(4,237,793)	138,775,759
Other income				7,286,935
Gain on disposal investment in a subsidiary				38,717,006
Gain on disposal investment in an associate				900,601
Unallocated costs				(46,068,138)
Depreciation and amortisation				(180,516,411)
Finance costs				(34,862,096)
Share of profit from an associate				23,642,905
Loss before income tax expense				(52,123,439)
Income tax income				746,839
Loss for the period from continuing operations				(51,376,600)
Timing of revenue recognition				
At a point in time	-	179,350,844	-	179,350,844
Over time	346,369,702	1,035,926	19,951,408	367,357,036
Total revenues	346,369,702	180,386,770	19,951,408	546,707,880

8 Segment and revenue information (Cont'd)

Financial information by business segment (Cont'd)

	Consolidated financial information			
	Language institutions Baht	Restaurant Baht	Entertainment Baht	Total Baht
For the nine-month period ended 30 September 2019				
Revenues from operation	436,121,066	394,728,630	18,635,986	849,485,682
Inter-segment revenue	(698,082)	-	-	(698,082)
Total revenues	435,422,984	394,728,630	18,635,986	848,787,600
Segment results	13,659,457	(10,899,109)	(3,175,356)	(415,008)
Other income				12,065,574
Unallocated costs				(41,117,533)
Depreciation and amortisation				(50,350,930)
Finance costs				(34,904,859)
Share of profit from an associate				54,994,267
Loss before income tax expense				(59,728,489)
Income tax expense				(6,753,623)
Loss for the period from continuing operations				(66,482,112)
Timing of revenue recognition				
At a point in time	-	394,728,630	-	394,728,630
Over time	435,422,984	-	18,635,986	454,058,970
Total revenues	435,422,984	394,728,630	18,635,986	848,787,600

Unallocated costs mainly represent corporate expenses.

Information about major customer

No single customer represents a major customer because the Group has large number of customers.

9 Fair value

The following table presents financial assets and liabilities that are measured at fair value, excluding where its fair value is approximating the carrying amount at 30 September 2020.

	Consolidated and separate financial information			
	Level 1 Baht	Level 2 Baht	Level 3 Baht	Total Baht
Assets				
Financial assets at fair value through profit or loss - Trading securities	1,101,319	52,735	65,000,000	66,154,054

The following table presents financial assets and liabilities that are measured at fair value, excluding where its fair value is approximating the carrying amount at 31 December 2019.

	Consolidated and separate financial statements			
	Level 1 Baht	Level 2 Baht	Level 3 Baht	Total Baht
Assets				
Trading derivatives	2,178,813	-	-	2,178,813

There were no transfers between Levels 1 and 2 during the period.

There were no changes in valuation techniques during the period.

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9 Fair value (Cont'd)

The following table presents the quantitative information about the significant unobservable inputs used in level 3 fair value measurements.

Description	Fair value 2020 Baht	Unobservable inputs	Range of inputs
Expected consideration received from unquoted equity instruments	65,000,000	Discount rate	11% - 13%
		Expected profit	18% - 20%
		Price to equity ratio	18 - 20

The sensitivity analysis for each unobservable inputs disclosed are as follows:

	Change in assumption	Relationship of unobservable inputs to fair value	
		Increase in assumption	Decrease in assumption
Discount rate	1%	Decrease by 0.90%	Increase by 0.90%
Expected profit	1%	Increase by 1.00%	Decrease by 1.00%
Price to equity	1	Increase by 5.26%	Decrease by 5.26%

Fair value measured in accordance with the temporary measures to relieve the impact from COVID-19 announced by TFAC where the Group has chosen to apply the following guidance:

* give less weight to the information related COVID-19 in fair valuing the debt instrument financial assets measured at level 2 or level 3

** measure unquoted equity investments at the end of the reporting period at their fair values as of 1 January 2020

The carrying amount of financial assets, which are cash and cash equivalents, trade and other receivables, borrowings to related parties, trade and other payables, short-term borrowings from third party, borrowings from related parties, lease liabilities, and borrowings from financial institutions are considered to approximate their fair value as they are short-term in nature or the interest rate is closed to the market interest rate.

10 Financial assets measured at fair value through profit or loss

Movements of short-term investments for nine months period ended 30 September 2020 is as follows:

	Consolidated and separate financial information
	Baht
Opening net book value	-
TFRS 9 Reclassifications and adjustments (note 5)	2,178,813
Opening net book amount - restated	2,178,813
Classify investment in a subsidiary as financial assets measured at fair value through profit or loss (note 14.1)	65,000,000
Addition	52,735
Change in fair value	(1,077,494)
Closing net book value	66,154,054

As at 30 September 2020, 7.32 million shares of Index Creative Village Public Company Limited totaling Baht 40 million has been pledge as collateral for short-term borrowing from third party (note 17.2).

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11 Trade and other receivables

	Consolidated financial information		Separate financial information	
	30 September 2020 Baht	31 December 2019 Baht	30 September 2020 Baht	31 December 2019 Baht
Trade accounts receivable - third parties	18,367,323	16,044,437	-	-
<u>Less</u> Allowance for impairment	(303,902)	(433,652)	-	-
Trade accounts receivable, net	18,063,421	15,610,785	-	-
Prepayments	12,894,316	22,898,004	48,160	179,737
Other receivables	3,885,420	4,880,603	-	-
Amount due from related parties (note 23.3)	-	-	1,722,411	286,925,531
Accrued income	5,937,393	3,249,845	-	-
Accrued income - related party (note 23.3)	18,728,745	7,130,598	-	-
	59,509,295	53,769,835	1,770,571	287,105,268

Outstanding of trade accounts receivable can be analysed as follows:

	Consolidated financial information		Separate financial information	
	30 September 2020 Baht	31 December 2019 Baht	30 September 2020 Baht	31 December 2019 Baht
Trade accounts receivable				
Within 3 months	17,363,235	15,676,745	-	-
3 - 6 months	862,574	102,047	-	-
6 - 12 months	35,145	65,696	-	-
Over 12 months	106,369	199,949	-	-
Total trade accounts receivable	18,367,323	16,044,437	-	-
<u>Less</u> Expected credit loss	(303,902)	(433,652)	-	-
Trade accounts receivable, net	18,063,421	15,610,785	-	-

At 1 January 2020, the Company recognised adjustment from first time adoption of TFRS 9 (note 5) by recognised allowance for impairment in accrued interest income and other receivable - related parties included in Amount due from related parties amount of Baht 126.98 million and 151.20 million, respectively.

12 Non-current assets classified as held-for-sale and discontinued operations

Index Creative Village Public Company Limited

On 16 April 2020, the Group disposed investment in Index Creative Village Public Company Limited, a subsidiary of the Group (note 14.1), resulting in loss of control over such investment. The Group has reported the financial information of Index Group, which were part of the entertainment and marketing segment as a discontinued operation.

Financial information relating to Index Group are presented separately from continuing operations as below. Comparative figures are also adjusted for presentation.

12.1 Financial performance information

For the period ended	Consolidated financial information	
	1 January to 16 April 2020 Baht	1 January to 30 September 2019 Baht
Revenue	133,014,769	881,554,479
Costs	(126,187,974)	(683,043,248)
Gross profit	6,826,795	198,511,231
Other income	15,787,131	10,351,601
Selling expenses	(4,941,399)	(3,336,924)
Administrative expenses	(51,004,220)	(177,895,522)
Finance costs	(284,200)	(3,208,350)
Share of profit (loss) from associates and joint ventures	12,247	(290,066)
(Loss) profit before income tax expense from discontinued operation	(33,603,646)	24,131,970
Income tax expense	(16,877)	(12,426,652)
(Loss) profit from discontinued operation	(33,620,523)	11,705,318
Translation differences of discontinued operation	522,690	(80,904)
Remeasurements of post-employment benefit obligations	-	(4,731,573)
Other comprehensive (expense) income from discontinued operation	(33,097,833)	6,892,841

12.2 Cash flow information

For the period ended	Consolidated financial information	
	1 January to 16 April 2020 Baht	1 January to 30 September 2019 Baht
Cash and cash equivalents at the beginning of period	200,364,187	164,149,325
Operating cash flows	193,899,136	356,078,468
Investing cash flows	(47,066,261)	(106,179,437)
Financing cash flows	(14,360,312)	(140,858,974)
Net change in cash flows	132,472,563	109,040,057
Translation differences of discontinued operation	522,690	(80,904)
Cash and cash equivalents at the end of period	333,359,440	273,108,478

13 Deposit paid for investment

On 24 June 2020, the Board of Directors meeting approved to invest in The Megawatt Company Limited, (“Megawatt”) operating in energy business in the amount of not exceeding Baht 500 million or 28.36% of registered share capital of Megawatt of Baht 1,763 million.

During the period, the Group has already made a partial consideration for the increase in share capital of Megawatt amounting to Baht 85 million, representing 17% of the Group’s share interest. However, the shares will be transferred only when the Group make full consideration for all Group share interest. Accordingly, such transaction classified as non- current assets.

14 Investments in subsidiaries and associates

14.1 Details of investment in subsidiaries

Details of changing investments in subsidiaries during the period are as follows:

	Business	Country of Incorporation	% Ownership interest	% Ownership interest
			30 September 2020	31 December 2020
Subsidiaries of the Group				
Index Creative Village Public Company Limited	Advisor and organizer	Thailand	6.91	25.00
Subsidiaries of Index Creative Village Public Company Limited				
Event Solutions Company Limited	Provision of equipment for entertainment events	Thailand	-	99.99
TresBien Company Limited	In liquidation process	Thailand	-	99.99
Media Vision (1994) Company Limited	Light and sound system installation services for entertainment events	Thailand	-	50.99
Inspire Image Company Limited	Preparation, installation and removal of advertising boards	Thailand	-	60.00
Index Creative Online (Thailand)	Liquidated	Thailand	-	26.51
Enviro (Thailand) Company Limited	Provide advisory services, research data analysis and survey of statistic	Thailand	-	50.00
Index and M Company Limited	Advertising ,event services and public relations services	Thailand	-	50.00
Index and V Company Limited	Advertising ,event services and public relations services	Thailand	-	50.00
ICV EX Company Limited	Advisor and organizer	Thailand	-	99.99
Blue Media Communications Company Limited	Provision of publishing media design, production and distribution services	Thailand	-	72.29
I C V Company Limited	Advertising, event services and public relations services	Thailand	-	99.00

14 Investments in subsidiaries and associates (Cont'd)

14.1 Details of investment in subsidiaries (Cont'd)

Details of changing investments in subsidiaries during the period are as follows: (Cont'd)

On 8 February 2018, Index Creative Online Company Limited, a subsidiary of the Group, filed a liquidation request with the Ministry of Commerce, which was completed on 30 March 2020. The Group recognised gain from liquidation amounting to Baht 5.64 million as presented in profit from discontinued operation.

On 24 March 2020, Index Creative Village Public Company Limited, a subsidiary of the Group, has disposed all investment in Inspire Image Company Limited of 35,998 shares to the former shareholder of aforementioned subsidiary for consideration of Baht 5 million. The Group recognised gain from disposal amounting to Baht 3.44 million as presented in profit from discontinued operation.

On 16 April 2020, the Group disposed 31.10 million shares of Index Creative Village Public Company Limited, an subsidiary of the Group, to other shareholders of the subsidiary for the consideration of Bath 170 million. The Group recognised gain on disposal of investment in a subsidiary amounting to Baht 38.72 million and Baht 20 million in the consolidated and separate statement of comprehensive income, respectively. After the aforementioned disposal, the Group's shareholding interest in Index Creative Village Public Company Limited decreased to 6.91%, resulting in loss in shareholding interest in investment in subsidiaries, investment in associates and joint ventures under Index Creative Village Public Company Limited. Consequently, the Group loss control over the subsidiary and classified such investment as financial asset measured at fair value through profit or loss amounting to Baht 65 million (note 10).

As at 30 September 2020, the Group's shares of Wall Street English (Thailand) Company Limited, shares of Jeffer Restaurant Company Limited (31 December 2019: shares of Wall Street English (Thailand) Company Limited, shares of Jeffer Restaurant Company Limited and 43 million shares of Index Creative Village Public Company Limited) have been pledged as collateral for borrowings (note 17.1 and 17.2).

14.2 Details of investments in associates

Details of changing investments in associates during the period are as follows:

	Business	Country of incorporation	% Ownership interest	
			30 September 2020	31 December 2019
Associate				
Thai Solar Energy Public Company Limited	Generation of electricity from sun radiation, and sale to Government	Thailand	5.59	9.01
Associates of Index Creative Village Public Company Limited				
Happio Company Limited	Application design and production	Thailand	-	33.00

14 Investments in subsidiaries and associates (Cont'd)

14.2 Details of investments in associates (Cont'd)

Movements of investments in associates are as follows:

	Consolidated financial information Baht	Separate financial information Baht
For the nine-month period ended 30 September 2020		
Opening net book amount	509,428,233	213,671,955
Share of loss adjusted under TFRS 9 (note 5)	(6,651,132)	-
Opening net book amount - restated	502,777,101	213,671,955
Share of profit	23,642,905	-
Dividends received from an associate (note 23.1)	(22,900,500)	-
Disposal	(199,855,572)	(81,227,085)
Share of other comprehensive income from currency translation and from financial assets through fair value	37,567,945	-
Closing net book amount	<u>341,231,879</u>	<u>132,444,870</u>

On 12 March 2020, Index Creative Village Public Company Limited, a subsidiary of the Group, partially disposed investment in Happio Company Limited, an associate of the Group, of 300,000 shares to other shareholders of the associate for the consideration of Baht 442,403 and recognised gain from disposal amounting to Baht 14,728 as presented in profit from discontinued operation.

During the period, the Group partially disposed investment in Thai Solar Energy Public Company Limited, an associate of the Group, of 72.55 million shares and recognised gain from disposal amounting to Baht 0.90 million and Baht 126.32 million in the consolidated and separated statement of comprehensive income, respectively. After such disposal, the shareholding percentage of the Group in Thai Solar Energy Public Company Limited decreased from 9.01% to 5.59%. However, the Group has remained significant influence over the associate.

As at 30 September 2020, 118.29 million shares (2019: 190.79 million shares) of Thai Solar Energy Public Company Limited totaling Baht 317.02 million has been pledged as collateral for borrowing and borrowing facilities from financial institutions.

14.3 Investments in joint ventures

Details of changing investments in joint ventures during the period are as follows:

	Business	Country of incorporation	% Ownership interest	
			30 September 2020	31 December 2019
Joint ventures of Index Creative Village Public Company Limited				
ID 2	Construction Design and Management of Thai exhibition building	Thailand	-	67.00
Index D63	Design and Management of exhibition building in CP-Meiji Visitor Center	Thailand	-	63.00

As at 30 September 2020, the Group has no shareholding percentage in joint venture under Index Creative Village Public Company Limited due to loss control during the period (note 14.1).

15 Property, plants and equipment and intangible assets

	Consolidated financial information		Separate financial information	
	Property, plants and equipment Baht	Intangible assets Baht	Property, plants and equipment Baht	Intangible assets Baht
For the nine-month period ended 30 September 2020				
Opening net book amount	117,981,589	167,586,414	7,974,036	-
TFRS9 and TFRS 16 Reclassifications and adjustments (note 5)	(8,378,025)	-	(3,216,548)	-
Opening net book value - restated	109,603,564	167,586,414	4,757,488	-
Additions	9,395,569	839,329	2,234	-
Disposals	(4,586,708)	-	-	-
Write-off, net	(1,125,424)	-	-	-
Reclassify to intangible asset	(466,700)	466,700	-	-
Depreciation/amortisation	(32,770,447)	(10,045,856)	(761,265)	-
Closing net book amount	<u>80,049,854</u>	<u>158,846,587</u>	<u>3,998,457</u>	<u>-</u>

Land, building, furniture and fixtures with the carrying value of Baht 5.92 million (31 December 2019: Baht 110.91 million) has been pledged as collateral for borrowings from financial institutions and borrowing facilities from financial institutions.

16 Right-of-use assets

	Consolidated financial information Baht	Separate financial information Baht
For the nine-month period ended 30 September 2020		
Opening net book value	-	-
TFRS 16 Reclassifications and adjustments (note 5)	347,802,870	19,610,261
Opening net book value - restated	347,802,870	19,610,261
Addition	22,179,715	-
Write off, net	(20,062,614)	-
Amortisation	(137,700,108)	(4,414,730)
Closing net book value	<u>212,219,863</u>	<u>15,195,531</u>

17 Borrowings

17.1 Short-term borrowings from financial institutions

As at 30 September 2020, short-term borrowings of Baht 50 million (31 December 2019: Baht 50 million) is collateralised by saving deposits of the Company Baht 50 million. (31 December 2019: pledged by shares of Thai Solar Energy Public Company Limited and Index Creative Village Public Company Limited 63.50 million shares and 35.68 million shares, respectively).

17.2 Short-term borrowing from third party

Short-term borrowing from third party, denominated in Thai Baht, bearing interest rate of 4% per annum, is collateralised by pledge of 7.32 million shares (31 December 2019: 7.32 million shares) of Index Creative Village Public Company Limited and due at call (note 10).

17.3 Long-term borrowings from financial institutions

	Consolidated financial information		Separate financial information	
	30 September 2020 Baht	31 December 2019 Baht	30 September 2020 Baht	31 December 2019 Baht
Maturity of long-term borrowings:				
Within 1 year	172,895,359	222,394,287	68,558,183	116,878,127
Between 2 years and 5 years	272,730,697	269,148,565	218,254,290	188,953,413
	<u>445,626,056</u>	<u>491,542,852</u>	<u>286,812,473</u>	<u>305,831,540</u>

Movements in long-term borrowings are analysed as follows:

	Consolidated financial information Baht	Separate financial information Baht
For the nine-month period ended 30 September 2020		
Opening net amount	491,542,852	305,831,540
Repayment	(45,916,796)	(19,019,067)
Closing net amount	<u>445,626,056</u>	<u>286,812,473</u>

Long-term borrowings from financial institutions of Baht 442.11 million is collateralised by pledge of all shares of Wall Street English (Thailand) Company Limited, all shares of Jeffer Restaurant Company Limited, 90 million shares of Wave Entertainment Public Company Limited, and 107.48 million shares (31 December 2019: 116.48 million shares) of Thai Solar Energy Public Company Limited (note 14.2).

The carrying amount of Baht 3.51 million (31 December 2019: Baht 4.91 million) is secured by furniture and fixtures with the carrying value of Baht 5.92 million (31 December 2019: Baht 9.25 million). The borrowings are guaranteed by Wave Entertainment Public Company Limited.

The carrying amounts of borrowings approximate their fair values.

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18 Lease liabilities

	Consolidated financial information		Separate financial information	
	30 September 2020	1 January 2020	30 September 2020	1 January 2020
	Baht	Baht	Baht	Baht
Current portion of lease liabilities	134,446,842	1,129,731	5,794,499	514,765
Long-term lease liabilities	77,303,083	2,326,756	8,635,152	1,845,200
	<u>211,749,925</u>	<u>3,456,487</u>	<u>14,429,651</u>	<u>2,359,965</u>

The movement in lease liabilities can be analysed as follows:

	Consolidated financial information		
	Lease payables	Deferred interest	Lease liabilities
At 1 January 2019	21,223,530	(1,954,022)	19,269,508
Non-cash changes:			
Additions	3,810,912	(201,600)	3,609,312
Amortised deferred interest	-	926,960	926,960
Cash outflows:			
Repayment	(10,701,791)	-	(10,701,791)
Reclassify to liabilities included with assets classified as held-for-sale	(10,036,283)	659,558	(9,376,725)
At 30 September 2019	<u>4,296,368</u>	<u>(569,104)</u>	<u>3,727,264</u>
At 1 January 2020	3,956,866	(500,379)	3,456,487
Non-cash changes:			
TFRS 16 Reclassifications and adjustments (note 5)	352,669,351	(18,917,953)	333,751,398
Additions	23,420,160	(1,504,446)	21,915,714
Amortised deferred interest	-	10,279,742	10,279,742
Cash outflows:			
Repayment	(139,907,005)	-	(139,907,005)
Write-off	(18,563,202)	816,791	(17,746,411)
At 30 September 2020	<u>221,576,170</u>	<u>(9,826,245)</u>	<u>211,749,925</u>
	Separate financial information		
	Lease payables	Deferred interest	Lease liabilities
At 1 January 2019	3,592,452	(659,198)	2,933,254
Non-cash changes:			
Amortised deferred interest	-	156,086	156,086
Cash outflows:			
Repayment	(607,579)	-	(607,579)
At 30 September 2019	<u>2,984,873</u>	<u>(503,112)</u>	<u>2,481,761</u>
At 1 January 2020	2,809,322	(449,357)	2,359,965
Non-cash changes:			
TFRS 16 Reclassifications and adjustments (note 5)	17,516,496	(1,332,881)	16,183,615
Amortised deferred interest	-	704,094	704,094
Cash outflows:			
Repayment	(4,818,023)	-	(4,818,023)
At 30 September 2020	<u>15,507,795</u>	<u>(1,078,144)</u>	<u>14,429,651</u>

The weighted average lessee's incremental lease liabilities rate applied to the lease liabilities on 30 September 2020 was 5.01% - 8.88%.

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19 Share capital

	Authorised number of shares Shares	Issued and fully paid-up			Total Baht
		Number of issued ordinary shares Shares	Ordinary shares Baht	Share Premium Baht	
At 1 January 2019	510,070,000	467,950,000	467,950,000	448,802,180	916,752,180
Issue and paid-up of shares	-	-	-	-	-
At 31 December 2019	510,070,000	467,950,000	467,950,000	448,802,180	916,752,180
Capital reduction	(42,118,409)	-	-	-	-
Issue and paid-up of shares	1,052,891,081	1,591	1,591	7,955	9,546
At 30 September 2020	<u>1,520,842,672</u>	<u>467,951,591</u>	<u>467,951,591</u>	<u>448,810,135</u>	<u>916,761,726</u>

On 30 July 2020, the Annual General Meeting of shareholders for the year 2020 approved a reduction of a registered capital by reducing 42,118,409 unissued and non-offering shares and approved newly issued shares of up to 1,052,891,081 shares with a par value of Baht 1 per share to reserve for following

- To reserve the subscription of newly issued shares under the Right Offering not exceeding 701,927,381 shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering) at the ratio of 1 existing share to 1.5 newly issued ordinary share, at the offering price of Baht 0.70 per share.
- To reserve for the exercise of warrant not exceeding 350,963,694 shares for purchasing newly issued ordinary shares no. 2 (WAVE-W2) at 1 unit of WAVE-W2 to 1 newly issued ordinary share at the exercise price of Baht 0.70 per share.

The Company registered the increased share capital with the Ministry of Commerce on 21 August 2020.

20 (Loss) earnings per share

Basic (loss) earnings per share is calculated by dividing the net (loss) profit attributable to shareholders by the weighted average number of ordinary shares in issue during the period.

The diluted (loss) earnings per share is calculated adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has one category of dilutive potential ordinary shares: warrant

For the three-month period ended	Consolidated financial information		Separate financial information	
	30 September 2020	30 September 2019	30 September 2020	30 September 2019
Net (loss) profit attributable to ordinary shareholders of the Company (Baht)				
- Continuing operations	(26,212,195)	(14,866,686)	(12,283,929)	15,441,233
- Discontinued operation	-	(1,573,969)	-	-
Weighted average numbers of ordinary shares in issue during the period (Shares)	467,951,591	467,950,000	467,951,591	467,950,000
Weighted average number of ordinary shares to be issued for warrants WAVE-W1, (Shares) (note 22)	-	-	-	-
Weighted average number of ordinary shares including diluted ordinary shares (Shares)	467,951,591	467,950,000	467,951,591	467,950,000
Basic and diluted (loss) earnings (Baht per share)				
- Continuing operations	(0.056)	(0.032)	(0.026)	0.033
- Discontinued operation	-	(0.003)	-	-

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20 (Loss) earnings per share (Cont'd)

For the nine-month period ended	Consolidated financial information		Separate financial information	
	30 September 2020	30 September 2019	30 September 2020	30 September 2019
Net (loss) profit attributable to ordinary shareholders of the Company (Baht)				
- Continuing operations	(51,376,600)	(66,482,112)	70,963,826	53,985,087
- Discontinued operation	(7,952,235)	2,129,932	-	-
Weighted average numbers of ordinary shares in issue during the period (Shares)	467,950,854	467,950,000	467,950,854	467,950,000
Weighted average number of ordinary Shares to be issued for warrants WAVE-W1, (Shares) (note 22)	-	-	-	-
Total weighted average number of ordinary shares including diluted ordinary shares (Shares)	467,950,854	467,950,000	467,950,854	467,950,000
Basic and diluted (loss) earnings (Baht per share)				
- Continuing operations	(0.110)	(0.142)	0.152	0.115
- Discontinued operation	(0.017)	0.005	-	-

Warrants does not have impact on diluted (loss) earnings per share as the exercise price of the warrant is higher than the weighted average share price during the period

21 Income tax

Income tax for nine-month period ended 30 September 2020 and 2019 are as follows:

	Consolidated financial information		Separate financial information	
	30 September 2020 Baht	30 September 2019 Baht	30 September 2020 Baht	30 September 2019 Baht
Current income tax	14,266	109,313	-	-
Deferred income tax	(761,105)	6,644,310	-	7,405,415
	<u>(746,839)</u>	<u>6,753,623</u>	<u>-</u>	<u>7,405,415</u>

The interim income tax is accrued based on management's estimate using the tax rate that would be applicable to expected total annual earnings. The estimated average annual tax rate used is -1.43% (30 September 2019: 11.31%) for consolidated financial information.

22 Warrants

At the Annual General Meeting of Shareholders held on 18 April 2017, the shareholders have passed the resolution to issue warrants to purchase of ordinary shares, issued in a named certificate and transferable ('WAVE-W1') by allocating to existing shareholders in proportion to their shares before the capital increase at proportion of 10 ordinary shares to 1 warrant. Total number of warrants to be allotted should not exceed 42,120,000 warrants and the exercise price is Baht 6 per share. The exercise right is 1 warrant per 1 ordinary share. The warrant has the period of three years from the date of issuance and offering.

			As at 31 December 2019		As at 8 May 2020
	Issued	Exercise date	Outstanding warrant Unit	Change during the period	Outstanding warrant Unit
WAVE-W1	11 May 2017	29 December 2017	42,119,734	(1,591)	42,118,143
			<u>42,119,734</u>	<u>(1,591)</u>	<u>42,118,143</u>

On 14 April 2020, the Group has announced last trading date of warrant, WAVE-W1, delisted on 8 May 2020.

On 7 May 2020, there is subscription from shareholder amount of 1,591 unit at 6 Baht per share resulting to increase in share capital of the Group.

Warrants does not have impact on diluted earnings (loss) per share as the exercise price of the warrant is higher than the weighted average share price during the period.

23 Related party transactions

The major shareholders of the Company are Maleenont family, BEC World Public Company Limited, and The Mall Group Company Limited which are incorporated in Thailand, and own 23.50%, 12.45%, and 9.99% of the Company's shares, respectively. The remaining 54.06% of the shares are widely held. Details of subsidiaries and associates are set out in note 14.

The following material transactions were carried out with related parties:

23.1 Sales of goods and services

For the nine-month periods ended	Consolidated financial information		Separate financial information	
	30 September 2020 Baht	30 September 2019 Baht	30 September 2020 Baht	30 September 2019 Baht
Revenue from rendering services:				
Major shareholder	19,951,408	18,635,986	-	-
Other income:				
Subsidiaries	-	-	5,775,488	48,532,603
Associates	-	108,000	-	-
	<u>-</u>	<u>108,000</u>	<u>5,775,488</u>	<u>48,532,603</u>
Interest income:				
Subsidiaries	-	-	3,135,333	37,953,042
Associate	-	13,562	-	-
Related companies	-	535,607	-	-
	<u>-</u>	<u>549,169</u>	<u>3,135,333</u>	<u>37,953,042</u>
Dividend income:				
Subsidiaries	-	-	-	8,102,826
Associate (note 14.2)	-	-	22,900,500	10,496,063
	<u>-</u>	<u>-</u>	<u>22,900,500</u>	<u>18,598,889</u>

23 Related party transactions (Cont'd)

The following material transactions were carried out with related parties: (Cont'd)

23.2 Purchases of goods and services

For the nine-month periods ended	Consolidated financial information		Separate financial information	
	30 September 2020 Baht	30 September 2019 Baht	30 September 2020 Baht	30 September 2019 Baht
Purchase of goods from:				
Related company	-	4,560	-	4,560
Cost of rendering services:				
Associate	-	650,238	-	-
Selling and administrative expenses:				
Related company	7,797,673	10,194,971	3,970,634	4,924,669
Interest expenses:				
Subsidiary	-	-	776,820	1,178,187
Key management	627,404	2,505,279	158,880	2,505,279
	627,404	2,505,279	935,700	3,683,466

23.3 Outstanding balances arising from sales and purchases of goods and services

The outstanding balances at the end of reporting period in relation to transactions with related parties are as follows:

	Consolidated financial information		Separate financial information	
	30 September 2020 Baht	31 December 2019 Baht	30 September 2020 Baht	31 December 2019 Baht
Other receivables: (include in Amount due from related parties)				
Subsidiaries	-	-	1,124,188	157,359,876
Accrued interest income: (include in Amount due from related parties)				
Subsidiaries	-	-	598,223	129,565,655
Related companies	-	1,015,992	-	-
	-	1,015,992	598,223	129,565,655
Accrued income: (note 11)				
Major shareholder	18,728,745	7,130,598	-	-
Trade and other payables:				
Related companies	-	691,328	-	4,879
Accrued expenses:				
Related companies	54,691	707,162	53,487	705,701
Accrued interest expenses:				
Subsidiaries	-	-	2,836,350	2,556,022
Key management	468,525	814,706	-	814,706
	468,525	814,706	2,836,350	3,370,728

23 Related party transactions (Cont'd)

The following material transactions were carried out with related parties: (Cont'd)

23.4 Short-term borrowings to related parties

	Separate financial information	
	30 September 2020 Baht	31 December 2019 Baht
Borrowings to:		
Subsidiaries	1,192,152,900	1,157,552,900
<u>Less</u> Allowance for impairment	(337,355,650)	-
	<u>854,797,250</u>	<u>1,157,552,900</u>

Movements in short-term borrowings to related parties are analysed as follows:

	Separate financial information Baht
For the nine-month period ended 30 September 2020	
Opening net amount	1,157,552,900
Adjustment from adoption of TFRS9 on 1 January 2020 (note 5)	<u>(328,626,500)</u>
Opening net amount - restated	828,926,400
Addition during the period	68,000,000
Repayment during the period	(2,900,000)
Loan forgiveness	(15,500,000)
Reversal of impairment losses on financial assets	<u>(23,729,150)</u>
Closing net amount	<u>854,797,250</u>

Short-term borrowings to subsidiaries are denominated in Thai Baht, bearing interest rate of MOR rate plus 0.25% per annum 6.13% - 7.38% and interest-free, and they are due at call.

At 1 January 2020, the Company recognised adjustment from first time adoption of TFRS 9 (note 5) by recognised impairment loss on short-term borrowings to related amounting to Baht 328.63 million. During the first quarter of 2020, the Company has forgiven short-term loan to a subsidiary amount of Baht 30.50 million. The Company has recognised reversal of impairment loss, recognising on 1 January 2020, amount of Baht 15 million and recognised loss on forgiveness amount of Baht 15.50 million in separate comprehensive financial income.

23 Related party transactions (Cont'd)

The following material transactions were carried out with related parties: (Cont'd)

23.5 Short-term borrowings from related parties

	Consolidated financial information		Separate financial information	
	30 September 2020 Baht	31 December 2019 Baht	30 September 2020 Baht	31 December 2019 Baht
Borrowings from:				
Subsidiaries	-	-	16,000,000	16,000,000
Key management	27,000,000	42,500,000	-	42,500,000
	<u>27,000,000</u>	<u>42,500,000</u>	<u>16,000,000</u>	<u>58,500,000</u>

Movements in short-term borrowings from related parties are analysed as follows:

	Consolidated financial information Baht	Separate financial information Baht
For the nine-month period ended 30 September 2020		
Opening net amount	42,500,000	58,500,000
Addition during the period	27,000,000	-
Repayment during the period	(42,500,000)	(42,500,000)
Closing net amount	<u>27,000,000</u>	<u>16,000,000</u>

The borrowings from subsidiaries are denominated in Thai Baht, bearing interest rate of MOR rate plus 0.25% per annum, and there was due at call.

The borrowings from key management are denominated in Thai Baht, bearing interest rate of 4% and there was due at call.

23.6 Key management compensation

The compensation to key management is as follows:

	Consolidated financial information		Separate financial information	
	30 September 2020 Baht	30 September 2019 Baht	30 September 2020 Baht	30 September 2019 Baht
Short-term employee benefits	34,767,227	51,545,971	25,739,964	25,767,214
Post-employee benefits	1,350,197	4,162,196	1,278,152	1,165,718
	<u>36,117,424</u>	<u>55,708,167</u>	<u>27,018,116</u>	<u>26,932,932</u>

24 Contingencies and commitments

24.1 Guarantee

As at 30 September 2020, the Company provided guarantee on behalf of its subsidiary for sales and leaseback contracts amounting to Baht 3.51 million (31 December 2019: Baht 4.91 million) (note 17.3).

24.2 Commitment for franchise fees

As at 30 September 2020 and 31 December 2019, the Group has the following commitments to pay on-going fees for operations of language institutions;

- a) On-going fee at fixed percentage of the gross revenue of its language institution.
- b) On-going fee at fixed percentage of the gross revenue of its language institution's franchisee.

24.3 Operating lease commitments - where the Group is the lessee

As at 31 December 2019, the Group entered into long-term lease agreements to lease spaces in department stores and building for various lease terms. Since 1 January 2020, all long-term lease agreements have been recognised as the right of use asset and the lease liabilities as explained in note 5.

As at 30 September 2020, the Group has short-term lease agreements to lease spaces in department stores.

The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

	Consolidated financial information		Separate financial information	
	30 September 2020 Baht	31 December 2019 Baht	30 September 2020 Baht	31 December 2019 Baht
Not later than 1 year	2,101,975	162,638,398	-	5,965,589
Later than 1 year but not later than 5 years	-	139,122,104	-	11,784,920
	<u>2,101,975</u>	<u>301,760,502</u>	<u>-</u>	<u>17,750,509</u>

25 Events occurring after the reporting period

- 25.1 On 21 October 2020, the Company received share subscription for 317,310,110 shares from the exercise of Rights Offering offered to exist common shareholders, with the par value of Baht 1 per share, at the value of Baht 0.70 per share, totaling Baht 222.12 million. As a result, the fully paid-up share capital increase to 785,261,701 shares. The Company registered the share subscription with the Ministry of Commerce on 3 November 2020.
- 25.2 On 5 November 2020, the Company made an additional consideration for the increase in share capital of Megawatt amounting to Baht 200 million.