**THE BROOKER GROUP PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**

**NOTES TO INTERIM FINANCIAL STATEMENTS**

**FOR THE THREE-MONTH AND SIX-MONTH PERIOD ENDED JUNE 30, 2020**

1. GENERAL INFORMATION

**1.1 General matter**

The Company was incorporated as a limited company under the Civil and Commercial Code on March 9, 1994 and changed its status to a Public Company Limited under the Public Company Limited Act on August 21, 2000. The address of the head office is 26th Fl., The Trendy Building, 10/190-193 Soi.Sukhumvit 13, Sukhumvit Road, Khaeng Klong Toey Nua, Khet Wattana, Bangkok. The Company operates in Thailand and the main business is Business and Financial Consulting, Investments.

**1.2 Coronavirus disease 2019 Pandemic**

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

**1.3 Basis for preparation of interim financial statements**

These interim financial statements are prepared in accordance with Accounting Standards No. 34 “Interim Financial Reporting”, which the Company and its subsidiaries choose to present condensed interim financial statements. However, the Company and its subsidiaries have presented the statements of financial position, income, comprehensive income, changes in shareholders’ equity, and cash flows in the same format as that used for the annual financial statements. The interim financial statements provide the update information. They focus on new activities, events and circumstances to avoid repetition of information previously reported. Accordingly, these interim financial statements should be read in conjunction with the financial statements for the year ended 31 December 2019.

The accounting policies and the calculation basis used in this interim financial statements are consistent with those applied in the financial statements for the year ended 31 December 2019, except in the cases that the Group have adopted the new and revised TFRS which are effective for financial statement year beginning on or after 1 January 2020 as disclosed in Note 1.4 However, the adoptions of the said financial reporting standards do not have material effect on the Group’s financial statements.

The consolidated financial statements for the six-month periods ended June 30, 2020, has included the financial statements of overseas subsidiaries (Brooker International Company Limited and Brooker Dunn Asset Advisory Limited). The financial statements for those subsidiaries reflect total assets as of June 30, 2020 amount of Baht 390.81 million, (equivalent to 13.41% of total assets in the consolidated financial statement), total liabilities amount of Baht 9.12 million (equivalent to 2.94% of total liabilities in the consolidated financial statement) and net profit for the six-month and net profit for the three-month periods then ended amounting Baht 30.70 million and Baht 81.02 million respectively, (equivalent to 79.57% and 29.96% of net loss in the consolidated financial statement).

The interim consolidated financial statements include the financial statements of The Brooker Group Public Company Limited and its subsidiary companies after which the balances and significant intercompany transactions have been eliminated.

An English language version of the financial statements has been prepared from the statutory financial statements that were issued in Thai language. In case of conflict or difference in understanding, the financial statements in Thai language shall prevail.

**1.4 Financial reporting standards that became effective in the current period**

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

**Financial reporting standards related to financial instruments**

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

Accounting standard:

|  |  |
| --- | --- |
| TAS 32 | Financial Instruments: Presentation |

Financial reporting standards:

|  |  |
| --- | --- |
| TFRS 7 | Financial Instruments: Disclosures |
| TFRS 9 | Financial Instruments |

Financial Reporting Standard Interpretations:

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

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

**These standards do not have any significant impact on the Group’s financial statements.**

**The impact of the adoption of these standards on the Group’s financial statements is as follows.**

* Classification and measurement of investments in non-marketable equity securities that the Group is to measure investments in non-marketable equity securities at fair value and elect to classify the investments as financial assets at fair value through profit or loss or through other comprehensive income. The Group’s management assessed and considered that the cost of such investments has represented the fair value of the investments. Therefore, the fair value measurement of the investments in the equity securities do not have any impact on the adjustment of retained earnings as of January 1, 2020.
* Recognition of credit losses that the Group is to recognise an allowance for expected credit losses on its financial assets, and they are no longer necessary for a credit - impaired event to have occurred. The Group applies the simplified approach to consider impairment of trade receivables and the general approach to consider impairment of long-term loan to. The Group’s management has considered that the recognition of credit losses does not have any significant impact on the adjustment of retained earnings as of January 1, 2020.
* Recognition of derivatives that The Group is to initially recognise derivative at their fair value on the contract date and subsequently measure them at their fair value at the end of each reporting period. Changes in the fair value of derivatives are recognised in profit or loss.

The Group adopted these financial reporting standards. The Group’s management assessed and considered that it will not have any significant impact. Therefore, the financial reporting standards do not have any impact on the adjustment of retained earnings as of January 1, 2020, The Company has reclassified as disclosed in Note 2 to the interim financial statements.

TFRS 16 Leases

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

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

The Group's management has assessed and considered that the underlying asset's price is low. And the price has not changed significantly. Therefore, the lease agreement does not have an impact on the adjustment of retained earnings as at January 1, 2020.

**Accounting Treatment Guidance on “Temporary relief measures on accounting alternatives in response to the impact of the COVID-19 situation”**

The Federation of Accounting Professions announced Accounting Treatment Guidance on “Temporary relief measures on accounting alternatives in response to the impact of the COVID-19 situation”. Its objectives are to alleviate some of the impact of applying certain financial reporting standards, and to provide clarification about accounting treatments during the period of uncertainty relating to this situation.

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

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

Accounting Standards No 12: Income tax

- Not to consider the COVID-19 situation as uncertainty information which likely impact in evaluating whether it will have sufficient taxable profit in future periods to utilise deferred tax assets.

Accounting Standards No 36: Impairment of Assets

- Not to consider the COVID-19 situation as an indication that an asset may be impaired in accordance with TAS 36

- Not to consider the COVID-19 situation as likely impact to future financial forecast for testing impairment of goodwill and an intangible asset with an indefinite useful life or an intangible asset not yet available for use.

Accounting Standards No 37: Provisions, Contingent Liabilities and Contingent Assets

- Not to consider the COVID-19 situation as a result of a past event giving rise to a present obligation.

Financial Reporting Standards No 9: Financial Instrument

- Not to take into forward-looking information using in measurement of expected credit loss for a simplified approach.

- Use the fair value as of January 1, 2020 for measurement of investment in non-marketable equity which cost is an appropriate estimate of fair value.

**1.5 Significant accounting policies**

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

1.5.1 Financial instruments

Classification and measurement

Financial assets that are debt instruments are measured at fair value through profit or loss or measured at fair value through other comprehensive income or at amortised cost. Such classification will depend on the Group's business model of asset management and the nature of cash flows According to the contract of that financial asset

Financial assets which are the equity instruments are measured at fair value through profit or loss or measured at fair value through other comprehensive income.

Financial liabilities are classified and measured at amortised cost.

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

Impairment of financial assets

The Group assesses on a forward-looking basis the expected credit loss associated with its financial assets measured at amortised cost. The Group applies general or simplified approach for credit-impaired consideration which depends on the significant of credit risk.

Initial adoption

The Group adopted these financial reporting standards. The Group’s management assessed and considered that it will not have any significant impact. Therefore, the financial reporting standards do not have any impact on the adjustment of retained earnings as of January 1, 2020, The Company has reclassified as disclosed in Note 2 to the interim financial statements.

1.5.2 Leases

Right-of-use assets

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

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

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the interest rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate. The lease liabilities are subsequently measured using the effective interest method and by reducing the carrying amount to reflect the lease payments made. The Group recognizes interest from lease liability in the statement of income. In addition, the carrying amount of lease liabilities is remeasured if there is a modification or reassessment.

Short-term leases and Leases of low-value assets

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

Initial adoption

The Group’s management assessed and considered that low value assets are quite low and prices do not have any significant impact. Therefore, the financial reporting standards do not have any impact on the adjustment of retained earnings as of January 1, 2020.

**2. Effect of change in accounting policy due to the adoption of new financial reporting standard**

As described in Note 1.5 to the interim financial statements, during the current period, the Group has adopted financial reporting standard related to financial instruments and TFRS 16. The cumulative effect of initially applying this standard is recognised as an adjustment to retained earnings as of January1, 2020. Therefore, the comparative information was not restated. The impacts on the financial statement from changes in accounting policies due to the adoption of these standards are presented as follows:

2.1 Group of Financial Instruments Standards

The Group has adopted financial reporting standard related to financial instruments as described in Note 1.5.1 to the interim financial statements which have the material impact for the classification of financial assets as follows:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | CONSOLIDATED FINANCIAL STATEMENTS | | | | | | |
|  | MILLION BAHT | | | | |  |  |
|  | Classification under |  |  |  | Classification under |  |  |
|  | previous standards |  |  |  | TFRS 9 |  |  |
|  | as of |  |  |  | as of |  |  |
|  | December 31, 2019 |  | Reclassifications |  | January 1, 2020 |  | Category |
|  |  |  |  |  |  |  |  |
| Assets |  |  |  |  |  |  |  |
| Current |  |  |  |  |  |  |  |
| Temporary investments |  |  |  |  |  |  |  |
| - investments units | 1,306.64 |  | (1,306.64) |  | - |  |  |
| Other current financial assets | - |  | 1,306.64 |  | 1,306.64 |  | Financial asset measured at fair |
| - investments units |  |  |  |  |  |  | value through profit or loss |
| Non-current |  |  |  |  |  |  |  |
| Other long - term investments | 441.24 |  | (441.24) |  | - |  |  |
| Other non-current |  |  |  |  |  |  |  |
| financial assets |  |  |  |  |  |  |  |
| - Non-current assets classified | - |  | 256.24 |  | 256.24 |  | Financial asset measured at fair |
| as held for sale |  |  |  |  |  |  | value through profit or loss |
| - Other non-current financial assets | - |  | 185.00 |  | 185.00 |  | Financial asset measured at fair |
|  |  |  |  |  |  |  | value through profit or loss |

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | SEPARATE FINANCIAL STATEMENTS | | | | | | | | | | | | | |
|  | MILLION BAHT | | | | | | | | | | |  |  | |
|  | Classification under | | |  |  | | |  | Classification under | | |  |  | |
|  | previous standards | | |  |  | | |  | TFRS 9 | | |  |  | |
|  | as of | | |  |  | | |  | as of | | |  |  | |
|  | December 31, 2019 | | |  | Reclassifications | | |  | January 1, 2020 | | |  | Category | |
|  |  | | |  |  | | |  |  | | |  |  | |
| Assets |  | | |  |  | | |  |  | | |  |  | |
| Current |  | | |  |  | | |  |  | | |  |  | |
| Temporary investments |  | | |  |  | | |  |  | | |  |  | |
| - investments units | 959.84 |  | (959.84) | | |  | - | | |  |  | | |
| Other current financial assets | - |  | 959.84 | | |  | 959.84 | | |  | Financial asset measured at fair | | | |
| - investments units |  |  |  | | |  |  | | |  | value through profit or loss | | | |
| Non-current |  |  |  | | |  |  | | |  |  | | | |
| Other long - term investments | 441.24 |  | (441.24) | | |  | - | | |  |  | | | |
| Other non-current |  |  |  | | |  |  | | |  |  | | | |
| financial assets |  |  |  | | |  |  | | |  |  | | | |
| - Non-current assets classified | - |  | 256.24 | | |  | 256.24 | | |  | Financial asset measured at fair | | | |
| as held for sale |  |  |  | | |  |  | | |  | value through profit or loss | | | |
| - Other non-current financial assets | - |  | 185.00 | | |  | 185.00 | | |  | Financial asset measured at fair | | | |
|  |  |  |  | | |  |  | | |  | value through profit or loss | | | |

Financial assets and liabilities which are shown in the financial statements of the Group other than those mentioned above May change depending on the business model of the group company

1. **RELATED PARTY TRANSACTION**

|  |  |  | Country of | Percentage of | |
| --- | --- | --- | --- | --- | --- |
| Company’s name | Nature of business | Relationship | incorporation | shareholding | |
|  |  |  |  | June 30 | December 31 |
|  |  |  |  | 2020 | 2019 |
| SUBSIDIARY COMPANIES |  |  |  |  |  |
| Binswanger Brooker (Thailand) Limited | Real estate brokerage and consultancy | Shareholding and joint directors | Thailand | 99.99 | 99.99 |
| Brooker Planner Co., Ltd  *(Shareheld by Brooker Corporate Advisory Co., Ltd.)* | Business consultant | Indirect shareholding and joint directors | Thailand | - | - |
| Brooker Corporate Advisory Co., Ltd. | Business consultant | Shareholding and joint directors | Thailand | 99.99 | 99.99 |
| Brooker Business Development Co.,Ltd. | Business consultant | Shareholding and joint directors | Thailand | 99.99 | 99.99 |
| Brooker International Company Limited | Financial consultant for overseas clients | Shareholding and joint directors | Hong Kong | 100.00 | 100.00 |
| Brooker Dunn Asset Advisory Limited  (*Shareheld by Brooker International Company Limited*) | Fund Management of foreign investors outside Thailand | Indirect shareholding and joint directors | British Virgin Island | - | - |

Enterprises that directly, or indirectly through one or more intermediaries control, or are under common control of the Company’s which have co-shareholders or co-directors are as follows:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| RELATED COMPANIES |  |  |  |  |  |
| Jaturus Project Co., Ltd. | Real estate, Consultancy | Joint directors | Thailand | - | - |
| Brooker Sukhothai Fund | Foreign Fund | Joint directors | British Virgin Islands | - | - |
| Civetta Capital Co., Ltd. | Fund Management | Joint directors | Cayman Islands | - | - |
| M.C.L. Company Limited | Real estate, Renting | Joint directors | Thailand | - | - |
| M.C.L. Property Co., Ltd. | Real estate, Consultancy | Joint directors | Thailand | - | - |
| Min Sen Machinery Co., Ltd. | Agricultural Machineries Trader | A director is a spouse of a Company’s director | Thailand | - | - |
| MAC Capital Advisors Limited | Independent global advisory business from the Middle East | Joint directors | Castries, St. Lucia | - | - |

**3.1 RELATED PARTY TRANSACTION**

During the periods, the Company had significant business transactions with its subsidiaries (which were eliminated in consolidation) and related companies (related by shareholding and/or common directors). Such transactions are summarized as follows:-

(Unit: Thousand Baht)

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | | For the three-month period ended June 30 | | | For the six-month  periods ended June 30 | | | Pricing policy |
|  | 2020 | | 2019 | 2020 | | 2019 |  | | |
| **Consolidated Financial Statement** | | |  |  | |  |  | | |
| **Related companies** |  | |  |  | |  |  | | |
| Service income | 54 | | 55 | 108 | | 113 | At the rate determined under the contract | | | |
| Rental income | 27 | | 27 | 53 | | 53 | At the rate determined under the contract | | | |
| Management income | 6,246 | | 7,185 | 11,168 | | 14,932 | At the rate determined under the contract | | | |
| Others expense | 26 | | 26 | 52 | | 51 | At the rate determined under the contract | | | |

(Unit: Thousand Baht)

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | | For the three-month period ended June 30 | | | For the six-month  periods ended June 30 | | | Pricing policy |
|  | 2020 | | 2019 | 2020 | | 2019 |  | | |
| **Separate Financial Statement** | | |  |  | |  |  | | |
| **Subsidiary companies** |  | |  |  | |  |  | | |
| Service income | 3,615 | | 3,985 | 7,229 | | 8,303 | At the rate determined under the contract | | | |
| Rental income | 31 | | 69 | 62 | | 181 | At the rate determined under the contract | | | |
| Dividend income | - | | 465,211 | - | | 560,011 | At the announced rate | | | |
| Interest income | 3,169 | | 3,048 | 6,433 | | 3,667 | At the interest rate 3.00% per annum | | | |
| Interest expense | - | | 141 | - | | 339 | At the interest rate 3.00% per annum | | | |

3.1.1 Management remuneration comprised of salary, bonus, life insurance premium, board of directors meeting allowance and directors compensation etc. for the six-month periods ended June 30, 2020 and 2019 are as follow;

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | |
|  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  | 2020 |  | 2019 |  | 2020 |  | 2019 |
| Benefits – short-term | 22,494,913.37 |  | 18,697,092.42 |  | 22,494,913.37 |  | 18,697,092.42 |
| Benefits – after retirement | 901,079.00 |  | 796,250.00 |  | 901,079.00 |  | 796,250.00 |
| Total | 23,395,992.37 |  | 19,493,342.42 |  | 23,395,992.37 |  | 19,493,342.42 |

The outstanding balances of assets and liabilities with the subsidiary companies and related companies of the above transactions are separately shown in the statements of financial position as at June 30, 2020 and December 31, 2019 as follows:-

* 1. **TRADE ACCOUNTS RECEIVABLE – RELATED PARTIES**

|  | BAHT | | | |
| --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement | | Separate Financial Statement | |
|  | June 30, 2020 | December 31, 2019 | June 30, 2020 | December 31, 2019 |
| **TRADE ACCOUNTS RECEIVABLE – RELATED PARTIES** | |  |  |  |
| **Subsidiary companies** |  |  |  |  |
|  |  |  |  |  |
| Brooker International Company Limited | - | - | 3,375,000.00 | 14,150,000.00 |
| Total | - | - | 3,375,000.00 | 14,150,000.00 |
| **Related companies** |  |  |  |  |
| Civetta Capital Co., Ltd. | 1,358.24 | 764.78 | 1,358.24 | 764.78 |
| Brooker Sukhothai Fund Limited. | 5,479,136.15 | 18,570,583.34 | - | - |
| Total amounts due from related parties | 5,480,494.39 | 18,571,348.12 | 3,376,358.24 | 14,150,764.78 |

The outstanding balance of trade accounts receivable – related parties are classified by aging as follows:-

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | | |
|  | Consolidated Financial Statement | | | | Separate Financial Statement | | | |
|  | June 30, 2020 | | December 31, 2019 | | June 30, 2020 | | December 31, 2019 | |
| Current | 5,479,136.15 | 5,323,525.29 | | 3,375,000.00 | | 8,275,000.00 | |
| Overdue 30 days | - | 6,418,846.32 | | - | | - | |
| 31 - 60 days | - | 6,828,976.51 | | - | | 764.78 | |
| 61 - 90 days | - | - | | - | | 5,875,000.00 | |
| 91 - 180 days | 1,358.24 | - | | 1,358.24 | | - | |
| 181 - 365 days | - | - | | - | | - | |
| Over 365 days | - | - | | - | | - | |
| Trade accounts receivable – related parties - net | 5,480,494.39 | 18,571,348.12 | | 3,376,358.24 | | 14,150,764.78 | |

* 1. **OTHER CURRENT RECEIVABLES - RELATED PARTIES**

|  |  | BAHT | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | June 30, 2020 |  | December 31, 2019 |  | June 30, 2020 |  | December 31, 2019 |
| **UNBILLED RECEIVABLE – RELATED PARTIES** | | | | | | | | |
| **Subsidiary companies** | | | | | | | | |
| Brooker International Company Limited |  | - |  | - |  | 4,102,913.11 |  | 6,493,815.39 |
| **Total other current receivable – related parties** |  | - |  | - |  | 4,102,913.11 |  | 6,493,815.39 |

### **LOANS TO RELATED PARTIES**

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |  | POLICY |
|  |  | Separate Financial Statement | | | | | | |  | ON |
|  |  | December 31, 2019 |  | Increase |  | Decrease |  | June 30, 2020 |  | LENDING COST |
| **Subsidiary companies** |  |  |  |  |  |  |  |  |  |  |
| Brooker Corporate Advisory Co., Ltd. |  | 110,600,000.00 |  | - |  | - |  | 110,600,000.00 |  | 3.00% p.a. |
| Brooker Business Development Co., Ltd. |  | 17,300,000.00 |  | 2,000,000.00 |  | - |  | 19,300,000.00 |  | 3.00% p.a. |
| Brooker International Company Limited |  | 361,219,235.00 |  | - |  | 76,766,693.90 |  | 284,452,541.10 |  | 3.00% p.a. |
| **Total loans to subsidiary companies** |  | 489,119,235.00 |  | 2,000,000.00 |  | 76,766,693.90 |  | 414,352,541.10 |  |  |

**3.5 ACCOUNTS PAYABLE TRADE – RELATED COMPANIES**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | BAHT | | | |
|  | Consolidated Financial Statement | | Separate Financial Statement | |
|  | June 30, 2020 | December 31, 2019 | June 30, 2020 | December 31, 2019 |
|  |  |  |  |  |
| Brooker International Company Limited | - | - | - | 89,540,000.00 |
| Total Accounts Payable Trade - related company | - | - | - | 89,540,000.00 |

1. **CASH AND CASH EQUIVALENTS**

As at June 30, 2020 and December 31, 2019, cash and cash equivalents are as follow;

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | June 30, 2020 |  | December 31, 2019 |  | June 30, 2020 |  | December 31, 2019 |
| Cash |  | 25,000.00 |  | 25,000.00 |  | 25,000.00 |  | 25,000.00 |
| Current and saving account deposits |  | 410,023,975.40 |  | 722,345,776.53 |  | 266,173,151.09 |  | 583,011,900.92 |
| Total cash and cash equivalents |  | 410,048,975.40 |  | 722,370,776.53 |  | 266,198,151.09 |  | 583,036,900.92 |

**5. TRADE ACCOUNTS RECEIVABLE – NON-RELATED PARTIES**

As at June 30, 2020 and December 31, 2019, the outstanding balance of trade accounts receivable are classified by aging as follows

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | BAHT | | | |
|  | Consolidated Financial Statement | | Separate Financial Statement | |
|  | June 30, 2020 | December 31, 2019 | June 30, 2020 | December 31,2019 |
| Current | 3,232,010.00 | - | - | - |
| Overdue 30 days | 160,500.00 | 1,765,500.00 | - | - |
| 31 - 60 days | - | - | - | - |
| 61 - 90 days | 321,000.00 | - | - | - |
| 91 - 180 days | - | - | - | - |
| 181 - 365 days | - | - | - | - |
| Over 365 days | 2,077,592.25 | 13,390,789.59 | 1,382,092.25 | 12,695,289.59 |
| Total | 5,791,102.25 | 15,156,289.59 | 1,382,092.25 | 12,695,289.59 |
| Less : Allowance for doubtful accounts | (2,077,592.25) | (2,077,592.25) | (1,382,092.25) | (1,382,092.25) |
| Net | 3,713,510.00 | 13,078,697.34 | - | 11,313,197.34 |

The transactions of allowance for doubtful accounts – trade accounts receivable – non-related parties during the six-month period ended June 30, 2020 are as follow;

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | BAHT | | |
|  |  | Consolidated Financial Statement |  | Separate Financial Statement |
| Balance as at January 1, 2020 |  | 2,077,592.25 |  | 1,382,092.25 |
| Adjustment –decrease during the period (Including undue VAT) |  | - |  | - |
| Balance as at June 30, 2020 |  | 2,077,592.25 |  | 1,382,092.25 |

**6. OTHER CURRENT RECEIVABLES – NON-RELATED PARTIES**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | BAHT | | | |
|  | Consolidated Financial Statement | | Separate Financial Statement | |
|  | June 30, 2020 | December 31, 2019 | June 30, 2020 | December 31, 2019 |
| Account Receivable Other | 393.77 | 36,815,306.34 | - | 36,500,000.00 |
| Unbilled Receivable | 1,747,540.99 | 2,876.71 | 1,747,540.99 | 2,876.71 |
| Advance Payment | 41,500.00 | 4,500.00 | 41,500.00 | 4,500.00 |
| Prepaid Expenses | 711,489.90 | 961,828.72 | 691,755.79 | 955,041.05 |
| Total other current receivable- non-related parties | 2,500,924.66 | 37,784,511.77 | 2,480,796.78 | 37,462,417.76 |

### **LOANS TO OTHERS PERSON AND OTHER PARTIES**

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | June 30, 2020 |  | December 31, 2019 |  | June 30, 2020 |  | December 31, 2019 |
| Other persons non-related |  | 46,000,000.00 |  | 49,000,000.00 |  | 46,000,000.00 |  | 49,000,000.00 |
| Global Alliance Co., Ltd. |  | 120,000,000.00 |  | 130,000,000.00 |  | 120,000,000.00 |  | 130,000,000.00 |
| Ban Chang Land Development Co., Ltd. |  | 130,000,000.00 |  | 130,000,000.00 |  | 130,000,000.00 |  | 130,000,000.00 |
| Kingdom Property company limited |  | 4,908,000.00 |  | 4,908,000.00 |  | 4,908,000.00 |  | 4,908,000.00 |
| Total |  | 300,908,000.00 |  | 313,908,000.00 |  | 300,908,000.00 |  | 313,908,000.00 |
| Less : Allowance for doubtful accounts |  | (4,908,000.00) |  | (4,908,000.00) |  | (4,908,000.00) |  | (4,908,000.00) |
| Total loans to others person and company |  | 296,000,000.00 |  | 309,000,000.00 |  | 296,000,000.00 |  | 309,000,000.00 |

The transactions of loans to others person and company during the six-month period ended June 30, 2020, are as follow;

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | | | | | |  | POLICY | |
|  |  | Consolidated Financial Statement / Separate Financial Statement | | | | | | | | | | |  | ON LENDING | |
|  |  | December 31, 2019 | |  | | Increase |  | Decrease |  | June 30, 2020 |  | COST | | |
| Other persons non-related |  | 49,000,000.00 |  | | - | |  | (3,000,000.00) |  | 46,000,000.00 |  | 15.00% p.a. | | |
| Global Alliance Co., Ltd. |  | 130,000,000.00 |  | | - | |  | (10,000,000.00) |  | 120,000,000.00 |  | 12.00% p.a. | | |
| Ban Chang Land Development Co., Ltd. |  | 130,000,000.00 |  | | - | |  | - |  | 130,000,000.00 |  | 12.00% p.a. | | |
| Kingdom Property Company Limited |  | 4,908,000.00 |  | | - | |  | - |  | 4,908,000.00 |  | 10.00% p.a. | | |
| Total |  | 313,908,000.00 |  | | - | |  | (13,000,000.00) |  | 300,908,000.00 |  |  | | |
| Less : Allowance for doubtful accounts |  | (4,908,000.00) |  | | - | |  | - |  | (4,908,000.00) |  |  | | |
| Total loans to others person and companies |  | 309,000,000.00 |  | | - | |  | (13,000,000.00) |  | 296,000,000.00 |  |  | | |

On November 29, 2019 and December 18, 2019, the Company granted loans to two non-related companies by making loan agreements as evidence. Amount of Baht 130 million per company repayable within 1 year. Lending fees and interest rates of 3% per annum and 12% per annum respectively, with land registered to mortgage to the Company. These 2 loan transactions have been approved by the Company's board of directors.

1. **OTHER CURRENT FINANCIAL ASSETS**

As at June 30, 2020 and December 31, 2019, other current financial assets are as follow;

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | | | | | | | | | | | |
|  | June 30, 2020 | | | | |  | | December 31, 2019 | | | | | | | | | | |
|  | Cost |  | Fair Value |  | Unrealized Gain (Loss) |  | | Cost | |  | | Fair Value | |  | | Unrealized Gain (Loss) | | |
| **8.1 The Company** |  |  |  |  |  |  | |  | |  | |  | |  | |  | | |
| Investment in |  |  |  |  |  |  | |  | |  | |  | |  | |  | | |
| - marketable equity | 1,092,388,971.26 |  | 831,315,746.80 |  | (261,073,224.46) |  | | 1,154,061,172.59 | |  | | 959,840,180.19 | |  | | (194,220,992.40) | | |
| **8.2 Subsidiary Company** |  |  |  |  |  |  | |  | |  | |  | |  | |  | | |
| Investment in |  |  |  |  |  |  | |  | |  | |  | |  | |  | | |
| |  |  |  |  |  |  |  |  |  |  |  |  | | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | | - marketable equity |  |  |  |  |  |  |  |  |  |  |  | | 52,512,776.14 |  | 28,000,000.00 |  | (24,512,776.14) |  | | 55,985,792.14 | |  | | 30,947,954.00 | |  | | (25,037,838.14) | | |
| - Brooker Sukhothai Fund | 162,309,346.28 |  | 252,379,028.02 |  | 90,069,681.74 |  | | 171,897,038.82 | |  | | 215,933,701.24 | |  | | 44,036,662.42 | | |
| - Civetta Fund | 128,867,682.76 |  | 75,711,042.00 |  | (53,156,640.76) |  | | 134,993,258.88 | |  | | 99,915,748.55 | |  | | (35,077,510.33) | | |
| Total subsidiary | 343,689,805.18 |  | 356,090,070.02 |  | 12,400,264.84 | |  | | 362,876,089.84 | |  | | 346,797,403.79 | |  | | (16,078,686.05) | |
| Total short-term investments | 1,436,078,776.44 |  | 1,187,405,816.82 |  | (248,672,959.62) |  | | 1,516,937,262.43 | |  | | 1,306,637,583.98 | |  | | (210,299,678.45) | | |

**8.3** The acquisitions and disposals of trading securities during the period ended June 30, 2020 and December 31, 2019 is as follow;

|  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | | | | | | |
|  | Consolidated Financial Statement | | | | |  | | Separate Financial Statement | | | | | |
|  | June 30, 2020 |  | | December 31, 2019 | |  | | June 30, 2020 | |  | | December 31, 2019 | | |
| Book value as at January 1 – net | 1,306,637,583.98 |  | 882,381,614.42 | |  | | 959,840,180.19 | |  | | 380,587,218.69 | | | |
| Transferred from other investment - |  |  |  | |  | |  | |  | |  | | | |
| fair value as the reclassification date\* | - |  | 300,000,000.00 | |  | | - | |  | | 300,000,000.00 | | | |
| Gain on change of investment\* | - |  | 587,222,864.00 | |  | | - | |  | | 587,222,864.00 | | | |
| Acquisition | 179,347,936.00 |  | 375,479,826.69 | |  | | 172,928,600.00 | |  | | 314,660,880.25 | | | |
| Disposal | (260,206,421.99) |  | (594,984,201.89) | |  | | (234,600,801.33) | |  | | (464,750,223.39) | | | |
| Unrealized gain (loss) in trading securities | (38,373,281.17) |  | (243,462,519.24) | |  | | (66,852,232.06) | |  | | (157,880,559.36) | | | |
| Book value as at June 30 – net | 1,187,405,816.82 |  | 1,306,637,583.98 | |  | | 831,315,746.80 | |  | | 959,840,180.19 | | | |

\* On November 13, 2019, Absolute Clean Energy Public Company Limited was listed on the Stock Exchange of Thailand, therefore the Company reclassified the investment to Short-term investment resulting in a profit from the change of investment amounting Baht 587,222,864.00, in accordance with Accounting Standard No. 105 (revised 2016), Accounting for Investments in Debt and Equity, Re: Transfer of Investment Types. The difference between cost and fair value is recognized immediately in the income statement.

**8.4** The transactions of unrealized gain (loss) on trading securities during the six-month period ended June 30, 2020 is as follow;

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | BAHT | | |
|  |  | For the six-month period ended June 30, 2020 | | |
|  |  | Consolidated Financial Statement |  | Separate Financial Statement |
| Beginning balance |  | (210,299,678.45) |  | (194,220,992.40) |
| Transactions during the period |  | (38,373,281.17) |  | (66,852,232.06) |
| Ending balance |  | (248,672,959.62) |  | (261,073,224.46) |

**8.5 INVESTMENT IN “BROOKER SUKHOTHAI FUND”**

An oversea subsidiary had invested in “BROOKER SUKHOTHAI FUND”, which price per share at each moment equal to NAV at the purchase date plus expenses and fees stated. The subsidiary will realize return of the investment on different between the NAV of the Fund at redeem date and purchased date less related expenses. The redemption condition of the Fund is 15 months since investment date. However, the unit holder has the right to sell / transfer such unit to other entity and no redemption fees.

Later on August 1, 2012 the Company had restructured its’ group investment in oversea subsidiaries. Then, “BROOKER SUKHOTHAI FUND” hold by Brooker Advisory Limited had been sold to Brooker International Limited which is oversea parent company of Brooker Advisory Limited, at NAV of the fund as the Fund condition, and realized gain on sale of investment amounting to US$ 784,197.83. Moreover, in quarter 3/2012 Brooker International Limited increased its investment in “BROOKER SUKHOTHAI FUND” as follow;

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |  |  | Exchange |  |  |
|  |  | Number of unit |  | Unit Price\* |  | US $ Amount |  | Rate \*\* |  | Cost (Baht) |
| As of December 31, 2017 |  | 2,732.268 |  | 2,724.83 |  | 7,444,977.52 |  | 31.6636 |  | 235,734,790.20 |
| Redemption December 3,2018 |  | (293.263) |  | 4,091.89 |  | (1,200,000.00) |  | 31.6636 |  | (37,996,320.00) |
| As of December 31, 2018 |  | 2,439.005 |  |  |  | 6,244,977.52 |  |  |  | 197,738,470.20 |
| Redemption April 1,2019 |  | (60.975) |  | 3,872.58 |  | (236,130.46) |  | 31.6636 |  | (7,476,740.43) |
| Redemption August 1,2019 |  | (60.975) |  | 3,798.09 |  | (231,588.49) |  | 31.6636 |  | (7,332,925.31) |
| Redemption October 1,2019 |  | (60.975) |  | 3,387.00 |  | (206,521.85) |  | 31.6636 |  | (6,539,225.25) |
| As of December 31, 2019 |  | 2,256.080 |  |  |  | 5,570,736.72 |  |  |  | 176,389,579.21 |
| Redemption January 2,2020 |  | (60.975) |  | 3,192.87 |  | (194,685.51) |  | 31.6636 |  | (6,164,444.11) |
| Redemption April 1,2020 |  | (84.668) |  | 2,952.72 |  | (250,000.00) |  | 31.6636 |  | (7,915,788.82) |
| As of June 30, 2020 |  | 2,110.437 |  |  |  | 5,126,051.21 |  |  |  | 162,309,346.28 |

\*\* Weighted average exchange rate as at June 30, 2020

**8.6 INVESTMENT IN “CIVETTA FUND”**

An oversea subsidiary (Brooker International Co., Ltd) had invested in “CIVETTA FUND”, which price per share at initial investment equal to NAV at US$ 100 per share. The subsidiary will realize return of the investment on different between the NAV of the Fund at redeem date and purchased date less related expenses. The redemption condition of the Fund is 3 years since investment date. However, the unit holder has the right to sell / transfer such unit to other entity and no redemption fees.

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | Number of unit |  | Unit Price |  | US $ Amount |  | Exchange Rate |  | Cost (Baht) |
| Invested on March 10, 2014 |  | 49,999.500 |  | 100.00 |  | 5,000,000.00 |  | 32.0285 |  | 160,142,500.00 |
| Redemption October 1, 2018 |  | (2,500.000) |  | 83.528 |  | (208,820.67) |  | 32.0285 |  | (6,688,212.83) |
| As at December 31, 2018 |  | 47,499.500 |  |  |  | 4,791,179.33 |  |  |  | 153,454,287.17 |
| Redemption January 2, 2019 |  | (2,500.000) |  | 74.552 |  | (186,379.93) |  | 32.0285 |  | (5,969,469.59) |
| Redemption April 1, 2019 |  | (1,187.500) |  | 77.218 |  | (91,696.69) |  | 32.0285 |  | (2,936,907.44) |
| Redemption July 1, 2019 |  | (1,187.500) |  | 83.033 |  | (98,601.56) |  | 32.0285 |  | (3,158,060.06) |
| Redemption October 1, 2019 |  | (1,187.500) |  | 80.383 |  | (95,454.44) |  | 32.0285 |  | (3,057,262.53) |
| As at December 31, 2019 |  | 41,437.000 |  |  |  | 4,319,046.71 |  |  |  | 138,332,587.55 |
| Redemption January 2, 2020 |  | (1,187.500) |  | 80.438 |  | (95,520.25) |  | 32.0285 |  | (3,059,370.33) |
| As at February 29, 2020 |  | 40,249.500 |  |  |  | 4,223,526.46 |  |  |  | 135,273,217.22 |
| As Adjusted March 20, 2020 |  | (18,813.29) |  |  |  | - |  |  |  | - |
| Redemption April 17, 2019 |  | (923.54) |  | 108.279 |  | (99,999.99) |  | 32.0285 |  | (3,202,684.46) |
| Redemption June 26, 2019 |  | (799.73) |  | 125.042 |  | (100,000.00) |  | 32.0285 |  | (3,202,850.00) |
| As at June 30, 2020 |  | 19,712.94 |  |  |  | 4,023,526.47 |  |  |  | 128,867,682.76 |

1. **NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE**

As at June 30, 2020 and December 31, 2019, The Company’s Non-current assets classified as held for sale are as follows:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | June 30, 2020 |  | December 31, 2019 |  | June 30, 2020 |  | December 31, 2019 |
| **Non-marketable equity securities** |  |  |  |  |  |  |  |  |
| **-Other parties** |  |  |  |  |  |  |  |  |
| YLP Co., Ltd. |  | 256,243,013.73 |  | 256,243,013.73 |  | 256,243,013.73 |  | 256,243,013.73 |
| **Total non-current assets classified as held for sale** |  | 256,243,013.73 |  | 256,243,013.73 |  | 256,243,013.73 |  | 256,243,013.73 |

On November 8, 2019, the Company received 1,257,999 shares from YLP Company Limited for debt settlement of a company and aims to hold shares in YLP on short term basis only. In December 2019, the Company has entered into Sale and Purchase Agreement to sell all YLP shares with non- related party. Payment and transfer of shares due in September 2020. As at the date of this report, the Company received payment from the purchaser in the amount of 118.37 million baht.

**10. INVESTMENTS IN SUBSIDIARY COMPANIES**

As at June 30, 2020 and December 31, 2019, the Company's investments in its subsidiary companies are as follows:-

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  | | |  | |  | | | | Investments (Unit : Thousand Baht) | | | | | | |
|  |  |  |  | | |  | | |  |  | | | |  | | Allowance for | | |
|  |  |  |  | | |  | | |  |  | | | |  | | Impairment of | | |
|  |  | Paid-up share capital | | | Shareholding | | | | | | Cost Method | | | Net book value | | Subsidiaries investment | | |
|  | Type of | June 30 | | December 31 | June 30 | | December 31 | | | June 30 | | | December 31 | June 30 | December 31 | June 30 | | December 31 |
| Name of company | business | 2020 | | 2019 | 2020 | | 2019 | | | 2020 | | | 2019 | 2020 | 2019 | 2020 | | 2019 |
|  |  | (Baht) | | (Baht) | % | | % | | |  | | |  |  |  |  | |  |
| Binswanger Brooker (Thailand) Limited | Real estate brokerage and consultancy | 22.87 mil | | 22.87 mil | 99.99 | | 99.99 | | | 9,222 | | | 9,222 | 14,039 | 14,223 | - | | - |
|  |  |  | |  |  | |  | | |  | | |  |  |  |  | |  |
| Brooker Planner Co.,Ltd. | Business consultant | 43.38 mil | | 43.38 mil | 99.99 | | 99.99 | | | - | | | - | - | - | - | | - |
|  |  |  | |  | (Indirect shareholding) | | | | |  | | |  |  |  |  | |  |
| Brooker Corporate Advisory Co., Ltd. | Business consultant | 31.02 mil | | 31.02 mil | 99.99 | | 99.99 | | | 31,011 | | | 31,011 | (16,190) | (10,317) | - | | - |
|  |  |  | |  |  | |  | | |  | | |  |  |  |  | |  |
| Brooker Business Development Co., Ltd. | Business consultant | 2.00 mil | | 2.00 mil | 99.99 | | 99.99 | | | 2,000 | | | 2,000 | (18,899) | (17,657) | (2,000) | | (2,000) |
|  |  |  | |  |  | |  | | |  | | |  |  |  |  | |  |
| Brooker International Co., Ltd. | Business consultant for foreign clients | US Dollar 600,000 | | US Dollar 600,000 | 100.00 | | 100.00 | | | 17,844 | | | 17,844 | 89,967 | 71,478 | - | | - |
|  |  |  | |  |  | |  | | |  | | |  |  |  |  | |  |
| Investment in subsidiaries | | | |  |  | |  | | | 60,077 | | | 60,077 | 68,917 | 57,727 | (2,000) | | (2,000) |
| Less : Allowance for Impairment | | | |  |  | |  | | | (2,000) | | | (2,000) |  |  |  | |  |
| Net Investments in subsidiary companies - The Company Only | | | | |  | |  | | | 58,077 | | | 58,077 |  |  |  |

**11. OTHER NON-CURRENT FINANCIAL ASSETS**

As at June 30, 2020 and December 31, 2019, the Company has other non-current financial assets as follows;

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | |  | BAHT | |
|  |  | Consolidated Financial Statement | |  | Separate Financial Statement | |
|  |  | June 30 | December 31 |  | June 30 | December 31 |
| **Non-marketable equity securities** | Type of business | 2020 | 2019 |  | 2020 | 2019 |
| **Other parties** |  |  |  |  |  |  |
| Advance Finance Plc. | Finance | 185,000,000.00 | 185,000,000.00 |  | 185,000,000.00 | 185,000,000.00 |
| Total -other parties |  | 185,000,000.00 | 185,000,000.00 |  | 185,000,000.00 | 185,000,000.00 |
| **Related parties** |
| Civetta Capital Co., Ltd. | Fund Management | 523.39 | 510.80 |  | - | - |
| Total -related parties |  | 523.39 | 510.80 |  | - | - |
| **Total other non-current financial assets** | | 185,000,523.39 | 185,000,510.80 |  | 185,000,000.00 | 185,000,000.00 |

1. **LOAN TO OTHERS – LONG TERM**

As at June 30, 2020 and December 31, 2019, the Company has loan to others – long term as follows;

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | |  | BAHT | | | | | |
|  | |  | Consolidated Financial Statement and  Separate Financial Statement | | | | | |
|  | |  | June 30, 2020 | |  | December 31, 2019 | | |
| Loan to other – long term | |  | 580,000,000.00 | |  | 580,000,000.00 | | |
| Provision increase (decrease) during the period | |  | (188,500,000.00) | |  | (188,500,000.00) | | |
| Total Loan to other – long term | |  | 391,500,000.00 | |  | 391,500,000.00 | | |
|  | | |  | | |  |  | |

The transactions of loans to others – long term during the period ended June 30, 2020, are as follow;

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | | | | | |  | | POLICY | | |
|  |  | Consolidated Financial Statement / Separate Financial Statement | | | | | | | | | | |  | | ON | | |
|  |  | December 31, 2019 |  | Increase |  | | Decrease | |  | June 30, 2020 | |  | | LENDING COST | | |
| Other persons non-related \* |  | 580,000,000.00 |  | - | |  | | - | |  | 580,000,000.00 | | |  | | 15.00% p.a. | | |
| Total |  | 580,000,000.00 |  | - | |  | | - | |  | 580,000,000.00 | | |  | |  | | |
| Less : Allowance for doubtful accounts |  | (188,500,000.00) |  | - | |  | | - | |  | (188,500,000.00) | | |  | |  | | |
| Total loans to others – long term |  | 391,500,000.00 |  | - | |  | | - | |  | 391,500,000.00 | | |  | |  | | |

\* On January 25, 2018, the Company entered into a loan agreement with a non-related person to lend an amount of Baht 580 million for a two-year period with interest rate at 15% p.a. The loan is secured by common stock valued at 1.5 times of the amount of the loan on the loan agreement signing date. The Board of Directors of the Company has a resolution approve the loan. Currently, the loan agreement expiration date has been extended to July 31, 2020. Curtain amount of allowance for doubtful accounts has been provided.

1. **PROPERTY AND EQUIPMENT, NET**

The movement of property, plant and equipment for the six-month period ended June 30, 2020 was as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | BAHT | | |
|  |  | Consolidated Financial Statement |  | Separate Financial Statement |
| **Cost** |  |  |  |  |
| At January 1, 2020 |  | 78,471,033.16 |  | 78,471,033.16 |
| Additions |  | 5,429,187.60 |  | 5,429,187.60 |
| Disposals/written-off |  | - |  | - |
| At June 30, 2020 |  | 83,900,220.76 |  | 83,900,220.76 |
| **Accumulated depreciation** |  |  |  |  |
| At January 1, 2020 |  | 48,042,855.63 |  | 48,042,855.63 |
| Additions |  | 1,871,756.04 |  | 1,871,756.04 |
| Disposals/written-off |  | - |  | - |
| At June 30, 2020 |  | 49,914,611.67 |  | 49,914,611.67 |
| **Net book value** |  |  |  |  |
| Balance as of January 1, 2020 |  | 30,428,177.53 |  | 30,428,177.53 |
| Balance as of June 30, 2020 |  | 33,985,609.09 |  | 33,985,609.09 |

1. **INVESTMENT PROPERTY, NET**

The movement of investment property for the six-month period ended June 30, 2020 was as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | BAHT | | |
|  |  | Consolidated Financial Statement |  | Separate Financial Statement |
| **Cost** |  |  |  |  |
| At January 1, 2020 |  | 8,803,554.00 |  | 8,803,554.00 |
| Property, increase (decrease) |  | - |  | - |
| At June 30, 2020 |  | 8,803,554.00 |  | 8,803,554.00 |
| **Accumulated Depreciation** |  |  |  |  |
| At January 1, 2020 |  | 1,872,865.50 |  | 1,872,865.50 |
| Increase (decrease) |  | 218,886.18 |  | 218,886.18 |
| At June 30, 2020 |  | 2,091,751.68 |  | 2,091,751.68 |
| **Net book value** |  |  |  |  |
| Balance as of January 1, 2020 |  | 6,930,688.50 |  | 6,930,688.50 |
| Balance as of June 30, 2020 |  | 6,711,802.32 |  | 6,711,802.32 |

On September 30, 2015, The Company received a transfer of 2 condominium units valued at approximately Baht 8.8 million. The assets were recorded as “Investment Property.” The fair value of the condominium units, which is the market price Baht 11.34 million according to an independent valuator dated November 28, 2019.

**15. CORPORATE INCOME TAX**

In accordance with taxable conditions on Thailand’s revenue code, the Company and its subsidiaries has calculated its net taxable profit (loss) by taking both any forbidding expenditures and any reduced or exceptionable accounting transactions to adding - up or deducting from net profit (loss) under accounting base.

The corporate income tax rate being used in the period 2020 and 2019 are 20%. Interim corporate income tax was calculated on profit before income tax for the period, using the tax rate 20 percent for the year.

15.1 Income tax expenses for the six-month periods ended June 30, 2020 and 2019 are made up as follows:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | 2020 |  | 2019 |  | 2020 |  | 2019 |
| **Current income tax:** |  |  |  |  |  |  |  |  |
| Interim corporate income tax charge |  | 17,369,612.99 |  | 13,631,619.07 |  | 17,369,612.99 |  | 13,631,619.07 |
| Deferred tax: |  |  |  |  |  |  |  |  |
| Relating to origination and reversal |  |  |  |  |  |  |  |  |
| of temporary differences |  | (18,961,685.68) |  | 833,362.45 |  | (18,993,672.68) |  | 5,469,008.45 |
| Effects to deferred tax from change |  |  |  |  |  |  |  |  |
| of income tax rates |  | - |  | - |  | - |  | - |
| Income tax expense reported in  the statements of  comprehensive income |  | (1,592,072.69) |  | 14,464,981.52 |  | (1,624,059.69) |  | 19,100,627.52 |

15.2 The reconciliation of the income tax expense and the result of the multiplying of the accounting profit with tax rate for the six-month period ended June 30, 2020 and 2019 are presented as the following:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | |
|  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  | 2020 |  | 2019 |  | 2020 |  | 2019 |
| Accounting profit before corporate income tax | (43,840,155.97) |  | 116,760,159.47 |  | (51,961,360.19) |  | 655,779,424.05 |
| Corporate income tax rates | 20% |  | 20% |  | 20% |  | 20% |
| Accounting profit before corporate income tax |  |  |  |  |  |  |  |
| Multiply by tax rates | (8,768,031.20) |  | 23,352,031.89 |  | (10,392,272.05) |  | 131,155,884.80 |
| Effects to deferred tax from change of income tax rates | (18,961,685.68) |  | 833,362.45 |  | (18,993,672.68) |  | 5,469,008.45 |
| Income tax effects that is nondeductible in |  |  |  |  |  |  |  |
| calculation of profit: |  |  |  |  |  |  |  |
| - Revenue exempted in tax calculation | (5,023,586.00) |  | (17,381,577.40) |  | (1,687,577.20) |  | (118,519,742.11) |
| - Nondeductible expenses | 29,523,131.51 |  | 5,829,643.63 |  | 29,449,462.24 |  | 995,476.38 |
| - Tax loss | 1,638,098.68 |  | 1,831,520.95 |  | - |  | - |
| Income tax expense presented in the Statement |  |  |  |  |  |  |  |
| of Income | (1,592,072.69) |  | 14,464,981.52 |  | (1,624,059.69) |  | 19,100,627.52 |

15.3 Components of deferred tax assets and deferred tax liabilities comprised of the following items:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | |
|  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  | June 30, 2020 |  | December 31,2019 |  | June 30, 2020 |  | December 31,2019 |
| Deferred tax assets |  |  |  |  |  |  |  |
| Allowance for doubtful accounts – Trade receivables | 276,418.45 |  | 276,418.45 |  | 276,418.45 |  | 276,418.45 |
| Allowance for doubtful accounts – Account receivable - Other | 5,722,191.78 |  | 5,722,191.78 |  | 5,722,191.78 |  | 5,722,191.78 |
| Allowance for impairment of investments | 687,114.72 |  | 687,114.72 |  | 399,994.00 |  | 399,994.00 |
| Investment in marketable securities | 7,120,000.00 |  | 7,170,778.00 |  | - |  | - |
| Allowance for doubtful accounts – Loans to others | 38,681,600.00 |  | 38,681,600.00 |  | 38,681,600.00 |  | 38,681,600.00 |
| Employee benefit obligations | 5,860,417.40 |  | 5,603,269.60 |  | 5,617,948.60 |  | 5,379,591.80 |
| Benefits from accumulated tax loss | - |  | - |  | - |  | - |
| Total | 58,347,742.35 |  | 58,141,372.55 |  | 50,698,152.83 |  | 50,459,796.03 |

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| Deferred tax liabilities |  |  |  |  |  |  |  |
| Investment in marketable securities | 13,265,404.35 |  | 32,020,720.23 |  | 13,265,404.35 |  | 32,020,720.23 |
| Total | 13,265,404.35 |  | 32,020,720.23 |  | 13,265,404.35 |  | 32,020,720.23 |

1. **SHORT TERM LOAN FROM FINANCIAL INSTITUTE**

Short term loan from financial institute as at June 30, 2020 and December 31, 2019 was as follows:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | June 30, 2020 |  | December 31, 2019 |  | June 30, 2020 |  | December 31, 2019 |
| A Financial Institute |  | 100,000,000.00 |  | 350,000,000.00 |  | 100,000,000.00 |  | 350,000,000.00 |
| Total Short-term loan from Financial Institute |  | 100,000,000.00 |  | 350,000,000.00 |  | 100,000,000.00 |  | 350,000,000.00 |

The Company received credit facilities from a financial institute amounting totally Baht 500 million with no collateral for a period of one year which is due for rollover every 3 months. Interest rate is based on the local Money Market Rate

**17. ACCOUNTS PAYABLE TRADE – NON-RELATED PARTIES**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | BAHT | | | |
|  | Consolidated Financial Statement | | Separate Financial Statement | |
|  | June 30, 2020 | December 31, 2019 | June 30, 2020 | December 31, 2019 | |
| Bualuang Securities Plc. | - | 194,140,800.00 | - | 194,140,800.00 | |
| Asian Ocean Enterprises Limited | 478,237.49 | 6,236,608.77 | - | - | |
| Simpson Financial Limited | 882,564.47 | 466,930.34 | - | - | |
| Total accounts payable trade – non-related parties | 1,360,801.96 | 200,844,339.11 | - | 194,140,800.00 | |

**18. OTHER CURRENT PAYABLE – NON-RELATED PARTIES**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | BAHT | | | |
|  | Consolidated Financial Statement | | Separate Financial Statement | |
| **NON-RELATED PARTIES** | June 30, 2020 | December 31, 2019 | June 30, 2020 | December 31, 2019 |
|  |  |  |  |  |
| Accounts payable other | 622,377.25 | 4,805,924.15 | 121,722.99 | 358,570.70 |
| Unearned income | 127,778,525.19 | 27,294,407.47 | 127,778,525.19 | 27,294,407.47 |
| Accrued Expenses | 19,734,857.09 | 48,229,618.91 | 12,355,992.79 | 40,616,191.37 |
| Total accounts payable other – non related parties | 148,135,759.53 | 80,329,950.53 | 140,256,240.97 | 68,269,169.54 |

**19. EMPLOYEE BENEFITS OBLIGATION**

Movements in the present value of the provision under defined benefit obligation for the six-month period ended June 30, 2020 and for the year ended December 31, 2019 were as follows:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | |
|  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  | For the six-month period |  |  |  | For the six-month period |  |  |
|  | Ended |  | For the year ended |  | ended |  | For the year ended |
|  | June 30,2020 |  | December 31,2019 |  | June 30,2020 |  | December 31,2019 |
| Employee benefits obligation as of |  |  |  |  |  |  |  |
| beginning of periods | 28,016,348.00 |  | 25,649,866.00 |  | 26,897,959.00 |  | 23,744,276.00 |
| Current service cost and interest cost | 1,285,739.00 |  | 2,366,482.00 |  | 1,191,784.00 |  | 2,156,485.67 |
| Past service cost | - |  | - |  | - |  | 997,197.33 |
| Gain (loss) from estimate of actuarial assumptions | - |  | - |  | - |  | - |
| Employee benefits obligation as of  ending of periods | 29,302,087.00 |  | 28,016,348.00 |  | 28,089,743.00 |  | 26,897,959.00 |

Expenses recognized in gain or loss for the six-month periods ended June 30, 2020 and 2019 are as follow;

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | |
|  | For the six-month period ended June 30 | | | | | | |
|  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  | 2020 |  | 2019 |  | 2020 |  | 2019 |
| Current service cost | 1,004,731.00 |  | 929,787.00 |  | 926,970.00 |  | 826,717.00 |
| Interest cost | 281,008.00 |  | 253,452.00 |  | 264,814.00 |  | 231,322.67 |
| Total | 1,285,739.00 |  | 1,183,239.00 |  | 1,191,784.00 |  | 1,058,039.67 |

The Company hires an actuary to compute this provision according to the accounting standard. The principle actuarial assumptions used to calculate the provision under the retirement benefit obligation as at June 30, 2020 and December 31, 2019 are as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement /  Separate Financial Statement | | |  |
|  | 2020 |  | 2019 |  |
| Discount rate | 2.25 - 3.39% |  | 2.25 - 3.39% |  |
| Expected rate of salary increase | 0 – 10.00% |  | 0 – 10.00% |  |
| Voluntary resignation rate | 0 – 4.00% |  | 0 – 4.00% |  |
| Mortality rate | TMO 2017 |  | TMO 2017 |  |

Sensitivity analysis of significant actuarial assumptions

Significant actuarial assumptions for sensitivity analysis are discount rate, salary increase rate and mortality, while holding all other assumptions constant. The sensitivity analysis of change in the relevant actuarial assumption that was reasonably possible as of June 30, 2020 as follows:

- If the discount rate increases (decreases) by 1.0%, the employee benefit obligation would decrease Baht 0.75million (increase Baht 0.86 million).

- If the salary increase rate increases (decreases) by 1.0%, the employee benefit obligation would increase Baht 1.39 million (decrease Baht 0.83 million).

- If the life expectancy increases (decreases) by one year for all employees, the employee benefit obligation would increase Baht 0.03 million (decrease Baht 0.03 million).

In presenting the above sensitivity analysis, the present value of the employee benefit obligation has been calculated by using the same method that applied in calculating the employee benefit obligation recognized in the statement of financial position.

**20. SHARE CAPITAL**

Movement of the numberof ordinary shares, paid-up capital and premium (discount) of the ordinary share value of the Company are as the following;

|  |  |  |  |
| --- | --- | --- | --- |
| Particular | No of shares |  | Amount |
|  | (Thousand shares) |  | (Thousand Baht) |
| Registered ordinary share |  |  |  |
| December 31, 2014 | 1,405,847 |  | 702,924 |
| May 6, 2015 decrease capital | (10) |  | (5) |
| Share before change par value | 1,405,837 |  | 702,919 |
| May 7, 2015 change par value (1:4) | 5,623,349 |  | 702,919 |
| May 8, 2015 increase during the year to accommodate exercise of warrant right | 24,000 |  | 3,000 |
| December 31, 2018 | 5,647,349 |  | 705,919 |
| April 29, 2019 decrease capital | (9,744) |  | (1,218) |
| May 2, 2019 increase during the year to accommodate exercise of warrant right | 1,409,401 |  | 176,175 |
| June 30, 2020 | 7,047,006 |  | 880,876 |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Particular | No of shares |  | Amount |  | Premium (discount) of share value |
|  | (Thousand shares) |  | (Thousand Baht) |  | (Thousand Baht) |
| Issued and paid-up ordinary share |  |  |  |  |  |
| December 31, 2018 | 5,637,605 |  | 704,701 |  | 144,890 |
| July 3, 2019 shareholder exercise of warrant right | 1,861 |  | 232 |  | 233 |
| October 3, 2019 shareholder exercise of warrant right | 156 |  | 20 |  | 19 |
| December 31, 2019 | 5,639,622 |  | 704,953 |  | 145,142 |
| January 7, 2020 shareholder exercise of warrant right | 4,070 |  | 508 |  | 509 |
| April 3, 2020 shareholder exercise of warrant right | 324,123 |  | 40,516 |  | 40,515 |
| June 30, 2020 | 5,967,815 |  | 745,977 |  | 186,166 |

On April 27, 2015, the resolution of the annual general shareholders meeting no. 1/2015 resolved to,

1. Change of par value of shares of the Company from Baht 0.50 per share to Baht 0.125 per share.

2. Amendment of the change of registered share capital of Baht 702,918,641 of 1,405,837,282 ordinary shares to Baht 705,918,641 of 5,647,349,128 ordinary shares.

**21. WARRANTS - BROOK-W5**

On April 24, 2019, The Company’s ordinary shareholders meeting no. 1/2019 approved a resolution to issue 1,409,401,217 warrants (BROOK-W5) value at Baht 0.00 per unit with rights to purchase newly issued ordinary shares for 3 years from the issued date to existing shareholders. A unit of warrant has the rights to purchase 1 new ordinary share unless the exercised rights are adjusted according to the exercise adjustment conditions, at an exercise price of Baht 0.25 per share unless the exercised prices are adjusted according to the exercise adjustment condition. As of June 30, 2019, the shareholders paid for newly issued ordinary shares according to the warrants of 1,861,000 units totaling Baht 465,250.00. The Company registered the share increase and the paid-up shares with the Ministry of Commerce on July 3, 2019. The remaining of warrants which have not been exercised are 1,407,540,217 units.

On September 30, 2019, shareholders exercised their warrant rights to purchase the allotted ordinary shares for 156,317 units to receive 156,317 units of rights at the exercise price of Baht 0.25 per share totaling Baht 39,079.25. The Company registered the share increase and the paid-up shares with the Ministry of Commerce on October 3, 2019. The remaining of warrants which have not been exercised are 1,407,383,900 units.

On December 31, 2019, shareholders exercised their warrant rights to purchase the allotted ordinary shares for 4,069,800 units to receive 4,069,800 units of rights at the exercise price of Baht 0.25 per share totaling Baht 1,017,450.00 The Company registered the share increase and the paid-up shares with the Ministry of Commerce on January 7, 2020. The remaining of warrants which have not been exercised are 1,403,314,100 units.

On March 31, 2020, shareholders exercised their warrant rights to purchase the allotted ordinary shares for 324,123,203 units to receive 324,123,203 units of rights at the exercise price of Baht 0.25 per share totaling Baht 81,030,800.75 The Company registered the share increase and the paid-up shares with the Ministry of Commerce on April 3, 2020. The remaining of warrants which have not been exercised are 1,079,190,897 units.

On June 30, 2020, shareholders exercised their warrant rights to purchase the allotted ordinary shares for 671,028,294 units to receive 671,028,294 units of rights at the exercise price of Baht 0.25 per share totaling Baht 167,757,073.50 The Company registered the share increase and the paid-up shares with the Ministry of Commerce on July 3, 2020. The remaining of warrants which have not been exercised are 408,162,603 units.

As of June 30, 2020, the exercised warrants and unexercised warrants balance are as follows:

|  |  |  |
| --- | --- | --- |
|  |  | Number of units |
|  |  |  |
|  |  | BROOK-W5 |
| Allotted warrants |  | 1,409,401,217 |
| Less : Exercised and converted to ordinary |  |  |
| Shares as of June 30, 2020 |  | (330,210,320) |
| Balance of allotted warrants |  | 1,079,190,897 |
| Duration of the warrants |  | 3 Years |
| Exercise rate (units : share) |  | 1 : 1 |
| Exercise price to buy 1 ordinary share (Baht) |  | Baht 0.25 |
| First exercise date |  | Jun 28, 2019 |
| Last exercise date |  | May 20, 2022 |

**22. RECONCILIATION OF DILUTED EARNINGS (LOSS) PER SHARE**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement | | | | | |
|  | For the three-month periods ended June 30 | | | | | |
|  |  | | Weighted average number | |  | |
|  | Net earnings (loss) | | of ordinary shares | | Earnings (loss) per share | |
|  | (Thousand Baht) | | (Thousand shares) | | (Baht) | |
|  | 2020 | 2019 | 2020 | 2019 | 2020 | 2019 |
| **Basic earnings (loss) per share** |  |  |  |  |  |  |
| Net earnings (loss) | 270,422 | 95,248 | 5,960,692 | 5,637,605 | 0.05 | 0.02 |
| **Effect of dilutive potential ordinary shares** |  |  |  |  |  |  |
| Warrants |  |  |  |  |  |  |
| (2019 : 1,409,401,156 units) |  |  |  |  |
| (2020 : 1,079,190,897 units) |  |  | 405,226 | 690,319 |  |  |
| **Diluted earnings (loss) per share** |  |  |  |  |  |  |
| Net earnings (loss) of ordinary shareholders |  |  |  |  |  |  |
| (assuming conversion of potential ordinary |  |  |  |  |  |  |
| shares to ordinary shares) | 270,422 | 95,248 | 6,365,918 | 6,327,924 | 0.04 | 0.02 |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement | | | | | |
|  | For the six-month periods ended June 30 | | | | | |
|  |  | | Weighted average number | |  | |
|  | Net earnings (loss) | | of ordinary shares | | Earnings (loss) per share | |
|  | (Thousand Baht) | | (Thousand shares) | | (Baht) | |
|  | 2020 | 2019 | 2020 | 2019 | 2020 | 2019 |
| **Basic earnings (loss) per share** |  |  |  |  |  |  |
| Net earnings (loss) | (38,582) | 96,359 | 5,802,058 | 5,637,605 | (0.01) | 0.02 |
| **Effect of dilutive potential ordinary shares** |  |  |  |  |  |  |
| Warrants |  |  |  |  |  |  |
| (2019 : 1,409,401,156 units) |  |  |  |  |
| (2020 : 1,079,190,897 units) |  |  | 458,128 | 690,319 |  |  |
| **Diluted earnings (loss) per share** |  |  |  |  |  |  |
| Net earnings (loss) of ordinary shareholders |  |  |  |  |  |  |
| (assuming conversion of potential ordinary |  |  |  |  |  |  |
| shares to ordinary shares) | (38,582) | 96,359 | 6,260,186 | 6,327,924 | (0.01) | 0.02 |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | Separate Financial Statement | | | | | |
|  | For the three-month periods ended June 30 | | | | | |
|  |  | | Weighted average number | |  | |
|  | Net earnings (loss) | | of ordinary shares | | Earnings (loss) per share | |
|  | (Thousand Baht) | | (Thousand shares) | | (Baht) | |
|  | 2020 | 2019 | 2020 | 2019 | 2020 | 2019 |
| **Basic earnings (loss) per share** |  |  |  |  |  |  |
| Net earnings (loss) | 195,683 | 510,640 | 5,960,692 | 5,637,605 | 0.03 | 0.09 |
| **Effect of dilutive potential ordinary shares** |  |  |  |  |  |  |
| Warrants |  |  |  |  |  |  |
| (2019 : 1,409,401,156 units) |  |  |  |  |  |  |
| (2020 : 1,079,190,897 units) |  |  | 405,226 | 690,319 |  |  |
| **Diluted earnings (loss) per share** |  |  |  |  |  |  |
| Net earnings (loss) of ordinary shareholders |  |  |  |  |  |  |
| (assuming conversion of potential ordinary |  |  |  |  |  |  |
| shares to ordinary shares) | 195,683 | 510,640 | 6,365,918 | 6,327,924 | 0.03 | 0.08 |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | Separate Financial Statement | | | | | |
|  | For the six-month periods ended June 30 | | | | | |
|  |  | | Weighted average number | |  | |
|  | Net earnings (loss) | | of ordinary shares | | Earnings (loss) per share | |
|  | (Thousand Baht) | | (Thousand shares) | | (Baht) | |
|  | 2020 | 2019 | 2020 | 2019 | 2020 | 2019 |
| **Basic earnings (loss) per share** |  |  |  |  |  |  |
| Net earnings (loss) | (50,337) | 636,679 | 5,802,058 | 5,637,605 | (0.01) | 0.11 |
| **Effect of dilutive potential ordinary shares** |  |  |  |  |  |  |
| Warrants |  |  |  |  |  |  |
| (2019 : 1,409,401,156 units) |  |  |  |  |  |  |
| (2020 : 1,079,190,897 units) |  |  | 458,128 | 690,319 |  |  |
| **Diluted earnings (loss) per share** |  |  |  |  |  |  |
| Net earnings (loss) of ordinary shareholders |  |  |  |  |  |  |
| (assuming conversion of potential ordinary |  |  |  |  |  |  |
| shares to ordinary shares) | (50,337) | 636,679 | 6,260,186 | 6,327,924 | (0.01) | 0.10 |

**23. DIVIDEND PAYMENT**

On August 5, 2019, the board of directors meeting approves the resolutions to pay interim dividend to the shareholders from the Company’s earnings during the period of January 1, 2019 to June 30, 2019 at Baht 0.02 per share or not exceeding of Baht 112.79 million. The interim dividend was paid on September 4, 2019.

On November 13, 2019, the board of directors meeting approves the resolutions to pay special dividend to the shareholders from the Company’s earnings during the period of January 1, 2019 to June 30, 2019 at Baht 0.02 per share or not exceeding of Baht 112.79 million. The special dividend paid on December 12, 2019.

On April 10, 2020, the board of directors meeting approves the resolutions to pay interim dividend to the shareholders from the Company’s earnings during the period of July 1, 2019 to December 31, 2019 at Baht 0.03 per share or not exceeding of Baht 179.03 million. The interim dividend was paid on May 8, 2020.

**24. EXPENSES BY NATURE**

The material expenses for the six-month periods ended June 30, 2020 and 2019 are categorized by their natures as follows:

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | | | | | | | |
|  | Consolidated Financial Statement | | |  | | Separate Financial Statement | | | | | | | |
|  | 2020 |  | 2019 |  | | 2020 | |  | | | 2019 | | |
| Personnel expenses  (Excluded Management benefit expenses) | 11,868,228.40 |  | 9,790,491.76 | |  | | 10,302,552.76 | |  | | | 7,396,116.53 | | |
| Management remunerations  (Included in Cost of service and administrative expenses) | 22,494,913.37 |  | 19,697,092.42 | |  | | 22,494,913.37 | |  | | | 19,697,092.42 | | |
| Depreciation and amortization | 2,090,642.22 |  | 1,866,647.04 | |  | | 2,090,642.22 | |  | | | 1,846,855.30 | | |
| Consulting fee | 2,811,467.54 |  | 4,578,380.00 | |  | | 2,585,293.54 | |  | | | 3,526,000.00 | | |
| Advertising expenses | 934.56 |  | 25,497.17 | |  | | - | |  | | | 24,562.61 | | |
| Foreign Business Information fees | 780,117.85 |  | 719,539.86 | |  | | 755,746.17 | | |  | | | 673,262.47 | |

**25. FINANCIAL INFORMATION BY SEGMENT OF BUSINESS**

The major operation of the Company is in Thailand and in a foreign country. The Company had classified its segment operation as follow;

**25.1 The results of operations by segment**

(Unit: Thousand Baht)

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement | | | | | | | | |
|  | For three-month periods ended June 30, 2020 and 2019 | | | | | | | | |
|  | Business Consulting | | Investments | | Eliminated | | Consolidated | | |
|  | 2020 | 2019 | 2020 | 2019 | 2020 | 2019 | 2020 | 2019 |
| Sales and services income | 22,021 | 140,734 | 359,505 | 22,122 | (3,645) | (4,053) | 377,881 | 158,803 |
| Cost of sales and services | (10,079) | (13,364) | (13,591) | (5,326) | 3,517 | 3,380 | (20,153) | (15,310) |
| Gross earnings (loss) | 11,942 | 127,370 | 345,914 | 16,796 | (128) | (673) | 357,728 | 143,493 |
| Other income |  |  |  |  |  |  | 1,493 | - |
| Administrative expenses |  |  |  |  |  |  | (38,120) | (31,985) |
| Financial costs |  |  |  |  |  |  | (998) | (3,720) |
| Income tax |  |  |  |  |  |  | (54,767) | (9,661) |
| Loss (Gain) of non-controlling interest |  |  |  |  |  |  | 5,086 | (2,879) |
| Net profit (loss) |  |  |  |  |  |  | 270,422 | 95,248 |

(Unit: Thousand Baht)

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement | | | | | | | | |
|  | For six-month periods ended June 30, 2020 and 2019 | | | | | | | | |
|  | Business Consulting | | Investments | | Eliminated | | Consolidated | | |
|  | 2020 | 2019 | 2020 | 2019 | 2020 | 2019 | 2020 | 2019 |
| Sales and services income | 46,886 | 193,902 | 13,013 | 13,620 | (7,291) | (8,483) | 52,608 | 199,039 |
| Cost of sales and services | (21,499) | (24,885) | (18,882) | (10,711) | 6,737 | 6,869 | (33,644) | (28,727) |
| Gross earnings (loss) | 25,387 | 169,017 | (5,869) | 2,909 | (554) | (1,614) | 18,964 | 170,312 |
| Other income |  |  |  |  |  |  | 32,781 | 4,504 |
| Administrative expenses |  |  |  |  |  |  | (47,451) | (40,716) |
| Unrealized loss from measurement of other current financial assets |  |  |  |  |  |  | (38,373) | (6,984) |
| Loss on sales from measurement of other current financial assets |  |  |  |  |  |  | (7,761) | (3,135) |
| Financial costs |  |  |  |  |  |  | (2,000) | (7,221) |
| Income tax |  |  |  |  |  |  | 1,592 | (14,465) |
| Loss (Gain) of non-controlling interest |  |  |  |  |  |  | 3,666 | (5,936) |
| Net profit (loss) |  |  |  |  |  |  | (38,582) | 96,359 |

(Unit : Thousand Baht)

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | Separate Financial Statement | | | | | |
|  | For three-month periods ended June 30, 2020 and 2019 | | | | | |
|  | Business Consulting | | Investments | | Separate | |
|  | 2020 | 2019 | 2020 | 2019 | 2020 | 2019 |
| Sales and services income | 18,447 | 76,085 | 274,355 | 492,964 | 292,802 | 569,049 |
| Cost of sales and services | (9,244) | (11,980) | - | - | (9,244) | (11,980) |
| Gross earnings (loss) | 9,203 | 64,105 | 274,355 | 492,964 | 283,558 | 557,069 |
| Other income |  |  |  |  | 1,417 | - |
| Administrative expenses |  |  |  |  | (34,941) | (30,944) |
| Financial costs |  |  |  |  | (998) | (3,792) |
| Income tax |  |  |  |  | (53,353) | (11,693) |
| Net profit (loss) |  |  |  |  | 195,683 | 510,640 |

(Unit : Thousand Baht)

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | Separate Financial Statement | | | | | |
|  | For six-month periods ended June 30, 2020 and 2019 | | | | | |
|  | Business Consulting | | Investments | | Separate | |
|  | 2020 | 2019 | 2020 | 2019 | 2020 | 2019 |
| Sales and services income | 41,149 | 120,100 | 12,152 | 598,971 | 53,301 | 719,071 |
| Cost of sales and services | (19,827) | (21,474) | - | - | (19,827) | (21,474) |
| Gross earnings (loss) | 21,322 | 98,626 | 12,152 | 598,971 | 33,474 | 697,597 |
| Other income |  |  |  |  | 28,912 | 4,504 |
| Administrative expenses |  |  |  |  | (43,869) | (38,830) |
| Unrealized loss from measurement of other current financial assets |  |  |  |  | (66,852) | - |
| Loss on sales from measurement of other current financial assets |  |  |  |  | (1,626) | - |
| Financial costs |  |  |  |  | (2,000) | (7,491) |
| Income tax |  |  |  |  | 1,624 | (19,101) |
| Net profit (loss) |  |  |  |  | (50,337) | 636,679 |

The above results of operations by segment are presented in detail format by net profit as follow:

(Unit : Thousand Baht)

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement | | | | | |
|  | For three-month periods ended June 30, 2020 and 2019 | | | | | |
|  | Business Consulting | | Investments | | Consolidated | |
|  | 2020 | 2019 | 2020 | 2019 | 2020 | 2019 |
| Sales and services income | 18,376 | 136,681 | 359,505 | 22,122 | 377,881 | 158,803 |
| Cost of sales and services | (15,507) | (9,079) | (4,646) | (6,231) | (20,153) | (15,310) |
| Gross earnings (loss) | 2,869 | 127,602 | 354,859 | 15,891 | 357,728 | 143,493 |
| Other income | 1,493 | - | - | - | 1,493 | - |
| Administrative expenses | (32,497) | (28,072) | (5,623) | (3,913) | (38,120) | (31,985) |
| Financial costs | (998) | (3,720) | - | - | (998) | (3,720) |
| Income tax | (54,349) | (2,869) | (418) | (6,792) | (54,767) | (9,661) |
| Loss (Gain) of non-controlling interest | 5,086 | (2,879) | - | - | 5,086 | (2,879) |
| Net profit (loss) | (78,396) | 90,062 | 348,818 | 5,186 | 270,422 | 95,248 |

(Unit : Thousand Baht)

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement | | | | | |
|  | For six-month periods ended June 30, 2020 and 2019 | | | | | |
|  | Business Consulting | | Investments | | Consolidated | |
|  | 2020 | 2019 | 2020 | 2019 | 2020 | 2019 |
| Sales and services income | 39,595 | 185,419 | 13,013 | 13,620 | 52,608 | 199,039 |
| Cost of sales and services | (24,351) | (18,975) | (9,293) | (9,752) | (33,644) | (28,727) |
| Gross earnings (loss) | 15,244 | 166,444 | 3,720 | 3,868 | 18,964 | 170,312 |
| Other income | 32,781 | 4,504 | - | - | 32,781 | 4,504 |
| Administrative expenses | (39,381) | (34,891) | (8,070) | (5,825) | (47,451) | (40,716) |
| Unrealized loss from measurement of |  |  |  |  |  |  |
| other current financial assets | - | - | (38,373) | (6,984) | (38,373) | (6,984) |
| Loss on sales from measurement of other |  |  |  |  |  |  |
| current financial assets | - | - | (7,761) | (3,135) | (7,761) | (3,135) |
| Financial costs | (2,000) | (7,221) | - | - | (2,000) | (7,221) |
| Income tax | 4,036 | (7,184) | (2,444) | (7,281) | 1,592 | (14,465) |
| Loss (Gain) of non-controlling interest | 3,666 | (5,936) | - | - | 3,666 | (5,936) |
| Net profit (loss) | 14,346 | 115,716 | (52,928) | (19,357) | (38,582) | 96,359 |

The results of operations by segment by geography are presented in detail format by net profit as follow:

(Unit : Thousand Baht)

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement | | | | | |
|  | For three-month periods ended June 30, 2020 and 2019 | | | | | |
|  | Assets | | Service Income | | Net Profit (1) | |
|  | June 30 | December 31 | June 30 | June 30 | June 30 | June 30 |
|  | 2020 | 2019 | 2020 | 2019 | 2020 | 2019 |
| Foreign country | 390,810 | 384,683 | 6,246 | 67,140 | 81,024 | 65,428 |
| Domestic | 2,522,547 | 3,049,117 | 2,620 | 39,891 | 189,398 | 29,820 |
| Total | 2,913,357 | 3,433,800 | 8,866 | 107,031 | 270,422 | 95,248 |

(Unit : Thousand Baht)

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement | | | | | |
|  | For six-month periods ended June 30, 2020 and 2019 | | | | | |
|  | Assets | | Service Income | | Net Profit (1) | |
|  | June 30 | December 31 | June 30 | June 30 | June 30 | June 30 |
|  | 2020 | 2019 | 2020 | 2019 | 2020 | 2019 |
| Foreign country | 390,810 | 384,683 | 11,168 | 74,887 | 30,695 | 54,494 |
| Domestic | 2,522,547 | 3,049,117 | 9,535 | 50,253 | (69,277) | 41,865 |
| Total | 2,913,357 | 3,433,800 | 20,703 | 125,140 | (38,582) | 96,359 |

(1) Net income attributable to equity holders of parents of the period

**25.2 Assets by segment**

(Unit : Thousand Baht)

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | As at June 30, 2020 and December 31, 2019 | | | | | | | |
|  | Business Consulting | | Investments | | Eliminated | | Consolidated | |
|  | 2020 | 2019 | 2020 | 2019 | 2020 | 2019 | 2020 | 2019 |
| Assets |  |  |  |  |  |  |  |  |
| Equipment | 18,210 | 13,581 | - | - | - | - | 18,210 | 13,581 |
| Unallocated equipment |  |  |  |  |  |  | 15,776 | 16,847 |
| Unallocated assets |  |  |  |  |  |  | 2,879,371 | 3,403,372 |
| Total assets |  |  |  |  |  |  | 2,913,357 | 3,433,800 |

**26. COMMITMENTS**

**26.1** As of June 30, 2020 the Company has commitment service which should be paid in the future as follow;

|  |  |  |
| --- | --- | --- |
| **The Brooker Group Public Company Limited** |  |  |
| **Total minimum payments** |  | **Amount**  **(Million Baht)** |
| Not over 1 year |  | 0.14 |
| Over 1 year but not over 5 years |  | 0.02 |
| Over 5 years |  | - |
| Total |  | 0.16 |

**26.2** Binswanger Brooker (Thailand) Limited, a Company's subsidiary, has entered into an agreement with a foreign company to establish an alliance to serve with real estate business in Thailand. The subsidiary company is obliged to comply with certain conditions as stated in the agreement and has to pay a USD 8,000 Global Marketing fee and a USD 2,250 applicable support fee per year. In addition, the subsidiary is committed to contribute its revenue with the contractual party at 5% of its gross revenue and additional 1% of the gross revenue for transactions involved with multi-national company. The agreement has expired in 2015 and has been extended for a period expire August 31, 2020.

**26.3** A subsidiary in foreign countries has entered into a fund management agreement which the Fund was registered in foreign countries. The Fee will be calculated and accrued on monthly basis as the amount stated in the agreement. The agreement has no duration period. Therefore, the agreement is being effective until the liquidation date of the Fund or both parties agree to terminate the agreement.

**26.4** The Company has entered into sell and purchase agreement a condominium unit with a company in the amount of 77.12 million baht. Deposit has been paid in the amount of 53.11 million baht and the remaining amount of 24.01 baht. The company intends to buy for investment.

**27. FINANCIAL INSTRUMENTS**

**27.1**  **Financial risk management policies**

The Company is exposed to normal business risks from changes in market interest rates and currency exchange rates and from non-performance of contractual obligations by counterparties. The Company does not issue derivative financial instruments for speculative or trading purposes.

**27.2 Interest rate risk**

Interest rate risk is the risk that future movements in market interest rates will affect the results of the Company’s operations and its cash flows. Management believes that the interest rate risk is minimal. Hence, the Company and its subsidiary have no hedging agreement to protect against such risk.

**27.3 Foreign currency risk**

The Company is exposed to foreign currency risk relating to trading transactions which are denominated in foreign currencies. Management believes that there is no significant affect from the foreign currency risk. Because of the balance of foreign currency is due from transactions between foreign subsidiaries, which the Company is able to set a payment period corresponding to the fluctuation of exchange rate. Thus, the Company does not use derivative financial instruments to mitigate this risk.

**27.4 Credit risk**

Credit risk is the potential financial loss resulting from the failure of a customer or a counter party to settle its financial and contractual obligations to the Company as and when they fall due. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on customers. At the statement of financial position date there were no significant concentrations of credit risk. The credit risk is represented by the carrying amount of each financial asset in the statement of financial position. However, management does not anticipate material losses from its debt collection.

**27.5 Liquidity risk**

The Company monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Company’s operations and to mitigate the effects of fluctuations in cash flows.

**27.6 Financial instruments carried at fair value**

|  | Thousand Baht | | | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated financial statements** | | | | | | | | |
|  | Cost |  | Fair value | | | | | | |
|  |  |  | Level 1 |  | Level 2 |  | Level 3 |  | Total |
| **June 30, 2020** |  |  |  |  |  |  |  |  |  |
| ***Current*** |  |  |  |  |  |  |  |  |  |
| Short term investment : |  |  |  |  |  |  |  |  |  |
| Trading Securities | 1,144,902 |  | 859,316 |  | - |  | - |  | 859,316 |
| Investments Fund : Fund | 291,177 |  | 328,090 |  | - |  | - |  | 328,090 |

|  | Thousand Baht | | | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Separate financial statements** | | | | | | | | |
|  | Cost |  | Fair value | | | | | | |
|  |  |  | Level 1 |  | Level 2 |  | Level 3 |  | Total |
| **June 30, 2020** |  |  |  |  |  |  |  |  |  |
| ***Current*** |  |  |  |  |  |  |  |  |  |
| Trading Securities | 1,092,389 |  | 831,316 |  | - |  | - |  | 831,316 |

The fair value of the Group’s current investments were determined to be Level 1 under the fair value hierarchy as such current investments have a published price quotation in an active market.

**28. EVENTS AFTER THE REPORTING PERIOD**

On August 11, 2020, the board of directors meeting approves the resolutions to pay interim dividend to the shareholders from the Company’s retained earnings at Baht 0.02 per share or not exceeding of Baht 132.78 million. The interim dividend will be paid on September 10, 2020.

**29. APPROVAL OF THE FINANCIAL STATEMENT**

The interim financial statements have been approved by the Company’s board of directors on August 11, 2020.