**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, 2021**

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 service, Investments and lend money.

**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

In the 1st quarter of year 2021, the Group has decided to discontinue application of the Accounting Guidance on Temporary Relief Measures for Accounting Alternatives in Response to the Impact of the COVID-19 Pandemic for all temporary relief measures on accounting alternatives, which the Group had complied in year 2020, due to the expiration of the period of use of relief measures, which the cancellation of the said Accounting Guidance with no significant impact on the Group’s financial statements.

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

These interim financial statements are prepared in accordance with Accounting Standards No. 34 (revised 2018) “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 2020.

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.

The consolidated financial statements for the three-month and six-month periods ended June 30, 2021, 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, 2021 amount of Baht 1,627.78 million, (equivalent to 46.60% of total assets in the consolidated financial statement), total liabilities amount of Baht 0.88 million (equivalent to 0.14% of total liabilities in the consolidated financial statement) and net loss for the three-month and six-month periods then ended amounting Baht (264.51) million and (173.07) million respectively, (equivalent to (98.84)% and (202.52)% of net loss in the consolidated financial statement).

And in the 1st quarter of year 2021, the Group enter into purchase and sale Digital Asset, and the Accounting Policy of the Digital Assets has been adopt from The Thai Accounting Standard 2 : Inventories as follow;

**Summary of Significant Accounting Policies**

Digital asset inventory

Because digital asset transactions are new to the world, the International Accounting Standards Board (IASB) has not yet set the International Financial Reporting Standards (IFRS) in connection with this matter, companies consider that holding of digital assets are purchases/ sales transactions and recording the digital assets as inventories and measuring the value of digital assets at cost or net realizable value whichever is lower which is a careful disclosure guideline.

The net realizable value of digital assets is based on quote prices on the active exchange market that the Group has determined is its principal market for the Digital Assets (Level 1 inputs).

Fees for buying and selling digital assets ranged between 0.075 percent and 0.1 percent, which the Company recorded as expenses in each accounting period in which the transaction occurred.

1.4 Adoption of new financial reporting standards

1.4.1 Financial Reporting Standards which are 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 January 1, 2021. 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.

1.4.2 Financial Reporting Standards which are not effective for the current period

During the period, the Federation of Accounting professions has revised TFRS 16 Lease, which is effective for financial statements period beginning on or after January 1, 2022.

The management of the Group has assessed that the TFRS will not material impact on the financial statements when it is applied.

1. **RELATED PARTY TRANSACTION**

|  |  |  | Country of | Percentage of | |
| --- | --- | --- | --- | --- | --- |
| Company’s name | Nature of business | Relationship | incorporation | shareholding | |
|  |  |  |  | June 30 | December 31 |
|  |  |  |  | 2021 | 2020 |
| 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 | Share holding and joint directors | Thailand | 99.99 | 99.99 |
| Brooker International Company Limited | Business consultant for overseas clients | Share holding 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 | - | - |
| Arun Signal Company Limited  (*Shareheld by Brooker International Company Limited*) | Business Consultant, Research Information | 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 |  |  |  |  |  |
| 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 | - | - |

**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 |
|  | 2021 | | 2020 | 2021 | | 2020 |  | | |
| **Consolidated Financial Statement** | | |  |  | |  |  | | |
| **Related companies** |  | |  |  | |  |  | | |
| Service income | 107 | | 54 | 213 | | 108 | At the rate determined under the contract | | | |
| Rental income | 45 | | 27 | 91 | | 53 | At the rate determined under the contract | | | |
| Management income | - | | 6,246 | - | | 11,168 | At the rate determined under the contract | | | |
| Others expense | 25 | | 26 | 50 | | 52 | At the rate determined under the contract | | | |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Separate Financial Statement** | |  |  |  |  |
| **Subsidiary companies** |  |  |  |  |  |
| Service income | 3,615 | 3,615 | 7,229 | 7,229 | At the rate determined under the contract | |
| Rental income | 31 | 31 | 62 | 62 | At the rate determined under the contract | |
| Interest income | 11,890 | 3,169 | 16,376 | 6,433 | 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, 2021 and 2020 are as follow;

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | |
|  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  | 2021 |  | 2020 |  | 2021 |  | 2020 |
| Benefits – short-term | 18,862,511.16 |  | 22,494,913.37 |  | 18,862,511.16 |  | 22,494,913.37 |
| Benefits – after retirement | 1,011,878.00 |  | 901,079.00 |  | 1,011,878.00 |  | 901,079.00 |
| Total | 19,874,389.16 |  | 23,395,992.37 |  | 19,874,389.16 |  | 23,395,992.37 |

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, 2021 and December 31, 2020 as follows:-

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

|  | BAHT | | | |
| --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement | | Separate Financial Statement | |
|  | June 30, 2021 | December 31, 2020 | June 30, 2021 | December 31, 2020 |
| **TRADE ACCOUNTS RECEIVABLE – RELATED PARTIES** | |  |  |  |
| **Subsidiary companies** |  |  |  |  |
| Brooker International Company Limited | - | - | 3,375,000.00 | 5,875,000.00 |
| Total | - | - | 3,375,000.00 | 5,875,000.00 |
| **Related companies** |  |  |  |  |
| Brooker Sukhothai Fund Limited. | - | 6,642,107.74 | - | - |
| Total amounts due from related parties | - | 6,642,107.74 | 3,375,000.00 | 5,875,000.00 |

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

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | | |
|  | Consolidated Financial Statement | | | | Separate Financial Statement | | | |
|  | June 30, 2021 | | December 31, 2020 | | June 30, 2021 | | December 31, 2020 | |
| Current | - | 6,642,107.74 | | 3,375,000.00 | | - | |
| Overdue 30 days | - | - | | - | | 5,875,000.00 | |
| 31 - 60 days | - | - | | - | | - | |
| 61 - 90 days | - | - | | - | | - | |
| 91 - 180 days | - | - | | - | | - | |
| 181 - 365 days | - | - | | - | | - | |
| Over 365 days | - | - | | - | | - | |
| Trade accounts receivable – related parties - net | - | 6,642,107.74 | | 3,375,000.00 | | 5,875,000.00 | |

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

|  |  | BAHT | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | June 30, 2021 |  | December 31, 2020 |  | June 30, 2021 |  | December 31, 2020 |
| **UNBILLED RECEIVABLE – RELATED PARTIES** | | | | | | | | |
| **Subsidiary companies** | | | | | | | | |
| Brooker International Company Limited |  | - |  | - |  | 24,517,885.63 |  | 9,302,472.03 |
| Total unbilled receivable – related parties |  | - |  | - |  | 24,517,885.63 |  | 9,302,472.03 |
| Total other current receivables – related parties |  | - |  | - |  | 24,517,885.63 |  | 9,302,472.03 |

### **LOANS TO RELATED PARTIES**

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |  | POLICY |
|  |  | Separate Financial Statement | | | | | | |  | ON |
|  |  | December 31, 2020 |  | Increase |  | Decrease |  | June 30, 2021 |  | LENDING COST |
| **Subsidiary companies** |  |  |  |  |  |  |  |  |  |  |
| Brooker Corporate Advisory Co., Ltd. |  | 56,100,000.00 |  | 2,000,000.00 |  | - |  | 58,100,000.00 |  | 3.00% p.a. |
| Brooker Business Development Co., Ltd. |  | 20,800,000.00 |  | 1,000,000.00 |  | - |  | 21,800,000.00 |  | 3.00% p.a. |
| Brooker International Company Limited |  | 381,137,891.40 |  | 1,249,158,704.30 |  | - |  | 1,630,296,595.70 |  | 3.00% p.a. |
| **Total loans to subsidiary companies** |  | 458,037,891.40 |  | 1,252,158,704.30 |  | - |  | 1,710,196,595.70 |  |  |

1. **CASH AND CASH EQUIVALENTS**

As at June 30, 2021 and December 31, 2020, cash and cash equivalents are as follow;

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | June 30, 2021 |  | December 31, 2020 |  | June 30, 2021 |  | December 31, 2020 |
| Cash |  | 25,000.00 |  | 25,000.00 |  | 25,000.00 |  | 25,000.00 |
| Current and saving account deposits |  | 400,631,436.27 |  | 150,196,013.30 |  | 294,820,726.15 |  | 90,017,735.87 |
| Total cash and cash equivalents |  | 400,656,436.27 |  | 150,221,013.30 |  | 294,845,726.15 |  | 90,042,735.87 |

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

As at June 30, 2021 and December 31, 2020, the outstanding balance of trade accounts receivable are classified by aging as follows :-

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | BAHT | | | |
|  | Consolidated Financial Statement | | Separate Financial Statement | |
|  | June 30, 2021 | December 31, 2020 | June 30, 2021 | December 31,2020 |
|  | |  |  |  |
| Current | 34,387,238.67 | - | - | - |
| Overdue 30 days | - | 321,000.00 | - | - |
| 31 - 60 days | - | - | - | - |
| 61 - 90 days | 37,526,861.00 | - | 17,120,000.00 | - |
| 91 - 180 days | - | - | - | - |
| 181 - 365 days | - | - | - | - |
| Over 365 days | - | - | - | - |
| Total | 71,914,009.67 | 321,000.00 | 17,120,000.00 | - |
| Less : Allowance for doubtful accounts | - | - | - | - |
| Net | 71,914,099.67 | 321,000.00 | 17,120,000.00 | - |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | BAHT | | | |
|  | Consolidated Financial Statement | | Separate Financial Statement | |
|  | June 30, 2021 | December 31, 2020 | June 30, 2021 | December 31, 2020 |
| Account Receivable Other | 20,434.90 | 3,360.10 | - | 2,977.20 |
| Unbilled Receivable | 85,479.44 | 5,351,639.34 | 85,479.44 | 5,351,639.34 |
| Advance Payment \* | 69,617,710.00 | 4,500.00 | 12,225,250.00 | 4,500.00 |
| Prepaid Expenses | 1,517,154.73 | 1,097,518.53 | 1,440,730.01 | 807,359.14 |
| Total other current receivable- non-related parties | 71,240,779.07 | 6,457,017.97 | 13,751,459.45 | 6,166,475.68 |

\* In the second quarter, the Company made advance payment for exercise warrants into ordinary shares of a securities in the amount of 11.31 million baht and advance payment for token sale agreements amounting to 57.39 million baht.

### **DIGITAL ASSET INVENTORY**

On March 29, 2021, a foreign subsidiary purchased Digital Assets (Bitcoin) approximately to 122.3158 bitcoin amounting to Baht 205.75 million (Equivalent to US$ 6.6 million), which has been booked as Inventories. The subsidiary has ownership of and control over its Digital Assets (bitcoin) by using a listed company in the USA services to store and sale/purchase its bitcoin.

As of March 31, 2021, the realizable value of Digital Assets (Bitcoin) is US$ 7.21 million, and the unrealized gain is approximately to Baht 19.273 million (Equivalent to US$ 0.61 million)

On June 30, 2021, a foreign subsidiary purchased Digital Assets amounting to Baht 1,143.70 million (Equivalent to US$ 35.87 million), which has been booked as Inventories. The subsidiary has ownership of and control over its Digital Assets by using reputable exchanges and institutional-grade multi-signature wallet to store and sale/purchase its Digital Assets.

As of June 30, 2021, the realizable value of Digital Assets is Baht 760.66 million (Equivalent to US$ 23.86 million) and the Company record loss on reduced value of the inventory in the income statement amounting to Baht 369.52 million (Equivalent to US$ 12.01 million)

The digital assets transactions for the six-month period ended June 30, 2021 are as follow;

|  |
| --- |
|  |
|  | BAHT | | |
|  | Consolidated Financial Statement |  | Separate Financial Statement |
| As at December 31, 2020 - Net | - |  | - |
| Purchased within period | 1,143,704,239.37 |  | 884.79 |
| Loss on reduced value | (369,519,585.64) |  | - |
| Loss difference from translation of financial statements | (13,520,972.38) |  | - |
| As of June 30, 2021 - Net | 760,663,681.35 |  | 884.79 |

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

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | June 30, 2021 |  | December 31, 2020 |  | June 30, 2021 |  | December 31, 2020 |
| Other persons non-related |  | 52,000,000.00 |  | 45,000,000.00 |  | 52,000,000.00 |  | 45,000,000.00 |
| Global Alliance Co., Ltd. |  | 100,000,000.00 |  | 107,500,000.00 |  | 100,000,000.00 |  | 107,500,000.00 |
| Ban Chang Water 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 |  | 286,908,000.00 |  | 287,408,000.00 |  | 286,908,000.00 |  | 287,408,000.00 |
| Less : Allowance for doubtful accounts |  | (43,908,000.00) |  | (19,908,000.00) |  | (43,908,000.00) |  | (19,908,000.00) |
| Total loans to others person and company |  | 243,000,000.00 |  | 267,500,000.00 |  | 243,000,000.00 |  | 267,500,000.00 |

The transactions of loans to others person and company during the year ended June 30, 2021, are as follow;

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | | | | | |  | POLICY | |
|  |  | Consolidated Financial Statement / Separate Financial Statement | | | | | | | | | | |  | ON LENDING | |
|  |  | December 31, 2020 | |  | | Increase |  | Decrease |  | June 30, 2021 |  | COST | | |
| Other persons non-related |  | 45,000,000.00 |  | | 13,000,000.00 | |  | (6,000,000.00) |  | 52,000,000.00 |  | 12.00,15.00% p.a. | | |
| Global Alliance Co., Ltd. |  | 107,500,000.00 |  | | - | |  | (7,500,000.00) |  | 100,000,000.00 |  | 15.00% p.a. | | |
| Ban Chang Water Development Co., Ltd. |  | 130,000,000.00 |  | | - | |  | - |  | 130,000,000.00 |  | 15.00% p.a. | | |
| Kingdom Property Company Limited |  | 4,908,000.00 |  | | - | |  | - |  | 4,908,000.00 |  | 10.00% p.a. | | |
| Total |  | 287,408,000.00 |  | | 13,000,000.00 | |  | (13,500,000.00) |  | 286,908,000.00 |  |  | | |
| Less : Allowance for doubtful accounts |  | (19,908,000.00) |  | | (24,000,000.00) | |  | - |  | (43,908,000.00) |  |  | | |
| Total loans to others person and companies |  | 267,500,000.00 |  | | (11,000,000.00) | |  | (13,500,000.00) |  | 243,000,000.00 |  |  | | |

1. **OTHER CURRENT FINANCIAL ASSETS**

As at June 30, 2021 and December 31, 2020, other current financial assets are as follow;

|  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | | | | | | |
|  | June 30, 2021 | | | | |  | | December 31, 2020 | | | | | |
|  | Cost |  | Fair Value |  | Unrealized Gain (Loss) |  | Cost | |  | Fair Value |  | Unrealized Gain (Loss) | |
| **9.1 The Company** |  |  |  |  |  |  |  | |  |  |  |  | |
| Investment in |  |  |  |  |  |  |  | |  |  |  |  | |
| - marketable equity | 696,177,940.22 |  | 504,324,724.68 |  | (191,853,215.54) |  | 1,120,925,870.26 | |  | 870,827,300.64 |  | (250,098,569.62) | |
| **9.2 Subsidiary Company** |  |  |  |  |  |  |  | |  |  |  |  | |
| Investment in |  |  |  |  |  |  |  | |  |  |  |  | |
| |  |  |  |  |  |  |  |  |  |  |  |  | | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | | - marketable equity |  |  |  |  |  |  |  |  |  |  |  | | 52,512,776.14 |  | 58,479,999.14 |  | 5,967,223.00 |  | 52,512,776.14 | |  | 36,400,000.00 |  | (16,112,776.14) | |
| - Brooker Sukhothai Fund | 148,960,084.63 |  | 395,669,592.20 |  | 246,709,507.57 |  | 147,029,241.34 | |  | 266,507,696.37 |  | 119,478,455.03 | |
| - Civetta Fund | 113,878,339.32 |  | 120,642,263.10 |  | 6,763,923.78 |  | 118,596,332.30 | |  | 111,429,324.89 |  | (7,167,007.41) | |
| - Brook Global Diversified Fund | 159,561,335.82 |  | 164,754,491.43 |  | 5,193,155.61 |  | 149,194,713.26 | |  | 152,416,294.89 |  | 3,221,581.63 | |
| Total subsidiary | 474,912,535.91 |  | 739,546,345.87 |  | 264,633,809.96 |  | 467,333,063.04 | |  | 566,753,316.15 |  | 99,420,253.11 | |
| Total other current financial assets | 1,171,090,476.13 |  | 1,243,871,070.55 |  | 72,780,594.42 |  | 1,588,258,933.30 | |  | 1,437,580,616.79 |  | (150,678,316.51) | |

**9.3** The acquisitions and disposals of trading securities during the period ended June 30, 2021 and December 31, 2020 is as follow;

|  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | | | | | | |
|  | Consolidated Financial Statement | | | | |  | | Separate Financial Statement | | | | | |
|  | June 30, 2021 |  | | December 31, 2020 | |  | | June 30, 2021 | |  | | December 31, 2020 | | |
| Book value at beginning period - Net | 1,437,580,616.79 |  | 1,306,637,583.98 | |  | | 870,827,300.64 | |  | | 959,840,180.19 | | | |
| Acquisition | 33,465,543.91 |  | 364,346,639.00 | |  | | 33,465,543.91 | |  | | 208,590,303.00 | | | |
| Disposal | (491,692,408.95) |  | (278,498,617.33) | |  | | (458,213,473.95) | |  | | (241,725,605.33) | | | |
| Exchange rate | 41,058,407.87 |  | (14,526,350.80) | |  | | - | |  | | - | | | |
| Unrealized gain (loss) in trading securities | 223,458,910.93 |  | 59,621,361.94 | |  | | 58,245,354.08 | |  | | (55,877,577.22) | | | |
| Book value as at end of period – net | 1,243,871,070.55 |  | 1,437,580,616.79 | |  | | 504,324,724.68 | |  | | 870,827,300.64 | | | |

**9.4** The transactions of unrealized gain (loss) on trading securities during the six-month period ended June 30, 2021 is as follow;

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | BAHT | | |
|  |  | For the six-month period ended June 30, 2021 | | |
|  |  | Consolidated Financial Statement |  | Separate Financial Statement |
| Beginning balance |  | (150,678,316.51) |  | (250,098,569.62) |
| Transactions during the period |  | 223,458,910.93 |  | 58,245,354.08 |
| Ending balance |  | 72,780,594.42 |  | (191,853,215.54) |

**9.5 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 January 1, 2020 |  | 2,256.080 |  | 2,469.21 |  | 5,570,736.72 |  | 35.2481 |  | 196,357,884.97 |
| Redemption January 2,2020 |  | (60.975) |  | 3,192.87 |  | (194,685.51) |  | 35.2481 |  | (6,862,485.34) |
| Redemption April 1,2020 |  | (84.668) |  | 2,952.72 |  | (250,000.00) |  | 35.2481 |  | (8,812,025.00) |
| Redemption October 5,2020 |  | (57.831) |  | 4,322.91 |  | (250,000.00) |  | 35.2481 |  | (8,812,025.00) |
| As of December 31, 2020 |  | 2,052.606 |  |  |  | 4,876,051.21 |  |  |  | 171,871,349.63 |
| Redemption February 1,2021 |  | (50.745) |  | 4,926.64 |  | (250,000.00) |  | 35.2481 |  | (8,812,025.00) |
| Redemption May 3,2021 |  | (34.662) |  | 5,769.81 |  | (200,000.00) |  | 35.2481 |  | (7,049,620.00) |
| Redemption June 1,2021 |  | (31.539) |  | 6,341.45 |  | (200,000.00) |  | 35.2481 |  | (7,049,620.00) |
| As of June 30, 2021 |  | 1,935.660 |  |  |  | 4,226,051.21 |  |  |  | 148,960,084.63 |

\* Weighted average exchange rate

\*\* The subsidiary invested in the fund on year 2010.

**9.6 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) |
| As at January 1, 2020 |  | 41,437.00 |  | 104.23 |  | 4,319,046.71 |  | 33.2635 |  | 143,666,610.24 |
| Redemption January 2, 2020 |  | (1,187.50) |  | 80.438 |  | (95,520.25) |  | 33.2635 |  | (3,177,470.92) |
| As at February 29, 2020 |  | 40,249.50 |  | 104.93 |  | 4,223,526.46 |  |  |  | 140,489,139.32 |
| As Adjusted March 20, 2020 |  | (18,813.29) |  |  |  | - |  |  |  | - |
| Redemption April 17, 2020 |  | (923.540) |  | 108.279 |  | (100,000.00) |  | 33.2635 |  | (3,326,350.00) |
| Redemption June 26, 2020 |  | (799.731) |  | 125.042 |  | (100,000.00) |  | 33.2635 |  | (3,326,350.00) |
| Redemption September 18, 2020 |  | (626.256) |  | 159.679 |  | (100,000.00) |  | 33.2635 |  | (3,326,350.00) |
| Redemption December11, 2020 |  | (534.714) |  | 187.016 |  | (100,000.00) |  | 33.2635 |  | (3,326,350.00) |
| As at December 31, 2020 |  | 18,551.969 |  |  |  | 3,823,526.46 |  |  |  | 127,183,739.32 |
| Redemption March 12,2021 |  | (959.143) |  | 208.520 |  | (200,000.00) |  | 33.2635 |  | (6,652,700.00) |
| Redemption June 18,2021 |  | (878.609) |  | 227.633 |  | (200,000.00) |  | 33.2635 |  | (6,652,700.00) |
| As at June 30, 2021 |  | 16,714.218 |  |  |  | 3,423,526.46 |  |  |  | 113,878,339.32 |

\* The subsidiary invested in the fund on March 10, 2014.

**9.7 INVESTMENT IN “THE BROOK GLOBAL DIVERSIFIED FUND”**

An oversea subsidiary (Brooker International Co., Ltd.) had invested in "Nanjia Capital SAC Limited - The Brook Global Diversified Fund, " which price per share at initial investment was equal to NAV at US$ 100.00 per share. The subsidiary will realize return of the investment on the difference between the NAV of the Fund at redemption date and purchased date less related expenses. The investment in the Fund can be redeemed anytime time on a monthly basis.  There is no redemption fee.

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | Number of unit |  | Unit Price |  | US $ Amount |  | Exchange Rate |  | Cost (Baht) |
| Invested on November 2, 2020 |  | 50,000.00 |  | 100.00 |  | 5,000,000.00 |  | 31.9123 |  | 159,561,335.82 |
| As at June 30, 2021 |  | 50,000.00 |  |  |  | 5,000,000.00 |  |  |  | 159,561,335.82 |

**10. INVESTMENTS IN SUBSIDIARY COMPANIES**

As at June 30, 2021 and December 31, 2020, 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 | 2021 | | | 2020 | | 2021 | | | 2020 | | | 2021 | | | 2020 | | | 2021 | | 2020 | | | | 2021 | | | 2020 | | | |
|  |  | (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 | | | 12,681 | | 12,960 | | | | - | | | - | | | |
|  |  |  | | |  | |  | | |  | | |  | | |  | | |  | |  | | | |  | | |  | | | |
| 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 | | | 5,462 | | (9,858) | | | | - | | | - | | | |
|  |  |  | | |  | |  | | |  | | |  | | |  | | |  | |  | | | |  | | |  | | | |
| Brooker Business Development Co., Ltd. | Business consultant | 2.00 mil | | | 2.00 mil | | 99.99 | | | 99.99 | | | 2,000 | | | 2,000 | | | (20,675) | | (21,044) | | | | (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 | | | (49,395) | | 152,220 | | | | - | | | - | | | |
|  |  |  | | |  | |  | | |  | | |  | | |  | | |  | |  | | | |  | | |  | | | |
| Investment in subsidiaries | | | | |  | |  | | |  | | | 60,077 | | | 60,077 | | | (51,927) | | 134,278 | | | | (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, 2021 and December 31, 2020, 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 | 2021 | 2020 |  | 2021 | 2020 |
| **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 | 543.32 | 508.94 |  | - | - |
| Total -related parties |  | 543.32 | 508.94 |  | - | - |
| **Total other non-current financial assets** | | 185,000,543.32 | 185,000,508.94 |  | 185,000,000.00 | 185,000,000.00 |

1. **LOAN TO OTHERS – LONG TERM**

As at June 30, 2021 and December 31, 2020, the Company has loan to others – long term as follows;

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | |  | BAHT | | | | | |
|  | |  | Consolidated Financial Statement and  Separate Financial Statement | | | | | |
|  | |  | June 30, 2021 | |  | December 31, 2020 | | |
| Loan to other – long term | |  | 580,000,000.00 | |  | 580,000,000.00 | | |
| Provision increase (decrease) during the year | |  | (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, 2021, are as follow;

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | | | | | |  | | POLICY | | |
|  |  | Consolidated Financial Statement / Separate Financial Statement | | | | | | | | | | |  | | ON | | |
|  |  | December 31, 2020 |  | Increase |  | | Decrease | |  | June 30, 2021 | |  | | LENDING COST | | |
|  |  |  |  |  | |  | |  | |  |  | | |  | |  | | |
| Other persons non-related \* |  | 580,000,000.00 |  | - | |  | | - | |  | 580,000,000.00 | | |  | | 3.00% 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. The Company has provided sufficient amount of allowance for doubtful accounts in corresponding with the collateral assets. The loan agreement which was due for repayment on January 7, 2020 has been extended to July 31, 2020. At present the Company has not yet agreed to the borrower to extend the payment period. It is still under negotiation and debt settlement plan. In 2020, the borrower requested to adjust the terms of payment due to covid-19 virus situation, the Company and the borrower agreed to reduce the interest rate from 15% per annum to 3% per annum.

**13. PROPERTY AND EQUIPMENT, NET**

The movement of property, plant and equipment for the six-month period ended June 30, 2021 was as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | BAHT | | |
|  |  | Consolidated Financial Statement |  | Separate Financial Statement |
| **Cost** |  |  |  |  |
| December 31, 2020 (Audited) |  | 83,920,953.94 |  | 83,920,953.94 |
| Additions |  | 4,353,072.57 |  | 4,353,072.57 |
| Disposals/written-off |  | - |  | - |
| At June 30, 2021 (Unaudited / but reviewed) |  | 88,274,026.51 |  | 88,274,026.51 |
| **Accumulated depreciation** |  |  |  |  |
| At December 31, 2020 (Audited) |  | 52,072,239.62 |  | 52,072,239.62 |
| Depreciation |  | 2,080,515.69 |  | 2,080,515.69 |
| Disposals/written-off |  | - |  | - |
| At June 30, 2021 (Unaudited / but reviewed) |  | 54,152,755.31 |  | 54,152,755.31 |
| **Net book value** |  |  |  |  |
| Balance as of December 31, 2020 (Audited) |  | 31,848,714.32 |  | 31,848,714.32 |
| Balance as of June 30, 2021(Unaudited / but reviewed) |  | 34,121,271.20 |  | 34,121,271.20 |

1. **INVESTMENT PROPERTY, NET**

The movement of investment property for the six-month period ended June 30, 2021 was as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | BAHT | | |
|  |  | Consolidated Financial Statement |  | Separate Financial Statement |
| **Cost** |  |  |  |  |
| December 31, 2020 (Audited) |  | 8,803,554.00 |  | 8,803,554.00 |
| Property , increase (decrease) |  | - |  | - |
| June 30, 2021 (Unaudited / but reviewed) |  | 8,803,554.00 |  | 8,803,554.00 |
| **Accumulated Depreciation** |  |  |  |  |
| December 31, 2020 (Audited) |  | 2,313,043.17 |  | 2,313,043.17 |
| Increase (decrease) |  | 218,279.88 |  | 218,279.88 |
| June 30, 2021 (Unaudited / but reviewed) |  | 2,531,323.05 |  | 2,531,323.05 |
| **Net book value** |  |  |  |  |
| Balance as of December 31, 2020 (Audited) |  | 6,490,510.83 |  | 6,490,510.83 |
| Balance as of June 30, 2021 (Unaudited / but reviewed) |  | 6,272,230.95 |  | 6,272,230.95 |

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 11.47 million according to an independent valuator dated December 21, 2020.

**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 2021 and 2020 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, 2021 and 2020 are made up as follows:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | 2021 |  | 2020 |  | 2021 |  | 2020 |
| **Current income tax :** |  |  |  |  |  |  |  |  |
| Interim corporate income tax charge |  | 29,574,323.24 |  | 17,369,612.99 |  | 29,574,323.24 |  | 17,369,612.99 |
| Deferred tax : |  |  |  |  |  |  |  |  |
| Relating to origination and reversal |  |  |  |  |  |  |  |  |
| of temporary differences |  | 1,034,389.47 |  | (18,961,685.68) |  | (3,365,209.96) |  | (18,993,672.68) |
| Effects to deferred tax from change |  |  |  |  |  |  |  |  |
| of income tax rates |  | - |  | - |  | - |  | - |
| Income tax expense reported in  the statements of  comprehensive income |  | 30,608,712.71 |  | (1,592,072.69) |  | 26,209,113.28 |  | (1,624,059.69) |

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, 2021 and 2020 are presented as the following:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | |
|  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  | 2021 |  | 2020 |  | 2021 |  | 2020 |
| Accounting profit before corporate income tax | (54,912,898.54) |  | (43,840,155.97) |  | 120,860,756.94 |  | (51,961,360.19) |
| Corporate income tax rates | 20% |  | 20% |  | 20% |  | 20% |
| Accounting profit before corporate income tax |  |  |  |  |  |  |  |
| Multiply by tax rates | (10,982,579.71) |  | (8,768,031.20) |  | 24,172,151.39 |  | (10,392,272.05) |
| Effects to deferred tax from change of income tax rates | 1,034,389.47 |  | (18,961,685.68) |  | (3,365,209.96) |  | (18,993,672.68) |
| Income tax effects that is nondeductible in |  |  |  |  |  |  |  |
| calculation of profit: |  |  |  |  |  |  |  |
| - Revenue exempted in tax calculation | (19,260,125.34) |  | (5,023,586.00) |  | (14,723,745.51) |  | (1,687,577.20) |
| - Nondeductible expenses | 59,545,080.01 |  | 29,523,131.51 |  | 20,295,161.97 |  | 29,449,462.24 |
| - Tax loss | 271,948.28 |  | 1,638,098.68 |  | (169,244.61) |  | - |
| Income tax expense presented in the Statement |  |  |  |  |  |  |  |
| of Income | 30,608,712.71 |  | (1,592,072.69) |  | 26,209,113.28 |  | (1,624,059.69) |

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, 2021 |  | December 31,2020 |  | June 30, 2021 |  | December 31,2020 |
| Deferred tax assets |  |  |  |  |  |  |  |
| Allowance for doubtful accounts – Trade receivables | - |  | - |  | - |  | - |
| Allowance for doubtful accounts – Account receivable - Other | 5,722,191.78 |  | 5,878,191.78 |  | 5,722,191.78 |  | 5,878,191.78 |
| Allowance for impairment of investments | 687,114.72 |  | 687,114.72 |  | 399,994.00 |  | 399,994.00 |
| Investment in marketable securities | 1,024,000.17 |  | 5,440,000.00 |  | - |  | - |
| Allowance for doubtful accounts – Loans to others | 46,481,600.00 |  | 41,681,600.00 |  | 46,481,600.00 |  | 41,681,600.00 |
| Employee benefit obligations | 7,666,101.80 |  | 6,102,891.60 |  | 7,404,962.00 |  | 5,841,631.80 |
| Benefits from accumulated tax loss | - |  | - |  | - |  | - |
| Total | 61,581,008.47 |  | 59,789,798.10 |  | 60,008,747.78 |  | 53,801,417.58 |

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| Deferred tax liabilities |  |  |  |  |  |  |  |
| Investment in marketable securities | 18,029,680.62 |  | 16,428,665.98 |  | 18,029,680.62 |  | 16,428,665.98 |
| Total | 18,029,680.62 |  | 16,428,665.98 |  | 18,029,680.62 |  | 16,428,665.98 |

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

Short term loan from financial institute as at June 30, 2021 and December 31, 2020 was as follows:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | June 30, 2021 |  | December 31, 2020 |  | June 30, 2021 |  | December 31, 2020 |
| A Financial Institute |  | 500,000,000.00 |  | - |  | 500,000,000.00 |  | - |
| Total Short-term loan from Financial Institute |  | 500,000,000.00 |  | - |  | 500,000,000.00 |  | - |

The Company received credit facilities from a financial institute amounting totally Baht 500 million with no collateral for a period of one year. 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, 2021 | December 31, 2020 | June 30, 2021 | December 31, 2020 | |
| Asian Ocean Enterprises Limited | - | 892,795.50 | - | - | |
| Simpson Financial Limited | 496,034.88 | 465,013.75 | - | - | |
| Total accounts payable trade – non-related parties | 496,034.88 | 1,357,809.25 | - | - | |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | BAHT | | | |
|  | Consolidated Financial Statement | | Separate Financial Statement | |
| **NON-RELATED PARTIES** | June 30, 2021 | December 31, 2020 | June 30, 2021 | December 31, 2020 |
|  |  |  |  |  |
| Accounts payable other | 1,189,967.58 | 886,080.94 | 1,108,484.19 | 273,380.54 |
| Unearned income | 6,216,517.61 | 6,391,701.46 | 6,216,517.61 | 6,391,701.46 |
| Accrued Expenses | 15,478,653.45 | 30,162,411.73 | 15,052,378.68 | 18,816,565.57 |
| Total accounts payable other – non related parties | 22,885,138.64 | 37,440,194.13 | 22,377,380.48 | 25,481,647.57 |

**19. EMPLOYEE BENEFITS OBLIGATION**

Movements in the present value of the provision under defined benefit obligation for the six-month period ended June 30, 2021 and for the year ended December 31, 2020 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 30,2021 |  | December 31,2020 |  | June 30,2021 |  | December 31,2020 |
| Employee benefits obligation as of |  |  |  |  |  |  |  |
| beginning of periods | 30,514,458.00 |  | 28,016,348.00 |  | 29,208,159.00 |  | 26,897,959.00 |
| Current service cost and interest cost | 1,693,125.00 |  | 2,498,110.00 |  | 1,611,123.00 |  | 2,310,200.00 |
| Past service cost | - |  | - |  | - |  | - |
| Gain (loss) from estimate of actuarial assumptions | 6,122,926.00 |  | - |  | 6,205,528.00 |  | - |
| Employee benefits obligation as of  ending of periods | 38,330,509.00 |  | 30,514,458.00 |  | 37,024,810.00 |  | 29,208,159.00 |

Expenses recognized in gain or loss for the six-month periods ended June 30, 2021 and 2020 are as follow;

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | |
|  | For the six-month period ended June 30 | | | | | | |
|  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  | 2021 |  | 2020 |  | 2021 |  | 2020 |
| Current service cost | 1,577,469.00 |  | 1,004,731.00 |  | 1,502,259.00 |  | 926,970.00 |
| Interest cost | 115,656.00 |  | 281,008.00 |  | 108,864.00 |  | 264,814.00 |
| Total | 1,693,125.00 |  | 1,285,739.00 |  | 1,611,123.00 |  | 1,191,784.00 |

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, 2021 and 2020 are as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement /  Separate Financial Statement | | |  |
|  | 2021 |  | 2020 |  |
| Discount rate | 0.50 - 2.26% |  | 2.25 - 3.39% |  |
| Expected rate of salary increase | 0 – 10.00% |  | 0 – 10.00% |  |
| Voluntary resignation rate | 0 – 5.00% |  | 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, 2021 as follows:

- If the discount rate increases (decreases) by 1.0%, the employee benefit obligation would decrease Baht 0.90million (increase Baht 0.72 million).

- If the salary increase rate increases (decreases) by 1.0%, the employee benefit obligation would increase Baht 1.07 million (decrease Baht 0.63 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 1, 2015 | 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 capital for 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 capital for accommodate exercise of warrant right | 1,409,401 |  | 176,175 |
| March 31, 2021 | 7,047,006 |  | 880,876 |
| April 8, 2021 increase capital for accommodate exercise of warrant right | 60,000 |  | 7,500 |
| June 11, 2021 increase capital for newly issued ordinary shares | 4,807,516 |  | 600,939 |
| June 30, 2020 | 11,914,522 |  | 1,489,315 |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Particular | No of shares |  | Amount |  | Premium (discount) of share value |
|  | (Thousand shares) |  | (Thousand Baht) |  | (Thousand Baht) |
| Issued and paid-up ordinary share |  |  |  |  |  |
| January 1, 2019 | 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 |
| July 3, 2020 shareholder exercise of warrant right | 671,028 |  | 83,878 |  | 83,879 |
| October 2, 2020 shareholder exercise of warrant right | 1,598 |  | 200 |  | 200 |
| December 31, 2020 | 6,640,441 |  | 830,055 |  | 270,245 |
| January 6, 2021 shareholder exercise of warrant right | 7,501 |  | 938 |  | 938 |
| April 7, 2021 shareholder exercise of warrant right | 179,938 |  | 22,492 |  | 17,993 |
| June 30, 2021 | 6,827,880 |  | 853,485 |  | 289,176 |

**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.

On September 30, 2020, shareholders exercised their warrant rights to purchase the allotted ordinary shares for 1,598,000 units to receive 1,598,000 units of rights at the exercise price of Baht 0.25 per share totaling Baht 399,500.00. The Company registered the share increase and the paid-up shares with the Ministry of Commerce on October 2, 2020. The remaining of warrants which have not been exercised are 406,564,603 units.

On December 31, 2020, shareholders exercised their warrant rights to purchase the allotted ordinary shares for 7,501,000 units to receive 7,501,000 units of rights at the exercise price of Baht 0.25 per share totaling Baht 1,875,250. The Company registered the share increase and the paid-up shares with the Ministry of Commerce on January 6, 2021. The remaining of warrants which have not been exercised are 399,063,603 units.

On March 10, 2021, the Company changed the exercise price from Baht 0.25 to Baht 0.225 and the numbers of warrants to purchase an ordinary share from 1 : 1 to 1 : 1.112 (according to the below table). On April 8, 2021, the Company registered the share increase of 60,000,000 shares at Baht 0.125 per share to accommodate the exercise of the warrant rights according to the change.

On March 31, 2021, shareholders exercised their warrant rights to purchase the allotted ordinary shares for 161,814,508 units to receive 179,937,727 units of rights at the exercise price of Baht 0.225 per share totaling Baht 40,485,988.42. The Company registered the share increase and the paid-up shares with the Ministry of Commerce on April 7, 2021. The remaining of warrants which have not been exercised are 219,125,876 units.

On June 30, 2021, shareholders exercised their warrant rights to purchase the allotted ordinary shares for 29,642,500 units to receive 34,770,652 units of rights at the exercise price of Baht 0.213 per share totaling Baht 7,406,148.88. The Company registered the share increase and the paid-up shares with the Ministry of Commerce on July 6, 2021. The remaining of warrants which have not been exercised are 184,355,224 units.

As of June 30, 2021, 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, 2021 |  | (1,190,275,341) |
| Balance of allotted warrants |  | 219,125,876 |
| Duration of the warrants |  | 3 Years |
| Exercise rate (units : share) (former 1:1, 1:1.112) |  | 1 : 1.173 |
| Exercise price to buy 1 ordinary share (Baht) (former Baht 0.25, 0.225) |  | Baht 0.213 |
| First exercise date |  | June 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) | | |
|  | 2021 |  | 2020 |  | 2021 |  | 2020 |  | 2021 |  | 2020 |
| **Basic earnings (loss) per share** |  |  |  |  |  |  |  |  |  |  |  |
| Net earnings (loss) | (267,606) |  | 270,422 |  | 6,816,016 |  | 5,960,692 |  | (0.04) |  | 0.05 |
| **Effect of dilutive potential ordinary shares** |  |  |  |  |  |  |  |  |  |  |  |
| Warrants |  |  |  |  |  |  |  |  |  |  |  |
| (2020 : 1,079,190,897 units) |  |  |  |  |  |  |  |  |  |  |  |
| (2021 : 219,125,876 units) |  |  |  |  | 165,997 |  | 405,226 |  |  |  |  |
| **Diluted earnings (loss) per share** |  |  |  |  |  |  |  |  |  |  |  |
| Net earnings (loss) of ordinary shareholders |  |  |  |  |  |  |  |  |  |  |  |
| (assuming conversion of potential ordinary |  |  |  |  |  |  |  |  |  |  |  |
| shares to ordinary shares) | (267,606) |  | 270,422 |  | 6,982,013 |  | 6,365,918 |  | (0.04) |  | 0.04 |

|  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | 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) | | | |
|  | 2021 |  | 2020 |  | 2021 |  | 2020 |  | 2021 |  | 2020 |
| **Basic earnings (loss) per share** |  |  |  |  |  |  |  |  |  |  |  |
| Net earnings (loss) | (85,464) |  | (38,582) |  | 6,732,236 |  | 5,802,058 |  | (0.01) |  | (0.01) |
| **Effect of dilutive potential ordinary shares** |  |  |  |  |  |  |  |  |  |  |  |
| Warrants |  |  |  |  |  |  |  |  |  |  |  |
| (2020 : 1,079,190,897 units) |  |  |  |  |  |  |  |  |  |  |  |
| (2021 : 219,125,876 units) |  |  |  |  | 190,739 |  | 458,128 |  |  |  |  |
| **Diluted earnings (loss) per share** |  |  |  |  |  |  |  |  |  |  |  |
| Net earnings (loss) of ordinary shareholders |  |  |  |  |  |  |  |  |  |  |  |
| (assuming conversion of potential ordinary |  |  |  |  |  |  |  |  |  |  |  |
| shares to ordinary shares) | (85,464) |  | (38,582) |  | 6,922,975 |  | 6,260,186 |  | (0.01) |  | (0.01) |

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | 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) | | |
|  | 2021 |  | 2020 |  | 2021 |  | 2020 |  | 2021 |  | 2020 |
| **Basic earnings (loss) per share** |  |  |  |  |  |  |  |  |  |  |  |
| Net earnings (loss) | 17,003 |  | 195,683 |  | 6,816,016 |  | 5,960,692 |  | 0.00 |  | 0.03 |
| **Effect of dilutive potential ordinary shares** |  |  |  |  |  |  |  |  |  |  |  |
| Warrants |  |  |  |  |  |  |  |  |  |  |  |
| (2020 : 1,079,190,897 units) |  |  |  |  |  |  |  |  |  |  |  |
| (2021 : 219,125,876 units) |  |  |  |  | 165,997 |  | 405,226 |  |  |  |  |
| **Diluted earnings (loss) per share** |  |  |  |  |  |  |  |  |  |  |  |
| Net earnings (loss) of ordinary shareholders |  |  |  |  |  |  |  |  |  |  |  |
| (assuming conversion of potential ordinary |  |  |  |  |  |  |  |  |  |  |  |
| shares to ordinary shares) | 17,003 |  | 195,683 |  | 6,982,013 |  | 6,365,918 |  | 0.00 |  | 0.03 |

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | 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) | | |
|  | 2021 |  | 2020 |  | 2021 |  | 2020 |  | 2021 |  | 2020 |
| **Basic earnings (loss) per share** |  |  |  |  |  |  |  |  |  |  |  |
| Net earnings (loss) | 94,652 |  | (50,337) |  | 6,732,236 |  | 5,802,058 |  | 0.01 |  | (0.01) |
| **Effect of dilutive potential ordinary shares** |  |  |  |  |  |  |  |  |  |  |  |
| Warrants |  |  |  |  |  |  |  |  |  |  |  |
| (2020 : 1,079,190,897 units) |  |  |  |  |  |  |  |  |  |  |  |
| (2021 : 219,125,876 units) |  |  |  |  | 190,739 |  | 458,128 |  |  |  |  |
| **Diluted earnings (loss) per share** |  |  |  |  |  |  |  |  |  |  |  |
| Net earnings (loss) of ordinary shareholders |  |  |  |  |  |  |  |  |  |  |  |
| (assuming conversion of potential ordinary |  |  |  |  |  |  |  |  |  |  |  |
| shares to ordinary shares) | 94,652 |  | (50,337) |  | 6,922,975 |  | 6,260,186 |  | 0.01 |  | (0.01) |

**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.

On August 11, 2020, the board of directors meeting approves the resolutions to pay interim dividend to the shareholders from the Company’s un-appropriated retained earnings as at June 30, 2020 at Baht 0.02 per share or not exceeding of Baht 132.78 million. The interim dividend was paid on September 10, 2020.

On November 12, 2020, the board of directors meeting approves the resolutions to pay interim dividend to the shareholders from the Company’s un-appropriated retained earnings as at September 30, 2020 at Baht 0.015 per share or not exceeding of Baht 99.61 million. The interim dividend will be paid on December 9, 2020.

On April 2, 2021, the annual general shareholders meeting approves the resolutions to pay dividend to the shareholders from the Company’s un-appropriated retained earnings as at December 31, 2020 at Baht 0.015 per share or not exceeding of Baht 99.72 million. The dividend will be paid on April 30, 2021.

**24. EXPENSES BY NATURE**

The material expenses for the six-month periods ended June 30, 2021 and 2020 are categorized by their natures as follows;

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | | | | | | | |
|  | Consolidated Financial Statement | | |  | | Separate Financial Statement | | | | | | | |
|  | 2021 |  | 2020 |  | | 2021 | |  | | | 2020 | | |
| Personnel expenses  (Excluded Management benefit expenses) | 20,876,789.14 |  | 11,868,228.40 | |  | | 18,479,732.50 | |  | | | 10,302,552.76 | | |
| Management remunerations  (Included in Cost of service and administrative expenses) | 18,862,511.16 |  | 22,494,913.37 | |  | | 18,862,511.16 | |  | | | 22,494,913.37 | | |
| Depreciation and amortization | 2,298,795.57 |  | 2,090,642.22 | |  | | 2,298,795.57 | |  | | | 2,090,642.22 | | |
| Consulting fee | 1,648,730.82 |  | 2,811,467.54 | |  | | 1,422,554.82 | |  | | | 2,585,293.54 | | |
| Advertising expenses | 688,806.83 |  | 934.56 | |  | | 687,872.27 | |  | | | - | | |
| Foreign Business Information fees | 644,003.81 |  | 780,117.85 | |  | | 619,175.73 | | |  | | | 755,746.17 | |

**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, 2021 and 2020 | | | | | | | | | | |
|  | Business Consulting | | Investments | | Digital Asset | | Eliminated | | Consolidated | | |
|  | 2021 | 2020 | 2021 | 2020 | 2021 | 2020 | 2021 | 2020 | 2021 | 2020 |
| Sales and services income | 47,219 | 22,021 | 64,988 | 359,505 | 1 | - | (3,645) | (3,645) | 108,563 | 377,881 |
| Cost of sales and services | (10,704) | (10,079) | (4,685) | (13,591) | (2,133) | - | 3,296 | 3,517 | (14,226) | (20,153) |
| Gross earnings (loss) | 36,515 | 11,942 | 60,303 | 345,914 | (2,132) | - | (349) | (128) | 94,337 | 357,728 |
| Other income |  |  |  |  |  |  |  |  | 35,572 | 1,493 |
| Administrative expenses |  |  |  |  |  |  |  |  | (18,592) | (38,120) |
| Loss on reduced value of inventory |  |  |  |  |  |  |  |  | (369,519) | - |
| Financial costs |  |  |  |  |  |  |  |  | (3,781) | (998) |
| Income tax |  |  |  |  |  |  |  |  | (5,683) | (54,767) |
| Loss (gain) of non-controlling interest |  |  |  |  |  |  |  |  | 60 | 5,086 |
| Net profit (loss) |  |  |  |  |  |  |  |  | (267,606) | 270,422 |

(Unit: Thousand Baht)

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement | | | | | | | | | | |
|  | For three-month periods ended June 30, 2021 and 2020 | | | | | | | | | | |
|  | Business Consulting | | Investments | | Digital Asset | | Eliminated | | Consolidated | | |
|  | 2021 | 2020 | 2021 | 2020 | 2021 | 2020 | 2021 | 2020 | 2021 | 2020 |
| Sales and services income | 97,343 | 46,886 | 255,710 | 13,013 | 1 | - | (7,291) | (7,291) | 345,763 | 52,608 |
| Cost of sales and services | (21,037) | (21,499) | (10,137) | (18,882) | (2,133) | - | 6,559 | 6,737 | (26,748) | (33,644) |
| Gross earnings (loss) | 76,306 | 25,387 | 245,573 | (5,869) | (2,132) | - | (732) | (554) | 319,015 | 18,964 |
| Other income |  |  |  |  |  |  |  |  | 57,977 | 32,781 |
| Administrative expenses |  |  |  |  |  |  |  |  | (57,994) | (47,451) |
| Loss on reduced value of inventory |  |  |  |  |  |  |  |  | (369,519) | - |
| Unrealized loss in trading securities |  |  |  |  |  |  |  |  | - | (38,373) |
| Loss on sales of trading securities |  |  |  |  |  |  |  |  | - | (7,761) |
| Financial costs |  |  |  |  |  |  |  |  | (4,392) | (2,000) |
| Income tax |  |  |  |  |  |  |  |  | (30,609) | 1,592 |
| Loss (gain) of non-controlling interest |  |  |  |  |  |  |  |  | 58 | 3,666 |
| Net profit (loss) |  |  |  |  |  |  |  |  | (85,464) | (38,582) |

(Unit : Thousand Baht)

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Separate Financial Statement | | | | | | | |
|  | For three-month periods ended June 30, 2021 and 2020 | | | | | | | |
|  | Business Consulting | | Investments | | Digital Assets | | Separate | |
|  | 2021 | 2020 | 2021 | 2020 | 2021 | 2020 | 2021 | 2020 |
| Sales and services income | 25,246 | 18,447 | 18,628 | 274,355 | 1 | - | 43,875 | 292,802 |
| Cost of sales and services | (10,134) | (9,244) | (150) | - | (2,133) | - | (12,417) | (9,244) |
| Gross earnings (loss) | 15,112 | 9,203 | 18,478 | 274,355 | (2,132) | - | 31,458 | 283,558 |
| Other income |  |  |  |  |  |  | 35,573 | 1,417 |
| Administrative expenses |  |  |  |  |  |  | (17,585) | (34,941) |
| Unrealized loss in trading securities |  |  |  |  |  |  | (21,947) | - |
| Financial costs |  |  |  |  |  |  | (3,781) | (998) |
| Income tax |  |  |  |  |  |  | (6,715) | (53,353) |
| Net profit (loss) |  |  |  |  |  |  | 17,003 | 195,683 |

(Unit : Thousand Baht)

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Separate Financial Statement | | | | | | | |
|  | For six-month periods ended June 30, 2021 and 2020 | | | | | | | |
|  | Business Consulting | | Investments | | Digital Assets | | Separate | |
|  | 2021 | 2020 | 2021 | 2020 | 2021 | 2020 | 2021 | 2020 |
| Sales and services income | 58,766 | 41,149 | 88,335 | 12,152 | 1 | - | 147,102 | 53,301 |
| Cost of sales and services | (19,658) | (19,827) | (538) | - | (2,133) | - | (22,329) | (19,827) |
| Gross earnings (loss) | 39,108 | 21,322 | 87,797 | 12,152 | (2,132) | - | 124,773 | 33,474 |
| Other income |  |  |  |  |  |  | 57,108 | 28,912 |
| Administrative expenses |  |  |  |  |  |  | (56,628) | (43,869) |
| Unrealized loss in trading securities |  |  |  |  |  |  | - | (66,852) |
| Loss on sales of trading securities |  |  |  |  |  |  | - | (1,626) |
| Financial costs |  |  |  |  |  |  | (4,392) | (2,000) |
| Income tax |  |  |  |  |  |  | (26,209) | 1,624 |
| Net profit (loss) |  |  |  |  |  |  | 94,652 | (50,337) |

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, 2021 and 2020 | | | | | | | |
|  | Business Consulting | | Investments | | Digital Assets | | Consolidated | |
|  | 2021 | 2020 | 2021 | 2020 | 2021 | 2020 | 2021 | 2020 |
| Sales and services income | 43,574 | 18,376 | 64,988 | 359,505 | 1 | - | 108,563 | 377,881 |
| Cost of sales and services | (8,368) | (15,507) | (3,731) | (4,646) | (2,127) | - | (14,226) | (20,153) |
| Gross earnings (loss) | 35,206 | 2,869 | 61,257 | 354,859 | (2,126) | - | 94,337 | 357,728 |
| Other income | 15,712 | 1,493 | 5,016 | - | 14,844 | - | 35,572 | 1,493 |
| Administrative expenses | (15,159) | (32,497) | (3,423) | (5,623) | (10) | - | (18,592) | (38,120) |
| Loss on reduced value of inventory | - | - | - | - | (369,519) | - | (369,519) | - |
| Financial costs | (3,781) | (998) | - | - | - | - | (3,781) | (998) |
| Income tax | (8,273) | (54,349) | 2,590 | (418) | - | - | (5,683) | (54,767) |
| Loss(gain) of non-controlling interest | 60 | 5,086 | - | - | - | - | 60 | 5,086 |
| Net profit (loss) | 23,765 | (78,396) | 65,440 | 348,818 | (356,811) | - | (267,606) | 270,422 |

(Unit : Thousand Baht)

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement | | | | | | | |
|  | For six-month periods ended June 30, 2021 and 2020 | | | | | | | |
|  | Business Consulting | | Investments | | Digital Assets | | Consolidated | |
|  | 2021 | 2020 | 2021 | 2020 | 2021 | 2020 | 2021 | 2020 |
| Sales and services income | 90,052 | 39,595 | 255,710 | 13,013 | 1 | - | 345,763 | 52,608 |
| Cost of sales and services | (17,173) | (24,351) | (7,448) | (9,293) | (2,127) | - | (26,748) | (33,644) |
| Gross earnings (loss) | 72,879 | 15,244 | 248,262 | 3,720 | (2,126) | - | 319,015 | 18,964 |
| Other income | 43,133 | 32,781 | - | - | 14,844 | - | 57,977 | 32,781 |
| Administrative expenses | (49,191) | (39,381) | (8,793) | (8,070) | (10) | - | (57,994) | (47,451) |
| Loss on reduced value of inventory | - | - | - | - | (369,519) | - | (369,519) | - |
| Unrealized loss in trading securities | - | - | - | (38,373) | - | - | - | (38,373) |
| Loss on sales of trading securities | - | - | - | (7,761) | - | - | - | (7,761) |
| Financial costs | (4,392) | (2,000) | - | - | - | - | (4,392) | (2,000) |
| Income tax | (23,594) | 4,036 | (7,015) | (2,444) | - | - | (30,609) | 1,592 |
| Loss(gain) of non-controlling interest | 58 | 3,666 | - | - | - | - | 58 | 3,666 |
| Net profit (loss) | 38,893 | 14,346 | 232,454 | (52,928) | (356,811) |  | (85,464) | (38,582) |

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, 2021 and 2020 | | | | | |
|  | Assets | | Service Income | | Net Profit (1) | |
|  | June 30 | December 31 | June 30 | June 30 | June 30 | June 30 |
|  | 2021 | 2020 | 2021 | 2020 | 2021 | 2020 |
| Foreign country | 1,627,780 | 564,649 | 33,393 | 6,246 | (264,511) | 81,024 |
| Domestic | 1,865,385 | 2,001,201 | 752 | 2,620 | (3,095) | 189,398 |
| Total | 3,493,165 | 2,565,850 | 34,145 | 8,866 | (267,606) | 270,422 |

(Unit : Thousand Baht)

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement | | | | | |
|  | For six-month periods ended June 30, 2021 and 2020 | | | | | |
|  | Assets | | Service Income | | Net Profit (1) | |
|  | June 30 | December 31 | June 30 | June 30 | June 30 | June 30 |
|  | 2021 | 2020 | 2021 | 2020 | 2021 | 2020 |
| Foreign country | 1,627,780 | 564,649 | 54,031 | 11,168 | (173,074) | 30,695 |
| Domestic | 1,865,385 | 2,001,201 | 17,506 | 9,535 | 87,610 | (69,277) |
| Total | 3,493,165 | 2,565,850 | 71,537 | 20,703 | (85,464) | (38,582) |

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

**25.2 Assets by segment**

(Unit : Thousand Baht)

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | As at June 30, 2021 and December 31, 2020 | | | | | | | | | | |
|  | Business Consulting | | Investments | | Digital Assets | | Eliminated | | Consolidated | |
|  | 2021 | 2020 | 2021 | 2020 | 2021 | 2020 | 2021 | 2020 | 2021 | 2020 |
| Assets |  |  |  |  |  |  |  |  |  |  |
| Equipment | 16,409 | 17,145 | - | - | 147 | - | - | - | 16,556 | 17,145 |
| Unallocated equipment |  |  |  |  |  |  |  |  | 17,565 | 14,703 |
| Unallocated assets |  |  |  |  |  |  |  |  | 3,459,044 | 2,534,002 |
| Total assets |  |  |  |  |  |  |  |  | 3,493,165 | 2,565,850 |

**26. COMMITMENTS**

**26.1** As of June 30, 2021 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 |  | 0.15 |
| Over 1 year but not over 5 years |  | - |
| Over 5 years |  | - |
| Total |  | 0.15 |

**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 2020 and has been extended for a period expire August 31, 2022.

**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.

**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, 2021** |  |  |  |  |  |  |  |  |  |
| ***Current*** |  |  |  |  |  |  |  |  |  |
| Short term investment : |  |  |  |  |  |  |  |  |  |
| Trading Securities | 748,691 |  | 562,805 |  | - |  | - |  | 562,805 |
| Investments Fund : Fund | 422,400 |  | 681,066 |  | - |  | - |  | 681,066 |

|  | Thousand Baht | | | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Separate financial statements** | | | | | | | | |
|  | Cost |  | Fair value | | | | | | |
|  |  |  | Level 1 |  | Level 2 |  | Level 3 |  | Total |
| **June 30, 2021** |  |  |  |  |  |  |  |  |  |
| ***Current*** |  |  |  |  |  |  |  |  |  |
| Trading Securities | 696,178 |  | 504,325 |  | - |  | - |  | 504,325 |

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 REIOD**

On August 16, 2021, 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, 2021 to June 30, 2021 at Baht 0.015 per share or not exceeding of Baht 123.42 million. The interim dividend shall be paid on September 15, 2021.

**29. APPROVAL OF THE FINANCIAL STATEMENT**

The interim financial statements have been approved by the Company’s board of directors on August 16, 2021.