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

**NOTES TO INTERIM FINANCIAL STATEMENTS**

**FOR THE THREE-MONTH PERIOD ENDED MARCH 31, 2022**

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 Basis for preparation of interim financial statements**

These interim financial statements are prepared in accordance with Accounting Standards No. 34 (revised 2020) “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 2021.

The consolidated financial statements for the three-month periods ended March 31, 2022, 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 March 31, 2022 amount of Baht 2,526.78 million, (equivalent to 62.90% of total assets in the consolidated financial statement), total liabilities amount of Baht 2.61 million (equivalent to 0.42% of total liabilities in the consolidated financial statement) and net loss for the three-month periods then ended amounting Baht 85.72 million (equivalent to 208.46% 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.

And in the 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.

Revenue from cryptocurrency mining

The Group, together with the mining pool, provides verification and validation of blockchain transactions and is compensated with cryptocurrencies by the mining pool. Revenue from cryptocurrency mining is recognised when the Group has provided a service and received cryptocurrency from the mining pool, at the fair value of the cryptocurrencies on the date of receipt, measured at the closing price on a central source for cryptocurrency prices.

The Group initially recognises cryptocurrency assets at cost, which is the fair value on the asset on the date of receipt and measuring the value of digital assets at cost or net realizable value whichever is lower.

Every end of the reporting period The Group measures the value of cryptocurrency assets. It will record a loss on the carrying amount of cryptocurrency assets higher than the fair value at the end of the reporting period. The fair value is measured from the closing price at the end of the reporting period.

Mining equipment

Depreciation of cryptocurrency mining equipment is calculated by reference to its cost on the straight-line basis of 3 years. Depreciation of the cryptocurrency mining equipment is included in determining income.

1.3 Adoption of new financial reporting standards

1.3.1 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, 2022. 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.

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

During the period, the Federation of Accounting professions has revised financial reporting standards, which are effective for financial statements year beginning on or after January 1, 2022, are as follows :

|  |  |
| --- | --- |
| Financial reporting standards | |
|  | TFRS 1 First-time Adoption of Financial Reporting Standards |
|  | TFRS 16 Lease |

The management of the Company has assessed that TFRS 1 and TFRS 16 will not have impact on the financial statement when they are applied.

**2. RELATED PARTY TRANSACTION**

|  |  |  | Country of | Percentage of | |
| --- | --- | --- | --- | --- | --- |
| Company’s name | Nature of business | Relationship | incorporation | shareholding | |
|  |  |  |  | March 31 | December 31 |
|  |  |  |  | 2022 | 2021 |
| 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 | Financial 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 | - | - |

**2.1 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)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Consolidated  Financial Statement | | Separate  Financial Statement | |
|  | For the three-month  periods ended March 31 | | For the three-month  periods ended March 31 | | Pricing policy |
|  | 2022 | 2021 | 2022 | 2021 |  |
| **Subsidiary companies** |  |  |  |  |  |
| Service income | - | - | 3,614 | 3,614 | At the rate determined under the contract |
| Rental income | - | - | 31 | 31 | At the rate determined under the contract |
| Interest income | - | - | 14,810 | 4,486 | At the interest rate 3.00% per year |
| Interest expense | - | - | 200 | - | At the interest rate 3.00% per year |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Related companies** |  |  |  |  |  |
| Service income | 106 | 106 | 106 | 106 | At the rate determined under the contract |
| Rental income | 46 | 46 | 46 | 46 | At the rate determined under the contract |
| Other fee | 50 | 25 | 50 | 25 | At the rate determined under the contract |

2.1.1 Management remuneration comprised of salary, bonus, life insurance premium, board of directors meeting allowance and directors compensation etc. for the three-month periods ended March 31, 2022 and 2021 are as follow;

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | |
|  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  | 2022 |  | 2021 |  | 2022 |  | 2021 |
| Benefits – short-term | 13,930,677.00 |  | 12,403,015.17 |  | 13,930,677.00 |  | 12,403,015.17 |
| Benefits – after retirement | 364,191.00 |  | 846,565.00 |  | 364,191.00 |  | 846,565.00 |
| Total | 14,294,868.00 |  | 13,249,580.17 |  | 14,294,868.00 |  | 13,249,580.17 |

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 March 31, 2022 and December 31, 2021 as follows:-

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

|  | BAHT | | | |
| --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement | | Separate Financial Statement | |
|  | March 31, 2022 | December 31, 2021 | March 31, 2022 | December 31, 2021 |
| **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** |  |  |  |  |
| Civetta Capital Co., Ltd. | 24,660.37 | 24,660.37 | 24,660.37 | 24,660.37 |
| Brooker Sukhothai Fund Limited. | 146,015,749.42 | 210,456,715.35 | - | - |
| Total amounts due from related parties | 146,040,409.79 | 210,481,375.72 | 3,399,660.37 | 5,899,660.37 |

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

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | | |
|  | Consolidated Financial Statement | | | | Separate Financial Statement | | | |
|  | March 31, 2022 | | December 31, 2021 | | March 31, 2022 | | December 31, 2021 | |
| Current | 146,015,749.42 | 210,481,375.72 | | 3,375,000.00 | | 5,899,660.37 | |
| Overdue 30 days | 24,660.37 | - | | 24,660.37 | | - | |
| 31 - 60 days | - | - | | - | | - | |
| 61 - 90 days | - | - | | - | | - | |
| 91 - 180 days | - | - | | - | | - | |
| 181 - 365 days | - | - | | - | | - | |
| Over 365 days | - | - | | - | | - | |
| Trade accounts receivable – related parties - net | 146,040,409.79 | 210,481,375.72 | | 3,399,660.37 | | 5,899,660.37 | |

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

|  |  | BAHT | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | March 31, 2022 |  | December 31, 2021 |  | March 31, 2022 |  | December 31, 2021 |
| **UNBILLED RECEIVABLE – RELATED PARTIES** | | | | | | | | |
| **Subsidiary companies** | | | | | | | | |
| Brooker International Company Limited |  | - |  | - |  | 58,591,135.88 |  | 47,106,680.78 |
| Total unbilled receivable – related parties |  | - |  | - |  | 58,591,135.88 |  | 47,106,680.78 |
| Total Other current receivables – related parties |  | - |  | - |  | 58,591,135.88 |  | 47,106,680.78 |

### **LOANS TO RELATED PARTIES**

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |  | POLICY |
|  |  | Separate Financial Statement | | | | | | |  | ON |
|  |  | December 31, 2021 |  | Increase |  | Decrease |  | March 31, 2022 |  | LENDING COST |
| **Subsidiary companies** |  |  |  |  |  |  |  |  |  |  |
| Brooker Corporate Advisory Co., Ltd. |  | 59,100,000.00 |  | 1,000,000.00 |  | - |  | 60,100,000.00 |  | 3.00% p.a. |
| Brooker Business Development Co., Ltd. |  | 59,800,000.00 |  | 4,000,000.00 |  | - |  | 63,800,000.00 |  | 3.00% p.a. |
| Brooker International Company Limited |  | 1,783,064,493.90 |  | 203,006,894.40 |  | - |  | 1,986,071,388.30 |  | 3.00% p.a. |
| **Total loans to subsidiary companies** |  | 1,901,964,493.90 |  | 208,006,894.40 |  | - |  | 2,109,971,388.30 |  |  |

### **2.5 LOANS FROM RELATED PARTIES**

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |  | POLICY |
|  |  | Separate Financial Statement | | | | | | |  | ON |
|  |  | December 31, 2021 |  | Increase |  | Decrease |  | March 31, 2022 |  | BORROWING COST |
| **Subsidiary companies** |  |  |  |  |  |  |  |  |  |  |
| Brooker Planner Co., Ltd |  | 11,000,000.00 |  | - |  | - |  | 11,000,000.00 |  | 3.00% p.a. |
| Binswanger Brooker (Thailand) Limited |  | 16,000,000.00 |  | - |  | - |  | 16,000,000.00 |  | 3.00% p.a. |
| **Total loans from subsidiary companies** |  | 27,000,000.00 |  | - |  | - |  | 27,000,000.00 |  |  |

**3. CASH AND CASH EQUIVALENTS**

As at March 31, 2022 and December 31, 2021, cash and cash equivalents are as follow;

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | March 31, 2022 |  | December 31, 2021 |  | March 31, 2022 |  | December 31, 2021 |
| Cash |  | 25,000.00 |  | 25,000.00 |  | 25,000.00 |  | 25,000.00 |
| Current and saving account deposits |  | 483,166,385.82 |  | 341,470,631.26 |  | 83,978,297.82 |  | 144,041,303.36 |
| Total cash and cash equivalents |  | 483,191,385.82 |  | 341,495,631.26 |  | 84,003,297.82 |  | 144,066,303.36 |

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

As at March 31, 2022 and December 31, 2021, the outstanding balance of trade accounts receivable are classified by aging as follows :-

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | BAHT | | | |
|  | Consolidated Financial Statement | | Separate Financial Statement | |
|  | March 31, 2022 | December 31, 2021 | March 31, 2022 | December 31,2021 |
|  | |  |  |  |
| Current | 15,180,240.18 | 15,738,794.02 | - | 3,910,314.74 |
| Overdue 30 days | - | 26,274,638.27 | - | 535,000.00 |
| 31 - 60 days | - | 3,210,000.00 | - | 3,210,000.00 |
| 61 - 90 days | 2,407,500.00 | 46,875,287.97 | 2,407,500.00 | 42,800,000.00 |
| 91 - 180 days | 71,666,334.72 | 20,131,989.01 | 46,010,000.00 | 20,131,989.01 |
| 181 - 365 days | 61,453,918.44 | 37,328,696.90 | 36,181,989.01 | 16,050,000.00 |
| Over 365 days | - | - | - | - |
| Total | 150,707,993.34 | 149,559,406.17 | 84,599,489.01 | 86,637,303.75 |
| Less : Allowance for doubtful accounts | - | - | - | - |
| Net | 150,707,993.34 | 149,559,406.17 | 84,599,489.01 | 86,637,303.75 |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | BAHT | | | |
|  | Consolidated Financial Statement | | Separate Financial Statement | |
|  | March 31, 2022 | December 31, 2021 | March 31, 2022 | December 31, 2021 |
| Account Receivable Other | 20,877.76 | 20,945.55 | - | - |
| Unbilled Receivable | 3,655,506.18 | 10,940,314.51 | 2,329,934.18 | 10,940,314.51 |
| Advance Payment \* | 111,136,122.55 | 92,380,689.07 | 813,108.00 | 1,606,500.00 |
| Prepaid Expenses | 2,884,664.26 | 1,448,233.45 | 2,839,377.46 | 1,425,345.17 |
| Total other current receivable- non-related parties | 117,697,170.75 | 104,790,182.58 | 5,982,419.64 | 13,972,159.68 |

\* In during the year 2021, a Subsidiary Company made advance payments for token sale agreements amounting to Baht 34.80 million and purchase miner machine amount to Baht 44.59 million, later the year 2022, a Subsidiary Company made advance payment for invest 2 funds amount to Baht 30.93 million.

### **DIGITAL ASSET INVENTORY**

As of March 31, 2022, the inventory value of Digital Assets is Baht 1,056.39 million (Equivalent to US$ 31.73 million) and the Company record loss on reduced value of the inventory in the income statement amounting to Baht 70.14 million (Equivalent to US$ 2.11 million) and market fair value is approximately to Baht 1,164.44 million (Equivalent to US$ 35.14 million)

The digital assets inventory transactions for the three-month periods ended March 31, 2022 and December 31, 2021, are as follow;

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | March 31, 2022 |  | December 31, 2021 |  | March 31, 2022 |  | December 31, 2021 |
| As at January 1, 2022 - Net |  | 986,845,781.82 |  | - |  | 102,534.16 |  | - |
| Increase(decrease) during the period |  | 139,115,165.67 |  | 1,253,149,353.57 |  | 45,300.37 |  | 102,534.16 |
| Less Loss on reduced value |  | (70,143,972.68) |  | (255,787,074.93) |  | - |  | - |
| Less Loss difference from translation of financial statements |  | 576,622.77 |  | (10,516,496.82) |  | - |  | - |
| As of March 31, 2022 - Net |  | 1,056,393,597.58 |  | 986,845,781.82 |  | 147,834.53 |  | 102,534.16 |

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

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | March 31, 2022 |  | December 31, 2021 |  | March 31, 2022 |  | December 31, 2021 |
| Other persons non-related |  | 68,240,000.00 |  | 52,000,000.00 |  | 68,240,000.00 |  | 52,000,000.00 |
| Global Alliance Co., Ltd. |  | 100,000,000.00 |  | 100,000,000.00 |  | 100,000,000.00 |  | 100,000,000.00 |
| 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 |
| Asian Ocean Enterprises Limited |  | 64,953,028.00 |  | - |  | - |  | - |
| Total |  | 368,101,028.00 |  | 286,908,000.00 |  | 303,148,000.00 |  | 286,908,000.00 |
| Less : Allowance for doubtful accounts |  | (43,148,000.00) |  | (43,908,000.00) |  | (43,148,000.00) |  | (43,908,000.00) |
| Total loans to others person and company |  | 324,953,028.00 |  | 243,000,000.00 |  | 260,000,000.00 |  | 243,000,000.00 |

The transactions of loans to others person and company during the three-month periods ended March 31, 2022, are as follow;

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | | | | | |  | POLICY | |
|  |  | Consolidated Financial Statement / Separate Financial Statement | | | | | | | | | | |  | ON LENDING | |
|  |  | December 31, 2021 | |  | | Increase |  | Decrease |  | March 31, 2022 |  | COST | | |
| **Separate Financial Statement** |  |  | |  | |  |  |  |  |  |  |  | | |
| Other persons non-related |  | 52,000,000.00 |  | | 17,000,000.00 | |  | (760,000.00) |  | 68,240,000.00 |  | 12.00,15.00% p.a. | | |
| Global Alliance Co., Ltd. |  | 100,000,000.00 |  | | - | |  | - |  | 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 |  | 286,908,000.00 |  | | 17,000,000.00 | |  | (760,000.00) |  | 303,148,000.00 |  |  | | |

|  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Consolidated Financial Statement** |  |  | |  | |  |  |  |  |  |  |  |
| Other persons non-related |  | 52,000,000.00 |  | | 17,000,000.00 | |  | (760,000.00) |  | 68,240,000.00 |  | 12.00,15.00% p.a. |
| Global Alliance Co., Ltd. |  | 100,000,000.00 |  | | - | |  | - |  | 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. |
| Asian Ocean Enterprises Limited \* |  | - |  | | 64,953,028.00 | |  | - |  | 64,953,028.00 |  | 1.00% p.a. |
| Total |  | 286,908,000.00 |  | | 81,953,028.00 | |  | (760,000.00) |  | 368,101,028.00 |  |  |
| Less : Allowance for doubtful accounts |  | (43,908,000.00) |  | | - | |  | 760,000.00 |  | (43,148,000.00) |  |  |
| Total loans to others person and companies |  | 243,000,000.00 |  | | 81,953,028.00 | |  | - |  | 324,953,028.00 |  |  |

\* A subsidiary in foreign countries has provided a short-term loan of 1 month, due payment within May 2022.

1. **OTHER CURRENT FINANCIAL ASSETS**

As at March 31, 2022 and December 31, 2021, other current financial assets are as follow;

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | | | | | | | |
|  | March 31, 2022 | | | | | |  | | December 31, 2021 | | | | |
|  | Cost |  | Fair Value |  | | Unrealized Gain (Loss) |  | Cost | |  | Fair Value |  | Unrealized Gain (Loss) |
| **8.1 The Company** |  |  |  |  | |  |  |  | |  |  |  |  |
| Investment in |  |  |  |  | |  |  |  | |  |  |  |  |
| - Trading securities | 432,015,976.22 |  | 209,351,407.25 |  | | (222,664,568.97) |  | 536,129,174.22 | |  | 338,379,825.75 |  | (197,749,348.47) |
| **8.2 Subsidiary Company** |  |  |  |  | |  |  |  | |  |  |  |  |
| Investment in |  |  |  |  | |  |  |  | |  |  |  |  |
| |  |  |  |  |  |  |  |  |  |  |  |  | | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | | - Trading securities |  |  |  |  |  |  |  |  |  |  |  | | 52,512,776.14 |  | 53,413,332.54 |  | | 900,556.40 |  | 52,512,776.14 | |  | 54,266,665.86 |  | 1,753,889.72 |
| - Fund | 373,786,989.20 |  | 737,793,121.79 |  | | 364,006,132.59 |  | 410,910,242.16 | |  | 750,116,953.77 |  | 339,206,711.61 |
| Total subsidiary | 426,299,765.34 |  | 791,206,454.33 |  | 364,906,688.99 | |  | 463,423,018.30 | |  | 804,383,619.63 |  | 340,960,601.33 |
| Total other current financial assets | 858,315,741.56 |  | 1,000,557,861.58 |  | | 142,242,120.02 |  | 999,552,192.52 | |  | 1,142,763,445.38 |  | 143,211,252.86 |

**8.3** The acquisitions and disposals of trading securities during the period ended March 31, 2022 and December 31, 2021 is as follow;

|  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | | | | | | |
|  | Consolidated Financial Statement | | | | |  | | Separate Financial Statement | | | | | |
|  | March 31, 2022 |  | | December 31, 2021 | |  | | March 31, 2022 | |  | | December 31, 2021 | | |
| Book value as at January 1 – net | 1,142,763,445.38 |  | 1,437,580,616.79 | |  | | 338,379,825.75 | |  | | 870,827,300.64 | | | |
| Acquisition | - |  | 53,089,718.91 | |  | | - | |  | | 44,777,993.91 | | | |
| Disposal | (138,941,520.96) |  | (711,029,594.95) | |  | | (104,113,198.00) | |  | | (629,574,689.95) | | | |
| Less Loss difference from translation of financial statements | (2,294,930.00) |  | 69,233,135.26 | |  | | - | |  | | - | | | |
| Unrealized gain (loss) in trading securities | (969,132.84) |  | 293,889,569.37 | |  | | (24,915,220.50) | |  | | 52,349,221.15 | | | |
| Book value as at March 31 – net | 1,000,557,861.58 |  | 1,142,763,445.38 | |  | | 209,351,407.25 | |  | | 338,379,825.75 | | | |

**8.4** The transactions of unrealized gain (loss) on trading securities during the three-month period ended March 31, 2022 is as follow;

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | BAHT | | |
|  |  | For the three-month period ended March 31, 2022 | | |
|  |  | Consolidated Financial Statement |  | Separate Financial Statement |
| Beginning balance |  | 143,211,252.86 |  | (197,749,348.47) |
| Transactions during the period |  | (969,132.84) |  | (24,915,220.50) |
| Ending balance |  | 142,242,120.02 |  | (222,664,568.97) |

**9. INVESTMENTS IN SUBSIDIARY COMPANIES**

As at March 31, 2022 and December 31, 2021, 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 | March 31 | | | December 31 | | March 31 | | | December 31 | | | March 31 | | | December 31 | | | March 31 | | December 31 | | | | March 31 | | | December 31 | | | |
| Name of company | business | 2022 | | | 2021 | | 2022 | | | 2021 | | | 2022 | | | 2021 | | | 2022 | | 2021 | | | | 2022 | | | 2021 | | | |
|  |  | (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 | | | 12,134 | | 12,474 | | | | - | | | - | | | |
|  |  |  | | |  | |  | | |  | | |  | | |  | | |  | |  | | | |  | | |  | | | |
| Brooker Corporate Advisory Co., Ltd. | Business consultant | 31.02 mil | | | 31.02 mil | | 99.99 | | | 99.99 | | | 31,011 | | | 31,011 | | | (1,162) | | 160 | | | | - | | | - | | | |
|  |  |  | | |  | |  | | |  | | |  | | |  | | |  | |  | | | |  | | |  | | | |
| Brooker Business Development Co., Ltd. | Business consultant | 2.00 mil | | | 2.00 mil | | 99.99 | | | 99.99 | | | 2,000 | | | 2,000 | | | (26,824) | | (23,494) | | | | (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 | | | 485,227 | | 415,859 | | | | - | | | - | | | |
|  |  |  | | |  | |  | | |  | | |  | | |  | | |  | |  | | | |  | | |  | | | |
| Investment in subsidiaries | | | | |  | |  | | |  | | | 60,077 | | | 60,077 | | | 469,375 | | 404,999 | | | | (2,000) | | | (2,000) | | | |
| Less : Allowance for Impairment | | | | |  | |  | | |  | | | | (2,000) | | | (2,000) | | |  | |  | | | |  | | | |  | | |
| Net Investments in subsidiary companies - The Company Only | | | | | | |  | | |  | | | | 58,077 | | | 58,077 | | |  | | |  | | | |  | |

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

As at March 31, 2022 and December 31, 2021, the Company has other non-current financial assets as follows;

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | |  | BAHT | |
|  |  | Consolidated Financial Statement | |  | Separate Financial Statement | |
|  |  | March 31 | December 31 |  | March 31 | December 31 |
| **Non-marketable equity securities** | Type of business | 2022 | 2021 |  | 2022 | 2021 |
| **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 | 564.69 | 566.53 |  | - | - |
| Total -related parties |  | 564.69 | 566.53 |  | - | - |
| **Total other non-current financial assets** | | 185,000,564.69 | 185,000,566.53 |  | 185,000,000.00 | 185,000,000.00 |

1. **LOAN TO OTHERS – LONG TERM**

As at March 31, 2022 and December 31, 2021, the Company has loan to others – long term as follows;

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | BAHT | | |
|  |  | Consolidated Financial Statement and  Separate Financial Statement | | |
|  |  | March 31, 2022 |  | December 31, 2021 |
| 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 March 31, 2022, are as follow;

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | | | | | |  | | POLICY | | |
|  |  | Consolidated Financial Statement / Separate Financial Statement | | | | | | | | | | |  | | ON | | |
|  |  | December 31, 2021 |  | Increase |  | | Decrease | |  | March 31, 2022 | |  | | 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 | | |  | |  | | |

\* The company has not set up an additional allowance for doubtful accounts because the company has calculated that the collateral is sufficient.

**12. PROPERTY AND EQUIPMENT, NET**

The movement of property, plant and equipment for the three-month period ended March 31, 2022 was as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | BAHT | | |
|  |  | Consolidated Financial Statement |  | Separate Financial Statement |
| **Cost** |  |  |  |  |
| At January 1, 2022 |  | 106,043,280.24 |  | 88,695,293.24 |
| Additions |  | 1,156,464.30 |  | 1,156,464.30 |
| Disposals/written-off |  | (364,800.00) |  | (178,800.00) |
| At March 31, 2022 |  | 106,834,944.54 |  | 89,672,957.54 |
| **Accumulated depreciation** |  |  |  |  |
| At January 1, 2022 |  | 58,057,626.54 |  | 56,806,249.86 |
| Depreciation |  | 2,720,688.78 |  | 1,319,121.18 |
| Disposals/written-off |  | (201,042.71) |  | (178,793.00) |
| At March 31, 2022 |  | 60,577,272.61 |  | 57,946,578.04 |
| **Net book value** |  |  |  |  |
| Balance as of January 1, 2022 |  | 47,985,653.70 |  | 31,889,043.38 |
| Balance as of March 31, 2022 |  | 46,257,671.93 |  | 31,726,379.50 |

1. **INVESTMENT PROPERTY, NET**

The movement of investment property for the three-month period ended March 31, 2022 was as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | BAHT | | |
|  |  | Consolidated Financial Statement |  | Separate Financial Statement |
| **Cost** |  |  |  |  |
| At January 1, 2022 |  | 8,803,554.00 |  | 8,803,554.00 |
| Property , increase (decrease) |  | - |  | - |
| At March 31, 2022 |  | 8,803,554.00 |  | 8,803,554.00 |
| **Accumulated Depreciation** |  |  |  |  |
| At January 1, 2022 |  | 2,753,220.83 |  | 2,753,220.83 |
| Increase (decrease) |  | 108,536.95 |  | 108,536.95 |
| At March 31, 2022 |  | 2,861,757.78 |  | 2,861,757.78 |
| **Net book value** |  |  |  |  |
| Balance as of January 1, 2022 |  | 6,050,333.17 |  | 6,050,333.17 |
| Balance as of March 31, 2022 |  | 5,941,796.22 |  | 5,941,796.22 |

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 12.91 million according to an independent valuator dated November 22, 2021.

**14. 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 2022 and 2021 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.

14.1 Income tax expenses for the three-month periods ended March 31, 2022 and 2021 are made up as follows:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | 2022 |  | 2021 |  | 2022 |  | 2021 |
| **Current income tax :** |  |  |  |  |  |  |  |  |
| Interim corporate income tax charge |  | 13,725,226.19 |  | 25,523,507.54 |  | 13,725,226.19 |  | 25,523,507.54 |
| Deferred tax : |  |  |  |  |  |  |  |  |
| Relating to origination and reversal |  |  |  |  |  |  |  |  |
| of temporary differences |  | (15,302,729.97) |  | (598,076.82) |  | (15,119,471.71) |  | (6,029,876.62) |
| Effects to deferred tax from change |  |  |  |  |  |  |  |  |
| of income tax rates |  | - |  | - |  | - |  | - |
| Income tax expense reported in  the statements of  comprehensive income |  | (1,577,503.78) |  | 24,925,430.72 |  | (1,394,245.52) |  | 19,493,630.92 |

14.2 The reconciliation of the income tax expense and the result of the multiplying of the accounting profit with tax rate for the three-month period ended March 31, 2022 and 2021 are presented as the following:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | |
|  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  | 2022 |  | 2021 |  | 2022 |  | 2021 |
| Accounting profit before corporate income tax | 39,333,420.19 |  | 207,070,265.26 |  | (23,051,775.61) |  | 97,142,276.99 |
| Corporate income tax rates | 20% |  | 20% |  | 20% |  | 20% |
| Accounting profit before corporate income tax |  |  |  |  |  |  |  |
| Multiply by tax rates | 7,866,684.05 |  | 41,414,053.06 |  | (4,610,355.12) |  | 19,428,455.40 |
| Effects to deferred tax from change of income tax rates | (15,302,729.97) |  | (598,076.82) |  | (15,119,471.71) |  | (6,029,876.62) |
| Income tax effects that is nondeductible in |  |  |  |  |  |  |  |
| calculation of profit: |  |  |  |  |  |  |  |
| - Revenue exempted in tax calculation | (13,853,547.00) |  | (39,331,396.14) |  | (165,441.40) |  | (17,061,286.66) |
| - Nondeductible expenses | 19,003,608.61 |  | 23,333,852.63 |  | 18,501,022.71 |  | 23,325,583.41 |
| - Tax loss | 708,480.53 |  | 106,997.99 |  | - |  | (169,244.61) |
| Income tax expense presented in the Statement |  |  |  |  |  |  |  |
| of Income | (1,577,503.78) |  | 24,925,430.72 |  | (1,394,245.52) |  | 19,493,630.92 |

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

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | |
|  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  | March 31, 2022 |  | December 31,2021 |  | March 31, 2022 |  | December 31,2021 |
| Deferred tax assets |  |  |  |  |  |  |  |
| Allowance for doubtful accounts – Trade receivables | - |  | - |  | - |  | - |
| 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 | 19,503,114.72 |  | 2,251,114.72 |  | 19,215,994.00 |  | 1,963,994.00 |
| Investment in marketable securities | 2,037,333.49 |  | 1,866,666.83 |  | - |  | - |
| Allowance for doubtful accounts – Loans to others | 46,329,600.00 |  | 46,481,600.00 |  | 46,329,600.00 |  | 46,481,600.00 |
| Employee benefit obligations | 7,058,298.40 |  | 8,004,727.00 |  | 6,710,595.80 |  | 7,727,186.60 |
| Benefits from accumulated tax loss | - |  | - |  | - |  | - |
| Total | 80,650,538.39 |  | 64,326,300.33 |  | 77,978,381.58 |  | 61,894,972.38 |

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| Deferred tax liabilities |  |  |  |  |  |  |  |
| Investment in marketable securities | 5,451,516.05 |  | 4,487,578.56 |  | 5,451,516.05 |  | 4,487,578.56 |
| Total | 5,451,516.05 |  | 4,487,578.56 |  | 5,451,516.05 |  | 4,487,578.56 |

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

Short term loan from financial institute as at March 31, 2022 and December 31, 2021 was as follows:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | March 31, 2022 |  | December 31, 2021 |  | March 31, 2022 |  | December 31, 2021 |
| A Financial Institute |  | 500,000,000.00 |  | 425,000,000.00 |  | 500,000,000.00 |  | 425,000,000.00 |
| Total Short-term loan from Financial Institute |  | 500,000,000.00 |  | 425,000,000.00 |  | 500,000,000.00 |  | 425,000,000.00 |

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

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | BAHT | | | |
|  | Consolidated Financial Statement | | Separate Financial Statement | |
|  | March 31, 2022 | December 31, 2021 | March 31, 2022 | December 31, 2021 | |
|  |  |  |  |  | |
| Simpson Financial Limited | 515,022.26 | 517,140.52 | - | - | |
| Total accounts payable trade – non-related parties | 515,022.26 | 517,140.52 | - | - | |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | BAHT | | | |
|  | Consolidated Financial Statement | | Separate Financial Statement | |
| **NON-RELATED PARTIES** | March 31, 2022 | December 31, 2021 | March 31, 2022 | December 31, 2021 |
|  |  |  |  |  |
| Accounts payable other | 2,232,033.32 | 973,866.62 | 2,105,839.67 | 968,200.33 |
| Unearned income | 767,569.81 | 54,566.50 | 767,569.81 | 54,566.50 |
| Accrued Expenses | 9,086,174.64 | 32,675,431.35 | 6,887,152.95 | 28,746,537.90 |
| Total accounts payable other – non related parties | 12,085,777.77 | 33,703,864.47 | 9,760,562.43 | 29,769,304.73 |

**18. EMPLOYEE BENEFITS OBLIGATION**

Movements in the present value of the provision under defined benefit obligation for the three-month period ended March 31, 2022 and for the year ended December 31, 2021 were as follows:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | |
|  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  | For the three-month period |  |  |  | For the three-month period |  |  |
|  | Ended |  | For the year ended |  | ended |  | For the year ended |
|  | March 31,2022 |  | December 31,2021 |  | March 31,2022 |  | December 31,2021 |
| Employee benefits obligation as of |  |  |  |  |  |  |  |
| beginning of periods | 40,023,635.00 |  | 30,514,458.00 |  | 38,635,933.00 |  | 29,208,159.00 |
| Current service cost and interest cost | 473,621.00 |  | 3,386,251.00 |  | 410,663.00 |  | 3,222,246.00 |
| Gain (loss) from estimate of actuarial assumptions | 287,853.00 |  | 6,122,926.00 |  | - |  | 6,205,528.00 |
| Paid Benefits | (5,493,617.00) |  | - |  | (5,493,617.00) |  | - |
| Employee benefits obligation as of  ending of periods | 35,291,492.00 |  | 40,023,635.00 |  | 33,552,979.00 |  | 38,635,933.00 |

Expenses recognized in gain or loss for the three-month periods ended March 31, 2022 and 2021 are as follow;

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | |
|  | For the three-month period ended March 31 | | | | | | |
|  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  | 2022 |  | 2021 |  | 2022 |  | 2021 |
| Current service cost | 345,873.00 |  | 788,737.00 |  | 290,896.00 |  | 751,132.00 |
| Interest cost | 127,748.00 |  | 57,828.00 |  | 119,767.00 |  | 54,432.00 |
| Total | 473,621.00 |  | 846,565.00 |  | 410,663.00 |  | 805,564.00 |

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 March 31, 2022 and 2021 are as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement /  Separate Financial Statement | | |  |
|  | 2022 |  | 2021 |  |
| Discount rate | 0.80 – 3.34% |  | 0.50 - 2.26% |  |
| Expected rate of salary increase | 0 – 5.00% |  | 0 – 10.00% |  |
| Voluntary resignation rate | 0 – 9.00% |  | 0 – 5.00% |  |
| 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 March 31, 2022 as follows:

- If the discount rate increases (decreases) by 1.0%, the employee benefit obligation would decrease Baht 1.15million (increase Baht 1.35 million).

- If the salary increase rate increases (decreases) by 1.0%, the employee benefit obligation would increase Baht 1.35 million (decrease Baht 1.18 million).

- If the life expectancy increases (decreases) by one year for all employees, the employee benefit obligation would increase Baht 0.05 million (decrease Baht 0.05 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.

**19. 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 |
| Registered ordinary share | (Thousand shares) |  | (Thousand Baht) |
| January 1, 2021 | 7,047,006 |  | 880,876 |
| April 8, 2021 increase during the year to accommodate exercise of warrant right | 60,000 |  | 7,500 |
| June 11, 2021 increase during the year to accommodate right offering (new) | 4,807,516 |  | 600,939 |
| March 31, 2022 | 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, 2022 | 8,253,281 |  | 1,031,660 |  | 669,983 |
| January 10, 2022 shareholder exercise of warrant right | 135,151 |  | 16,894 |  | 12,115 |
| March 31, 2022 | 8,388,432 |  | 1,048,554 |  | 682,098 |

**20. WARRANTS**

As of March 31, 2022, the exercise of warrants during the year ended are as follows.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Quantity of exercised | Ordinary shares issued for exercised | Exercise price | Date of registration  with the Ministry of |
| Date of exercise | warrants | warrants | (Changed) | Commerce |
| March 31, 2022 | (Units) | (Shares) | (Baht) |  |
| BROOK-W5 | - | - | 0.194 | - |
| BROOK-W6 | 201,464 | 221,811 | 0.59 | 05 April 2022 |
| BROOK-W7 | - | - | 1.18 | - |
| Total | 201,464 | 221,811 |  |  |

As of March 31, 2022, the exercised warrants and unexercised warrants balance are as follows:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | | BROOK-W5 | | BROOK-W6 | | BROOK-W7 | |
| Allotted warrants | | 1,409,401,217 | | 2,731,152,084 | | 682,787,809 | |
| Add : increase capital for accommodate | |  | |  | |  | |
| exercise of warrant right | | 88,000,000 | | - | | - | |
| Less : Exercised and converted to ordinary | |  | |  | |  | |
| Shares as of December 31,2021 | | (1,384,723,418) | | (528,070) | | (53) | |
| Balance of allotted warrants | | 112,677,799 | | 2,730,624,014 | | 682,787,756 | |
| Duration of the warrants | | 3 years | | 3 years | | 5 years | |
| Exercise rate (units : share) | | 1 : 1.291 | | 1 : 1.101 | | 1 : 1.102 | |
| Exercise price to buy 1 ordinary share (Baht) | | 0.194 baht | | 0.59 baht | | 1.18 baht | |
| First exercise date | | June 28, 2019 | | September 30, 2021 | | September 30, 2021 | |
| Last exercise date | | May 20, 2022 | | July 12, 2024 | | July 12, 2026 | |

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

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement | | | | | |
|  | For the three-month periods ended March 31 | | | | | |
|  |  | | Weighted average number | |  | |
|  | Net earnings (loss) | | of ordinary shares | | Earnings (loss) per share | |
|  | (Thousand Baht) | | (Thousand shares) | | (Baht) | |
|  | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 |
| **Basic earnings (loss) per share** |  |  |  |  |  |  |
| Net earnings (loss) | 41,117 | 182,142 | 8,374,917 | 6,647,526 | 0.005 | 0.027 |
| **Effect of dilutive potential ordinary shares** |  |  |  |  |  |  |
| Warrants |  |  |  |  |  |  |
| (2021 : 399,063,603 units) |  |  |  |  |
| (2022 : 3,526,089,781 units) |  |  | 854,846 | 193,743 |  |  |
| **Diluted earnings (loss) per share** |  |  |  |  |  |  |
| Net earnings (loss) of ordinary shareholders |  |  |  |  |  |  |
| (assuming conversion of potential ordinary |  |  |  |  |  |  |
| shares to ordinary shares) | 41,117 | 182,142 | 9,229,763 | 6,841,269 | 0.004 | 0.027 |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | Separate Financial Statement | | | | | |
|  | For the three-month periods ended March 31 | | | | | |
|  |  | | Weighted average number | |  | |
|  | Net earnings (loss) | | of ordinary shares | | Earnings (loss) per share | |
|  | (Thousand Baht) | | (Thousand shares) | | (Baht) | |
|  | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 |
| **Basic earnings (loss) per share** |  |  |  |  |  |  |
| Net earnings (loss) | (21,658) | 77,649 | 8,374,917 | 6,647,526 | (0.003) | 0.012 |
| **Effect of dilutive potential ordinary shares** |  |  |  |  |  |  |
| Warrants |  |  |  |  |  |  |
| (2021 : 399,063,603 units) |  |  |  |  |  |  |
| (2022 : 3,526,089,781units) |  |  | 854,846 | 193,743 |  |  |
| **Diluted earnings (loss) per share** |  |  |  |  |  |  |
| Net earnings (loss) of ordinary shareholders |  |  |  |  |  |  |
| (assuming conversion of potential ordinary |  |  |  |  |  |  |
| shares to ordinary shares) | (21,658) | 77,649 | 9,229,763 | 6,841,269 | (0.002) | 0.011 |

**22. DIVIDEND PAYMENT**

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 and un-appropriated retained earnings at Baht 0.015 per share or not exceeding of Baht 123.42 million. The interim dividend was paid on September 15, 2021.

On April 27, 2022, the annual general shareholders meeting approves the resolutions to pay dividend to the shareholders from the Company’s un-appropriated retained earnings during the period January 1, 2021 to December 31, 2021 to shareholders at the rate of 0.0325 baht per share by deducting interim dividends, which already paid on September 15, 2021 at the rate of 0.015 baht per share, with the remaining dividend paid at the rate of 0.0175 baht per share by

Paying dividends in the company's ordinary shares (“Stock Dividend”) in the ratio of 10 existing shares per 1 stock dividend, equivalent to a dividend payment of 0.0125 baht per share and a cash dividend at the rate of 0.005 baht per share. Dividend payment is scheduled to be paid to shareholders within May 20, 2022.

**23. EXPENSES BY NATURE**

The material expenses for the three-month periods ended March 31, 2022 and 2021 are categorized by their natures as follows;

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | | | | | | | |
|  | Consolidated Financial Statement | | |  | | Separate Financial Statement | | | | | | | |
|  | 2022 |  | 2021 |  | | 2022 | |  | | | 2021 | | |
| Personnel expenses  (Excluded Management benefit expenses) | 7,356,190.80 |  | 7,746,629.56 | |  | | 6,043,147.70 | |  | | | 6,132,758.24 | | |
| Management remunerations  (Included in Cost of service and administrative expenses) | 13,930,677.00 |  | 12,403,015.17 | |  | | 13,930,677.00 | |  | | | 12,403,015.17 | | |
| Depreciation and amortization | 2,992,977.02 |  | 1,173,306.08 | |  | | 1,427,659.13 | |  | | | 1,173,306.08 | | |
| Consulting fee | 139,200.00 |  | 806,442.82 | |  | | 129,200.00 | |  | | | 693,354.82 | | |
| Marketing & promotion | 2,821,268.78 |  | 8,015.98 | |  | | 2,821,268.78 | |  | | | 8,015.98 | | |
| Foreign Business Information fees | 329,933.23 |  | 324,850.80 | |  | | 329,933.23 | | |  | | | 315,332.11 | |

**24. 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;

**24.1 The results of operations by segment**

(Unit: Thousand Baht)

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement | | | | | | | | | | |
|  | For three-month periods ended March 31, 2022 and 2021 | | | | | | | | | | |
|  | Business Consulting | | Investments | | Digital Asset | | Eliminated | | Consolidated | | |
|  | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 |
| Sales and services income | 37,759 | 54,608 | 1,014 | 190,723 | 130,212 | - | (18,881) | (8,131) | 150,104 | 237,200 |
| Cost of sales and services | (7,107) | (10,333) | (8,363) | (5,452) | (2,138) | - | 3,417 | 3,263 | (14,191) | (12,522) |
| Gross earnings (loss) | 30,652 | 44,275 | (7,349) | 185,271 | 128,074 | - | (15,464) | (4,868) | 135,913 | 224,678 |
| Other income |  |  |  |  |  |  |  |  | 800 | 27,420 |
| Administrative expenses |  |  |  |  |  |  |  |  | (23,525) | (44,418) |
| Unrealized loss from measurement- |  |  |  |  |  |  |  |  |  |  |
| - of other current financial assets |  |  |  |  |  |  |  |  | (969) | - |
| Gain on sales of other current- |  |  |  |  |  |  |  |  |  |  |
| - financial assets |  |  |  |  |  |  |  |  | (182) | - |
| Loss on reduced value of inventory |  |  |  |  |  |  |  |  | (70,144) | - |
| Financial costs |  |  |  |  |  |  |  |  | (2,559) | (611) |
| Income tax |  |  |  |  |  |  |  |  | 1,577 | (24,925) |
| Loss (gain) of non-controlling interest |  |  |  |  |  |  |  |  | 206 | (2) |
| Net profit (loss) |  |  |  |  |  |  |  |  | 41,117 | 182,142 |

(Unit : Thousand Baht)

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Separate Financial Statement | | | | | | | |
|  | For three-month periods ended March 31, 2022 and 2021 | | | | | | | |
|  | Business Consulting | | Investments | | Digital Assets | | Separate | |
|  | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 |
| Sales and services income | 32,671 | 33,521 | 1,014 | 91,653 | 42 | - | 33,727 | 125,174 |
| Cost of sales and services | (6,213) | (5,527) | (4,313) | (4,386) | (2,133) | - | (12,659) | (9,913) |
| Gross earnings (loss) | 26,458 | 27,994 | (3,299) | 87,267 | (2,091) | - | 21,068 | 115,261 |
| Other income |  |  |  |  |  |  | 800 | 26,551 |
| Administrative expenses |  |  |  |  |  |  | (17,065) | (44,058) |
| Unrealized loss from measurement- |  |  |  |  |  |  |  |  |
| - of other current financial assets |  |  |  |  |  |  | (24,915) | - |
| Gain on sales of other current- |  |  |  |  |  |  |  |  |
| - financial assets |  |  |  |  |  |  | (182) | - |
| Financial costs |  |  |  |  |  |  | (2,758) | (611) |
| Income tax |  |  |  |  |  |  | 1,394 | (19,494) |
| Net profit (loss) |  |  |  |  |  |  | (21,658) | 77,649 |

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 March 31, 2022 and 2021 | | | | | | | |
|  | Business Consulting | | Investments | | Digital Assets | | Consolidated | |
|  | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 |
| Sales and services income | 18,878 | 46,477 | 1,014 | 190,723 | 130,212 | - | 150,104 | 237,200 |
| Cost of sales and services | (9,227) | (7,401) | (3,731) | (5,121) | (1,233) | - | (14,191) | (12,522) |
| Gross earnings (loss) | 9,651 | 39,076 | (2,717) | 185,602 | 128,979 | - | 135,913 | 224,678 |
| Other income | 800 | 27,420 | - | - | - | - | 800 | 27,420 |
| Administrative expenses | (17,656) | (35,437) | (1,481) | (8,981) | (4,388) | - | (23,525) | (44,418) |
| Unrealized loss from measurement- |  |  |  |  |  |  |  |  |
| - of other current financial assets | - | - | (969) | - | - | - | (969) | - |
| Gain on sales of other current- |  |  |  |  |  |  |  |  |
| - financial assets | - | - | (182) | - | - | - | (182) | - |
| Loss on reduced value of inventory | - | - | - | - | (70,144) | - | (70,144) | - |
| Financial costs | (2,559) | (611) | - | - | - | - | (2,559) | (611) |
| Income tax | 14,017 | (15,319) | (12,440) | (9,606) | - | - | 1,577 | (24,925) |
| Loss(gain) of non-controlling interest | 206 | (2) | - | - | - | - | 206 | (2) |
| Net profit (loss) | 4,459 | 15,127 | (17,789) | 167,015 | 54,447 | - | 41,117 | 182,142 |

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 March 31, 2022 and 2021 | | | | | |
|  | Assets | | Service Income | | Net Profit (1) | |
|  | March 31 | December 31 | March 31 | March 31 | March 31 | March 31 |
|  | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 |
| Foreign country | 2,526,780 | 2,245,252 | 4,213 | 20,638 | 85,722 | 91,437 |
| Domestic | 1,490,337 | 1,657,658 | 766 | 16,754 | (44,605) | 90,705 |
| Total | 4,017,117 | 3,902,910 | 4,979 | 37,392 | 41,117 | 182,142 |

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

**24.2 Assets by segment**

(Unit : Thousand Baht)

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | As at March 31, 2022 and December 31, 2021 | | | | | | | | | | |
|  | Business Consulting | | Investments | | Digital Assets | | Eliminated | | Consolidated | |
|  | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 |
| Assets |  |  |  |  |  |  |  |  |  |  |
| Equipment | 14,699 | 15,206 | 11 | - | 15,391 | 16,180 | - | - | 30,101 | 31,386 |
| Unallocated equipment |  |  |  |  |  |  |  |  | 15,977 | 16,195 |
| Unallocated assets |  |  |  |  |  |  |  |  | 3,971,039 | 3,855,329 |
| Total assets |  |  |  |  |  |  |  |  | 4,017,117 | 3,902,910 |

**25. COMMITMENTS**

**25.1** As of March 31, 2022 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 |  | 0.47 |
| Over 1 year but not over 5 years |  | - |
| Over 5 years |  | - |
| Total |  | 0.47 |

**25.2** 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.

**25.3** 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. At the end of 2021, a subsidiary in foreign has terminated a fund management agreement 1 fund registered overseas.

**26. FINANCIAL INSTRUMENTS**

**26.1**  **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.

**26.2 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.

**26.3 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.

**26.4 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.

**26.5 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.

**26.6 Financial instruments carried at fair value**

|  | Thousand Baht | | | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated financial statements** | | | | | | | | |
|  | Cost |  | Fair value | | | | | | |
|  |  |  | Level 1 |  | Level 2 |  | Level 3 |  | Total |
| **March 31, 2022** |  |  |  |  |  |  |  |  |  |
| ***Current*** |  |  |  |  |  |  |  |  |  |
| Short term investment : |  |  |  |  |  |  |  |  |  |
| Trading Securities | 484,529 |  | 262,765 |  | - |  | - |  | 262,765 |
| Investments Fund : Fund | 373,787 |  | 737,793 |  | - |  | - |  | 737,793 |

|  | Thousand Baht | | | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Separate financial statements** | | | | | | | | |
|  | Cost |  | Fair value | | | | | | |
|  |  |  | Level 1 |  | Level 2 |  | Level 3 |  | Total |
| **March 31, 2022** |  |  |  |  |  |  |  |  |  |
| ***Current*** |  |  |  |  |  |  |  |  |  |
| Trading Securities | 432,016 |  | 209,351 |  | - |  | - |  | 209,351 |

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.

**27. EVENTS AFTER THE REPORTING PERIOD**

On April 22, 2022, the Annual General Meeting of Shareholders No.1/2022, has approved the following issues:

27.1 The Meeting resolved to approve payment of annual dividend to the shareholders from the Company’s earnings for the period of January 1, 2021 to December 31, 2021 to shareholders at the rate of 0.0325 baht per share by deducting interim dividends, which already paid on September 15, 2021 at the rate of 0.015 baht per share, with the remaining dividend paid at the rate of 0.0175 baht per share by

Paying dividends in the company's ordinary shares (“Stock Dividend”) in the ratio of 10 existing shares per 1 stock dividend, equivalent to a dividend payment of 0.0125 baht per share and a cash dividend at the rate of 0.005 baht per share. Dividend payment is scheduled to be paid to shareholders within May 20, 2022.

27.2 The Meeting resolved to approve increase the Company's registered capital from Baht 1,489,315,278.75 to Baht 1,637,350,330.125 divided 13,098,802,641 shares by an issuance of 1,184,280,411 new ordinary shares at the par value of Baht 0.125 per share to support the adjustment of the right of the existing warrants BROOK-W6 and BROOK-W7.

**28. APPROVAL OF THE FINANCIAL STATEMENT**

The interim financial statements have been approved by the Company’s board of directors on May 11, 2022.