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

**NOTES TO INTERIM FINANCIAL STATEMENTS**

**FOR THE THREE-MONTH PERIOD ENDED MARCH 31, 2023**

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, lend money and investment in digital assets.

**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 2022.

The consolidated financial statements for the three-month periods ended March 31, 2023, has included the financial statements of overseas subsidiaries (Brooker International Company Limited, Brooker Dunn Asset Advisory Limited and Arun Signal Company Limited). The financial statements for those subsidiaries reflect total assets as of March 31, 2023 amount of Baht 1,974.25 million, (equivalent to 60.61% of total assets in the consolidated financial statement), total liabilities amount of Baht 7.64 million (equivalent to 1.55% of total liabilities in the consolidated financial statement) and net loss for the three-month periods then ended amounting Baht 151.91 million (equivalent to 171.81% 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.

**2. RELATED PARTY TRANSACTION**

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:

|  |  |  | Country of | Percentage of | |
| --- | --- | --- | --- | --- | --- |
| Company’s name | Nature of business | Relationship | incorporation | shareholding | |
|  |  |  |  | March 31 | December 31 |
|  |  |  |  | 2023 | 2022 |
| 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 | - | - |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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 |
|  | 2023 | 2022 | 2023 | 2022 |  |
| **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 | - | - | 14,729 | 14,810 | At the interest rate 3.00% per year |
| Interest expense | - | - | 185 | 200 | At the interest rate 3.00% per year |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Related companies** |  |  |  |  |  |
| Service income | 107 | 106 | 107 | 106 | At the rate determined under the contract |
| Rental income | 46 | 46 | 46 | 46 | At the rate determined under the contract |
| Other fee | 340 | 50 | 340 | 50 | 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, 2023 and 2022 are as follow;

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | |
|  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  | 2023 |  | 2022 |  | 2023 |  | 2022 |
| Benefits – short-term | 17,545,234.40 |  | 13,930,677.00 |  | 16,261,234.40 |  | 13,930,677.00 |
| Benefits – after retirement | 391,784.00 |  | 364,191.00 |  | 391,784.00 |  | 364,191.00 |
| Total | 17,937,018.40 |  | 14,294,868.00 |  | 16,653,018.40 |  | 14,294,868.00 |

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, 2023 and December 31, 2022 as follows:-

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

|  | BAHT | | | |
| --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement | | Separate Financial Statement | |
|  | March 31, 2023 | December 31, 2022 | March 31, 2023 | December 31, 2022 |
| **TRADE ACCOUNTS RECEIVABLE – RELATED PARTIES** | |  |  |  |
| **Subsidiary companies** |  |  |  |  |
| Brooker International Company Limited | - | - | - | 5,875,000.00 |
| Total | - | - | - | 5,875,000.00 |
| **Related companies** |  |  |  |  |
| Civetta Capital Co., Ltd. | 73,981.11 | - | 73,981.11 | - |
| Total amounts due from related parties | 73,981.11 | - | 73,981.11 | 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 | | | |
|  | March 31, 2023 | | December 31, 2022 | | March 31, 2023 | | December 31, 2022 | |
| Current | - | - | | - | | 5,875,000.00 | |
| Overdue 30 days | 24,660.37 | - | | 24,660.37 | | - | |
| 31 - 60 days | 24,660.37 | - | | 24,660.37 | | - | |
| 61 - 90 days | 24,660.37 | - | | 24,660.37 | | - | |
| 91 - 180 days | - | - | | - | | - | |
| 181 - 365 days | - | - | | - | | - | |
| Over 365 days | - | - | | - | | - | |
| Trade accounts receivable – related parties - net | 73,981.11 | - | | 73,981.11 | | 5,875,000.00 | |

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

|  |  | BAHT | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | March 31, 2023 |  | December 31, 2022 |  | March 31, 2023 |  | December 31, 2022 |
| **UNBILLED RECEIVABLE – RELATED PARTIES** | | | | | | | | |
| **Subsidiary companies** | | | | | | | | |
| Brooker International Company Limited |  | - |  | - |  | 7,145,579.40 |  | - |
| Total unbilled receivable – related parties |  | - |  | - |  | 7,145,579.40 |  | - |
| Total Other current receivables – related parties |  | - |  | - |  | 7,145,579.40 |  | - |

### **LOANS TO RELATED PARTIES**

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |  | POLICY |
|  |  | Separate Financial Statement | | | | | | |  | ON |
|  |  | December 31, 2022 |  | Increase |  | Decrease |  | March 31, 2023 |  | LENDING COST |
| **Subsidiary companies** |  |  |  |  |  |  |  |  |  |  |
| Brooker Corporate Advisory Co., Ltd. |  | 61,100,000.00 |  | 1,000,000.00 |  | - |  | 62,100,000.00 |  | 3.00% p.a. |
| Brooker Business Development Co., Ltd. |  | 72,800,000.00 |  | 2,500,000.00 |  | - |  | 75,300,000.00 |  | 3.00% p.a. |
| Brooker International Company Limited |  | 1,871,952,850.30 |  | - |  | (24,864,080.80) |  | 1,847,088,769.50 |  | 3.00% p.a. |
| **Total loans to subsidiary companies** |  | 2,005,852,850.30 |  | 3,500,000.00 |  | (24,864,080.80) |  | 1,984,488,769.50 |  |  |

**2.5 OTHER CURRENT PAYABLES – RELATED PARTIES**

|  |  | BAHT | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | March 31, 2023 |  | December 31, 2022 |  | March 31, 2023 |  | December 31, 2022 |
| **UNEARNED INCOME – RELATED PARTIES** |  |  |  |  |  |  |  |  |
| **Subsidiary companies** |  |  |  |  |  |  |  |  |
| Brooker International Company Limited |  | - |  | - |  | - |  | 6,591,361.05 |
| Total Unearned income – related parties |  | - |  | - |  | - |  | 6,591,361.05 |
| Total other current payables – related parties |  | - |  | - |  | - |  | 6,591,361.05 |

### **2.6 LOANS FROM RELATED PARTIES**

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |  | POLICY |
|  |  | Separate Financial Statement | | | | | | |  | ON |
|  |  | December 31, 2022 |  | Increase |  | Decrease |  | March 31, 2023 |  | BORROWING COST |
| **Subsidiary companies** |  |  |  |  |  |  |  |  |  |  |
| Brooker Planner Co., Ltd |  | 14,000,000.00 |  | - |  | - |  | 14,000,000.00 |  | 3.00% p.a. |
| Binswanger Brooker (Thailand) Limited |  | 11,000,000.00 |  | - |  | - |  | 11,000,000.00 |  | 3.00% p.a. |
| **Total loans from subsidiary companies** |  | 25,000,000.00 |  | - |  | - |  | 25,000,000.00 |  |  |

**3. CASH AND CASH EQUIVALENTS**

As at March 31, 2023 and December 31, 2022, cash and cash equivalents are as follow;

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | March 31, 2023 |  | December 31, 2022 |  | March 31, 2023 |  | December 31, 2022 |
| Cash |  | 25,000.00 |  | 25,000.00 |  | 25,000.00 |  | 25,000.00 |
| Current and saving account deposits |  | 170,681,210.88 |  | 193,777,583.52 |  | 32,891,079.92 |  | 58,105,055.63 |
| Total cash and cash equivalents |  | 170,706,210.88 |  | 193,802,583.52 |  | 32,916,079.92 |  | 58,130,055.63 |

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

As at March 31, 2023 and December 31, 2022, the outstanding balance of trade accounts receivable are classified by aging as follows :-

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | BAHT | | | |
|  | Consolidated Financial Statement | | Separate Financial Statement | |
|  | March 31, 2023 | December 31, 2022 | March 31, 2023 | December 31,2022 |
|  | |  |  |  |
| Current | 11,428,900.36 | 19,128,880.58 | - | - |
| Overdue 30 days | - | 9,610,561.41 | - | 2,942,500.00 |
| 31 - 60 days | 5,916,955.16 | - | - | - |
| 61 - 90 days | - | - | - | - |
| 91 - 180 days | 2,942,500.00 | 11,437,545.23 | 2,942,500.00 | 2,140,000.00 |
| 181 - 365 days | 25,362,023.11 | 29,556,808.34 | 2,140,000.00 | - |
| Over 365 days | 39,095,792.86 | 59,095,792.86 | 39,095,792.86 | 59,095,792.86 |
| Net | 84,746,171.49 | 128,829,588.42 | 44,178,292.86 | 64,178,292.86 |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | BAHT | | | |
|  | Consolidated Financial Statement | | Separate Financial Statement | |
|  | March 31, 2023 | December 31, 2022 | March 31, 2023 | December 31, 2022 |
| Account Receivable Other | 21,378.74 | 21,666.52 | - | - |
| Unbilled Receivable | 8,437,476.82 | 3,642,444.95 | 8,373,698.62 | 3,577,808.22 |
| Advance Payment \* | 326,807,169.63 | 296,765,999.72 | 4,500.00 | 19,290.00 |
| Prepaid Expenses | 2,233,255.63 | 1,623,501.56 | 2,206,838.96 | 1,621,581.25 |
| Total other current receivable- non-related parties | 337,499,280.82 | 302,053,612.75 | 10,585,037.58 | 5,218,679.47 |

\* An overseas subsidiary made an advance payment for the token contract amounting to 10.18 million baht and advance payment for fund amounting 33.93 million baht.

\* Later such subsidiary has transferred inventories (digital assets) in the amount of approximately 441.15 million baht to exchange with other digital assets. During the year, such subsidiary has gradually received the other digital assets in the amount of 165.43 million baht, the remaining balance that has not been received, which is shown in the advance payment account in the amount of 275.72 million baht.

\* In 2021, a local subsidiary, having remaining balance of advance payment for the mining machines amounting to 6.97 million baht.

### **DIGITAL ASSET INVENTORY - NET**

As of March 31, 2023, the Company and its subsidiaries' digital asset inventories amounted to 526.81 million baht (equivalent to $15.52 million), with a fair market value of approximately 561.88 million baht (equivalent to approximately $16.56 million). The Company recorded accumulated loss on reduced value of inventory amounted to 625.71 million baht (equivalent to of $18.44 million).

The digital assets inventory transactions for the three-month period ended March 31, 2023 and December 31, 2022, are as follow;

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | March 31, 2023 |  | December 31, 2022 |  | March 31, 2023 |  | December 31, 2022 |
| As at January 1, 2023 - Net |  | 389,873,419.69 |  | 986,845,781.82 |  | 291,640.82 |  | 102,534.16 |
| Increased by buying digital assets |  | - |  | - |  | - |  | - |
| Increase from digital assets exchange |  | 4,780,884.52 |  | 146,353,645.53 |  | 3,651.22 |  | 299,835.87 |
| Reduced from transferring digital assets to exchange with other digital assets |  | - |  | (279,429,319.72) |  | - |  | - |
| Less Loss on reduced value |  | 137,004,241.92 |  | (506,717,505.91) |  | 69,541.95 |  | (110,729.21) |
|  |  |  |  |  |  |  |  |  |
| Less Loss difference from translation of financial statements |  | (4,847,669.44) |  | 42,820,817.97 |  | - |  | - |
| As of March 31, 2023 - Net |  | 526,810,876.69 |  | 389,873,419.69 |  | 364,833.99 |  | 291,640.82 |

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

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | March 31, 2023 |  | December 31, 2022 |  | March 31, 2023 |  | December 31, 2022 |
| Other persons non-related |  | 101,240,000.00 |  | 81,240,000.00 |  | 101,240,000.00 |  | 81,240,000.00 |
| Moonshot Venture Capital Co., Ltd. |  | 50,000,000.00 |  | - |  | 50,000,000.00 |  | - |
| 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 |
| Total |  | 286,148,000.00 |  | 216,148,000.00 |  | 286,148,000.00 |  | 216,148,000.00 |
| Less : Allowance for doubtful accounts |  | (43,148,000.00) |  | (43,148,000.00) |  | (43,148,000.00) |  | (43,148,000.00) |
| Total loans to others person and company |  | 243,000,000.00 |  | 173,000,000.00 |  | 243,000,000.00 |  | 173,000,000.00 |

The transactions of loans to others person and company during the period ended March 31, 2023, are as follow;

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | | | | |  | | POLICY | |
|  |  | Consolidated Financial Statement / Separate Financial Statement | | | | | | | | | |  | | ON LENDING | |
|  |  | December 31, 2022 | |  | | Increase |  | Decrease |  | March 31, 2023 |  | | COST | |
| Other persons non-related |  | 81,240,000.00 |  | | 20,000,000.00 | |  | - |  | 101,240,000.00 |  | | 12.00-15.00% p.a. | |
| Moonshot Venture Capital Co., Ltd. |  | - |  | | 50,000,000.00 | |  | - |  | 50,000,000.00 |  | | 14.00% 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 |  | 216,148,000.00 |  | | 70,000,000.00 | |  | - |  | 286,148,000.00 |  | |  | |
| Less : Allowance for doubtful accounts |  | (43,148,000.00) |  | | - | |  | - |  | (43,148,000.00) |  | |  | |
| Total loans to others person and companies |  | 173,000,000.00 |  | | 70,000,000.00 | |  | - |  | 243,000,000.00 |  | |  | |

1. **OTHER CURRENT FINANCIAL ASSETS**

As at March 31, 2023 and December 31, 2022, other current financial assets are as follow;

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | | | | | | | |
|  | March 31, 2023 | | | | | |  | | December 31, 2022 | | | | |
|  | Cost |  | Fair Value |  | | Unrealized Gain (Loss) |  | Cost | |  | Fair Value |  | Unrealized Gain (Loss) |
| **8.1 The Company** |  |  |  |  | |  |  |  | |  |  |  |  |
| Investment in |  |  |  |  | |  |  |  | |  |  |  |  |
| - Trading securities | 378,939,887.40 |  | 119,657,970.53 |  | | (259,281,916.87) |  | 356,013,363.62 | |  | 108,176,650.72 |  | (247,836,712.90) |
| **8.2 Subsidiary Company** |  |  |  |  | |  |  |  | |  |  |  |  |
| Investment in |  |  |  |  | |  |  |  | |  |  |  |  |
| |  |  |  |  |  |  |  |  |  |  |  |  | | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | | - Trading securities |  |  |  |  |  |  |  |  |  |  |  | | 52,512,776.14 |  | 27,311,999.24 |  | | (25,200,776.90) |  | 52,512,776.14 | |  | 38,127,998.96 |  | (14,384,777.18) |
| - Fund | 684,016,762.57 |  | 957,767,851.61 |  | | 273,751,089.04 |  | 722,590,313.51 | |  | 989,100,996.06 |  | 266,510,682.55 |
| Total subsidiary | 736,529,538.71 |  | 985,079,850.85 |  | 248,550,312.14 | |  | 775,103,089.65 | |  | 1,027,228,995.02 |  | 252,125,905.37 |
| Total other current financial assets | 1,115,469,426.11 |  | 1,104,737,821.38 |  | | (10,731,604.73) |  | 1,131,116,453.27 | |  | 1,135,405,645.74 |  | 4,289,192.47 |

**8.3** The acquisitions and disposals of trading securities during the period ended March 31, 2023 and December 31, 2022 is as follow;

|  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | | | | | | |
|  | Consolidated Financial Statement | | | | |  | | Separate Financial Statement | | | | | |
|  | March 31, 2023 |  | | December 31, 2022 | |  | | March 31, 2023 | |  | | December 31, 2022 | | |
| Book value as at January 1 – net | 1,135,405,645.74 |  | 1,142,763,445.38 | |  | | 108,176,650.72 | |  | | 338,379,825.75 | | | |
| Acquisition | 37,237,130.00 |  | 405,788,487.57 | |  | | 37,237,130.00 | |  | | 7,420,235.40 | | | |
| Disposal | (39,761,481.22) |  | (301,060,605.11) | |  | | (14,310,606.22) | |  | | (187,536,046.00) | | | |
| Less Loss difference from translation of financial statements | (13,122,675.94) |  | 26,836,378.29 | |  | | - | |  | | - | | | |
| Unrealized gain (loss) in trading securities | (15,020,797.20) |  | (138,922,060.39) | |  | | (11,445,203.97) | |  | | (50,087,364.43) | | | |
| Book value as at March 31 – net | 1,104,737,821.38 |  | 1,135,405,645.74 | |  | | 119,657,970.53 | |  | | 108,176,650.72 | | | |

**8.4** The transactions of unrealized gain (loss) on trading securities during the three-month period ended March 31, 2023 is as follow;

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | BAHT | | |
|  |  | For the three-month period ended March 31, 2023 | | |
|  |  | Consolidated Financial Statement |  | Separate Financial Statement |
| Beginning balance |  | 4,289,192.47 |  | (247,836,712.90) |
| Transactions during the period |  | (15,020,797.20) |  | (11,445,203.97) |
| Ending balance |  | (10,731,604.73) |  | (259,281,916.87) |

**9. INVESTMENTS IN SUBSIDIARY COMPANIES**

As at March 31, 2023 and December 31, 2022, 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 | 2023 | | | 2022 | | 2023 | | | 2022 | | | 2023 | | | 2022 | | | 2023 | | 2022 | | | | 2023 | | | 2022 | | | |
|  |  | (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 | | | 12,346 | | 12,295 | | | | (9,222) | | | (9,222) | | | |
|  |  |  | | |  | |  | | |  | | |  | | |  | | |  | |  | | | |  | | |  | | | |
| Brooker Corporate Advisory Co., Ltd. | Business consultant | 31.02 mil | | | 31.02 mil | | 99.99 | | | 99.99 | | | 31,011 | | | 31,011 | | | (23,579) | | (14,450) | | | | - | | | - | | | |
|  |  |  | | |  | |  | | |  | | |  | | |  | | |  | |  | | | |  | | |  | | | |
| Brooker Business Development Co., Ltd. | Business consultant | 2.00 mil | | | 2.00 mil | | 99.99 | | | 99.99 | | | 2,000 | | | 2,000 | | | (58,484) | | (52,851) | | | | (2,000) | | | (2,000) | | | |
|  |  |  | | |  | |  | | |  | | |  | | |  | | |  | |  | | | |  | | |  | | | |
| Brooker International Co., Ltd. | Business consultant for foreign clients | US Dollar 5,600,000 | | | US Dollar 5,600,000 | | 100.00 | | | 100.00 | | | 190,033 | | | 190,033 | | | 125,213 | | (10,770) | | | | - | | | - | | | |
|  |  |  | | |  | |  | | |  | | |  | | |  | | |  | |  | | | |  | | |  | | | |
| Investment in subsidiaries | | | | |  | |  | | |  | | | 232,266 | | | 232,266 | | | 55,496 | | (65,776) | | | | (11,222) | | | (11,222) | | | |
| Less : Allowance for Impairment | | | | |  | |  | | |  | | | | (11,222) | | | (11,222) | | |  | |  | | | |  | | | |  | | |
| Net Investments in subsidiary companies - The Company Only | | | | | | |  | | |  | | | | 221,044 | | | 221,044 | | |  | | |  | | | |  | |

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

As at March 31, 2023 and December 31, 2022, 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 | 2023 | 2022 |  | 2023 | 2022 |
| **Other parties** |  |  |  |  |  |  |
| Advance Finance Plc. | Finance | 185,000,000.00 | 185,000,000.00 |  | 185,000,000.00 | 185,000,000.00 |
| The Megawatt Co., Ltd. | Energy | 20,000,000.00 | 20,000,000.00 |  | 20,000,000.00 | 20,000,000.00 |
| Total -other parties |  | 205,000,000.00 | 205,000,000.00 |  | 205,000,000.00 | 205,000,000.00 |
| **Related parties** |
| Civetta Capital Co., Ltd. | Fund Management | 578.24 | 586.03 |  | - | - |
| Total -related parties |  | 578.24 | 586.03 |  | - | - |
| **Total other non-current financial assets** | | 205,000,578.24 | 205,000,586.03 |  | 205,000,000.00 | 205,000,000.00 |

1. **LOAN TO OTHERS – LONG TERM**

As at March 31, 2023 and December 31, 2022, the Company has loan to others – long term as follows;

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | BAHT | | |
|  |  | Consolidated Financial Statement and  Separate Financial Statement | | |
|  |  | March 31, 2023 |  | December 31, 2022 |
| 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, 2023, are as follow;

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | | | | | |  | | POLICY | | |
|  |  | Consolidated Financial Statement / Separate Financial Statement | | | | | | | | | | |  | | ON | | |
|  |  | December 31, 2022 |  | Increase |  | | Decrease | |  | March 31, 2023 | |  | | 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.

1. **INVESTMENT PROPERTY, NET**

The movement of investment property for the three-month period ended March 31, 2023 was as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | BAHT | | |
|  |  | Consolidated Financial Statement |  | Separate Financial Statement |
| **Cost** |  |  |  |  |
| At December 31, 2022 |  | 8,803,554.00 |  | 8,803,554.00 |
| Property, increase (decrease) |  | - |  | - |
| At March 31, 2023 |  | 8,803,554.00 |  | 8,803,554.00 |
| **Accumulated Depreciation** |  |  |  |  |
| At December 31, 2022 |  | 3,193,398.49 |  | 3,193,398.49 |
| Increase (decrease) |  | 108,536.95 |  | 108,536.95 |
| At March 31, 2023 |  | 3,301,935.44 |  | 3,301,935.44 |
| **Net book value** |  |  |  |  |
| Balance as of December 31, 2022 |  | 5,610,155.51 |  | 5,610,155.51 |
| Balance as of March 31, 2023 |  | 5,501,618.56 |  | 5,501,618.56 |

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 December 13, 2022.

**13. PROPERTY AND EQUIPMENT, NET**

The movement of property, and equipment for the three-month period ended March 31, 2023 was as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | BAHT | | |
|  |  | Consolidated Financial Statement |  | Separate Financial Statement |
| **Cost** |  |  |  |  |
| At December 31, 2022 |  | 148,164,549.05 |  | 93,238,021.89 |
| Additions |  | 8,407.48 |  | 8,407.48 |
| Disposals/written-off |  | - |  | - |
| At March 31, 2023 |  | 148,172,956.53 |  | 93,246,429.37 |
| **Accumulated depreciation** |  |  |  |  |
| At December 31, 2022 |  | 76,515,994.07 |  | 60,944,524.53 |
| Depreciation |  | 5,960,410.23 |  | 1,460,236.31 |
| Disposals/written-off |  | - |  | - |
| At March 31, 2023 |  | 82,476,404.30 |  | 62,404,760.84 |
| **Net book value** |  |  |  |  |
| Balance as of December 31, 2022 |  | 71,648,554.98 |  | 32,293,497.36 |
| Balance as of March 31, 2023 |  | 65,696,552.23 |  | 30,841,668.53 |

In 2021, the Company has invested in the Digital Assets Mining Business, “Mining”, which is new and fluctuates and subject to other uncontrollable variables. Therefore, the Group’s management of the Company considered it the investment for education to be provided to the clients in relation to the advisory for mining, which enhances the opportunities to create revenue for the Group. A subsidiary has invested in computer systems related to digital asset networks in the amount of not more than 70 million baht.

As of March 31, 2023 investment value in related net assets with mining business amounting to 34.85 million baht.

However, the Group's management believes that the expected value of the assets in the mining study investment project will be higher than the net assets related to the mining transaction and no impairment.

1. **RIGHT OF USE ASSETS, NET**

As at March 31, 2023 and December 31, 2022, the Company has right of use assets as follows;

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | BAHT | | |
|  |  | Consolidated Financial Statement |  | Separate Financial Statement |
| **Cost** |  |  |  |  |
| At December 31, 2022 |  | 2,379,248.92 |  | 2,379,248.92 |
| increase (decrease) |  | - |  | - |
| At March 31, 2023 |  | 2,379,248.92 |  | 2,379,248.92 |
| **Accumulated Depreciation** |  |  |  |  |
| At December 31, 2022 |  | 332,139.67 |  | 332,139.67 |
| Increase (decrease) |  | 195,376.27 |  | 195,376.27 |
| At March 31, 2023 |  | 527,515.94 |  | 527,515.94 |
| **Net book value** |  |  |  |  |
| Balance as of December 31, 2022 |  | 2,047,109.25 |  | 2,047,109.25 |
| Balance as of March 31, 2023 |  | 1,851,732.98 |  | 1,851,732.98 |

**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 2023 and 2022 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 three-month periods ended March 31, 2023 and 2022 are made up as follows:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | 2023 |  | 2022 |  | 2023 |  | 2022 |
| **Current income tax :** |  |  |  |  |  |  |  |  |
| Interim corporate income tax charge |  | - |  | 13,725,226.19 |  | - |  | 13,725,226.19 |
| Deferred tax : |  |  |  |  |  |  |  |  |
| Relating to origination and reversal |  |  |  |  |  |  |  |  |
| of temporary differences |  | (3,298,818.08) |  | (15,302,729.97) |  | (1,121,442.14) |  | (15,119,471.71) |
| Effects to deferred tax from change |  |  |  |  |  |  |  |  |
| of income tax rates |  | - |  | - |  | - |  | - |
| Income tax expense reported in  the statements of  comprehensive income |  | (3,298,818.08) |  | (1,577,503.78) |  | (1,121,442.14) |  | (1,394,245.52) |

15.2 The reconciliation of the income tax expense and the result of the multiplying of the accounting profit with tax rate for the three-month period ended March 31, 2023 and 2022 are presented as the following:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | |
|  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  | 2023 |  | 2022 |  | 2023 |  | 2022 |
| Accounting profit before corporate income tax | 84,905,678.76 |  | 39,333,420.19 |  | (32,470,562.65) |  | (23,051,775.61) |
| Corporate income tax rates | 20% |  | 20% |  | 20% |  | 20% |
| Accounting profit before corporate income tax |  |  |  |  |  |  |  |
| Multiply by tax rates | 16,981,135.77 |  | 7,866,684.05 |  | (6,494,112.53) |  | (4,610,355.12) |
| Effects to deferred tax from change of income tax rates | (3,298,818.08) |  | (15,302,729.97) |  | (1,121,442.14) |  | (15,119,471.71) |
| Income tax effects that is nondeductible in |  |  |  |  |  |  |  |
| calculation of profit: |  |  |  |  |  |  |  |
| - Revenue exempted in tax calculation | (28,375,997.16) |  | (13,853,547.00) |  | (1,296,823.61) |  | (165,441.40) |
| - Nondeductible expenses | 5,823,543.81 |  | 19,003,608.61 |  | 3,646,167.87 |  | 18,501,022.71 |
| - Tax loss | 5,571,317.58 |  | 708,480.53 |  | 4,144,768.27 |  | - |
| Income tax expense presented in the Statement |  |  |  |  |  |  |  |
| of Income | (3,298,818.08) |  | (1,577,503.78) |  | (1,121,442.14) |  | (1,394,245.52) |

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

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | |
|  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  | March 31, 2023 |  | December 31,2022 |  | March 31, 2023 |  | December 31,2022 |
| 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 | 21,347,514.72 |  | 21,347,514.72 |  | 21,060,394.00 |  | 21,060,394.00 |
| Investment in marketable securities | 15,766,068.72 |  | 12,604,513.24 |  | 8,508,468.57 |  | 7,510,113.03 |
| Allowance for doubtful accounts – Loans to others | 46,329,600.00 |  | 46,329,600.00 |  | 46,329,600.00 |  | 46,329,600.00 |
| Employee benefit obligations | 6,776,716.20 |  | 6,639,453.60 |  | 6,377,062.60 |  | 6,253,976.00 |
| Benefits from accumulated tax loss | - |  | - |  | - |  | - |
| Total | 95,942,091.42 |  | 92,643,273.34 |  | 87,997,716.95 |  | 86,876,274.81 |

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| Deferred tax liabilities |  |  |  |  |  |  |  |
| Investment in marketable securities | - |  | - |  | - |  | - |
| Total | - |  | - |  | - |  | - |

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

Short term loan from financial institute as at March 31, 2023 and December 31, 2022 was as follows:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | March 31, 2023 |  | December 31, 2022 |  | March 31, 2023 |  | December 31, 2022 |
| A Financial Institute |  | 420,000,000.00 |  | 360,000,000.00 |  | 420,000,000.00 |  | 360,000,000.00 |
| Total Short-term loan from Financial Institute |  | 420,000,000.00 |  | 360,000,000.00 |  | 420,000,000.00 |  | 360,000,000.00 |

The Company received credit facilities from a financial institute amounting totally Baht 500 million with no collateral by issuing promissory notes for a period of one year. Interest rate is based on the local Money Market Rate

**17. ACCOUNTS PAYABLE TRADE – OTHER COMPANIES**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | BAHT | | | |
|  | Consolidated Financial Statement | | Separate Financial Statement | |
|  | March 31, 2023 | December 31, 2022 | March 31, 2023 | December 31, 2022 | |
| Simpson Financial Limited | 527,457.81 | 534,699.31 | - | - | |
| Total accounts payable trade – non-related parties | 527,457.81 | 534,699.31 | - | - | |

**18. OTHER ACCOUNTS PAYABLE – OTHER COMPANIES**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | BAHT | | | |
|  | Consolidated Financial Statement | | Separate Financial Statement | |
|  | March 31, 2023 | December 31, 2022 | March 31, 2023 | December 31, 2022 |
|  |  |  |  |  |
| Accounts payable other | 136,781.97 | 1,022,432.28 | 136,781.97 | 1,022,432.28 |
| Unearned income | 448,142.33 | 118,385.10 | 448,142.33 | 118,385.10 |
| Accrued Expenses | 15,228,529.10 | 25,747,558.13 | 8,012,083.22 | 11,902,169.05 |
| Total accounts payable other – non related parties | 15,813,453.40 | 26,888,375.51 | 8,597,007.52 | 13,042,986.43 |

**19. LEASE LIABILITIES – NET**

The Company has lease payables. comprising 1 contract for building lease agreements for use in business operations the rent is scheduled to be paid monthly between 36 installments.

Lease liabilities as at March 31, 2023 and December 31 2022 consist of:

|  |  |  |  |
| --- | --- | --- | --- |
|  | Baht | | |
|  | Consolidated Financial Statement |  | Separate  Financial Statement |
| Lease liabilities | 2,116,742.00 |  | 2,116,742.00 |
| Less Deferred interest expenses | 58,934.79 |  | 58,934.79 |
| Lease liabilities as at January 1, 2023 | 2,057,807.21 |  | 2,057,807.21 |
|  |  |  |  |
| **Increase (Decrease) for the period:** |  |  |  |
|  |  |  |  |
| Add lease liabilities increasing during the period | - |  | - |
| Less deferred interest expenses increasing during the period | - |  | - |
| Add interest expenses | 10,608.97 |  | 10,608.97 |
| Less payments | (204,846.00) |  | (204,846.00) |
| Lease liabilities as at March 31,2023 | 1,863,570.18 |  | 1,863,570.18 |
| Less Current portion | (787,360.56) |  | (787,360.56) |
| **Lease liabilities net of current portion** | 1,076,209.62 |  | 1,076,209.62 |

Lease expenses recognized in profit or loss for the three-month period ended March 31, 2023 are as follow

|  |  |  |  |
| --- | --- | --- | --- |
|  | Baht | | |
|  | For the three-month period ended March 31,2023 | | |
|  | Consolidated Financial Statement |  | Separate Financial Statement |
|  |  |  |  |
| Depreciation of the usage rights assets | 195,376.27 |  | 195,376.27 |
| Interest expenses from debt under lease agreement | 10,608.97 |  | 10,608.97 |
| Total | 205,985.24 |  | 205,985.24 |

As of March 31, 2023, and December 31, 2022 the Company and its subsidiaries are responsible for the debts as per the financial lease contracts, details of payments are shown below:

|  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | Baht | | | | | | | | | | |
|  |  | Consolidated Financial Statement / Separate Financial Statement | | | | | | | | | | |
|  |  | March 31, 2023 | | | | |  | December 31, 2022 | | | | |
|  |  |  |  | Deferred |  |  |  |  |  | Deferred |  |  |
|  |  | Total |  | Interest |  | Principal |  | Total |  | Interest |  | Principal |
| Due within 1 year |  | 819,384.00 |  | (32,023.44) |  | 787,360.56 |  | 819,384.00 |  | (36,199.53) |  | 783,184.47 |
| Due over one year |  | 1,092,512.00 |  | (16,302.38) |  | 1,076,209.62 |  | 1,297,358.00 |  | (22,735.26) |  | 1,274,622.74 |
| Total |  | 1,911,896.00 |  | (48,325.82) |  | 1,863,570.18 |  | 2,116,742.00 |  | (58,934.79) |  | 2,057,807.21 |

**20. EMPLOYEE BENEFITS OBLIGATION**

Movements in the present value of the provision under defined benefit obligation for the three-month period ended March 31, 2023 and for the year ended December 31, 2022 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 31,2023 |  | December 31,2022 |  | March 31,2023 |  | December 31,2022 |
| Employee benefits obligation as of |  |  |  |  |  |  |  |
| beginning of periods | 33,197,268.00 |  | 40,023,635.00 |  | 31,269,880.00 |  | 38,635,933.00 |
| Current service cost and interest cost | 686,313.00 |  | 2,379,397.00 |  | 615,433.00 |  | 2,127,564.00 |
| Gain (loss) from estimate of actuarial assumptions | - |  | 287,853.00 |  | - |  | - |
| Paid Benefits | - |  | (9,493,617.00) |  | - |  | (9,493,617.00) |
| Employee benefits obligation as of  ending of periods | 33,883,581.00 |  | 33,197,268.00 |  | 31,885,313.00 |  | 31,269,880.00 |

Expenses recognized in gain or loss for the three-month periods ended March 31, 2023 and 2022 are as follow;

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | |
|  | For the three-month period ended March 31 | | | | | | |
|  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  | 2023 |  | 2022 |  | 2023 |  | 2022 |
| Current service cost | 562,584.00 |  | 345,873.00 |  | 501,298.00 |  | 290,896.00 |
| Interest cost | 123,729.00 |  | 127,748.00 |  | 114,135.00 |  | 119,767.00 |
| Total | 686,313.00 |  | 473,621.00 |  | 615,433.00 |  | 410,663.00 |

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, 2023 and 2022 are as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement /  Separate Financial Statement | | |  |
|  | 2023 |  | 2022 |  |
| Discount rate | 0.80 – 3.34% |  | 0.80 – 3.34% |  |
| Expected rate of salary increase | 0 – 5.00% |  | 0 – 5.00% |  |
| Voluntary resignation rate | 0 – 9.00% |  | 0 – 9.00% |  |
| 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, 2023 as follows:

- If the discount rate increases (decreases) by 1.0%, the employee benefit obligation would decrease Baht 1.25million (increase Baht 1.47 million).

- If the salary increase rate increases (decreases) by 1.0%, the employee benefit obligation would increase Baht 1.80 million (decrease Baht 1.58 million).

- If the life expectancy increases (decreases) by one year for all employees, the employee benefit obligation would increase Baht 0.06 million (decrease Baht 0.06 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.

**21. 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 | | |
| April 27, 2022 increase during the year to accommodate stock dividend | | 1,184,280 | | |  | 148,035 | | |
| March 31, 2023 | | 13,098,802 | | |  | 1,637,350 | | |
|  | |  | | |  |  | | |
| 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 | |
| April 5, 2022 shareholder exercise of warrant right | 222 | |  | 28 | | |  | 103 | |
| May 20, 2022 paid stock dividend | 838,687 | |  | 104,836 | | |  | - | |
| May 27, 2022 shareholder exercise of warrant right | 87,868 | |  | 10,983 | | |  | 6,063 | |
| March 31, 2023 | 9,315,209 | |  | 1,164,401 | | |  | 688,264 | |

**22. WARRANTS**

As of March 31, 2023, the exercise of warrants during the period ended are as follows.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Quantity of | Ordinary shares issued |  | Date of registration |
|  | exercised | for exercised | Exercise price | with the Ministry of |
| Date of exercise | warrants | warrants | (Changed) | Commerce |
| March 31, 2023 | (Units) | (Shares) | (Baht) |  |
| BROOK-W6 | - | - | 0.577 | - |
| BROOK-W7 | - | - | 1.153 | - |
| Total | - | - |  |  |

As of March 31, 2023, the exercised warrants and unexercised warrants balance are as follows:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | |  | | BROOK-W6 | | BROOK-W7 | |
| Allotted warrants | |  | | 2,731,152,084 | | 682,787,809 | |
| Less : Exercised and converted to ordinary | |  | |  | |  | |
| Shares as of March 31, 2023 | |  | | (729,534) | | (53) | |
| Balance of allotted warrants | |  | | 2,730,422,550 | | 682,787,756 | |
| Duration of the warrants | |  | | 3 years | | 5 years | |
| Exercise rate (units : share) | |  | | 1 : 1.126 | | 1 : 1.128 | |
| Exercise price to buy 1 ordinary share (Baht) | |  | | 0.577 baht | | 1.153 baht | |
| First exercise date | |  | | September 30, 2021 | | September 30, 2021 | |
| Last exercise date | |  | | July 12, 2024 | | July 12, 2026 | |

**23. 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) | |
|  | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
| **Basic earnings (loss) per share** |  |  |  |  |  |  |
| Net earnings (loss) | 88,419 | 41,117 | 9,315,209 | 8,374,917 | 0.009 | 0.005 |
| **Effect of dilutive potential ordinary shares** |  |  |  |  |  |  |
| Warrants |  |  |  |  |  |  |
| (2022 : 3,484,689,509 units) |  |  |  |  |
| (2023 : 3,413,210,306 units) |  |  | (1,662,475) | 854,846 |  |  |
| **Diluted earnings (loss) per share** |  |  |  |  |  |  |
| Net earnings (loss) of ordinary shareholders |  |  |  |  |  |  |
| (assuming conversion of potential ordinary |  |  |  |  |  |  |
| shares to ordinary shares) | 88,419 | 41,117 | 7,652,734 | 9,229,763 | 0.012 | 0.004 |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | 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) | |
|  | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
| **Basic earnings (loss) per share** |  |  |  |  |  |  |
| Net earnings (loss) | (31,349) | (21,658) | 9,315,209 | 8,374,917 | (0.003) | (0.003) |
| **Effect of dilutive potential ordinary shares** |  |  |  |  |  |  |
| Warrants |  |  |  |  |  |  |
| (2022 : 3,484,689,509 units) |  |  |  |  |  |  |
| (2023 : 3,413,210,306 units) |  |  | (1,662,475) | 854,846 |  |  |
| **Diluted earnings (loss) per share** |  |  |  |  |  |  |
| Net earnings (loss) of ordinary shareholders |  |  |  |  |  |  |
| (assuming conversion of potential ordinary |  |  |  |  |  |  |
| shares to ordinary shares) | (31,349) | (21,658) | 7,652,734 | 9,229,763 | (0.004) | (0.002) |

**24. 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.

On August 15, 2022, 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, 2022 to June 30, 2022 at Baht 0.005 per share or not exceeding of Baht 46.58 million. The interim dividend was paid on September 14, 2022.

On April 27, 2023, 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, 2022 to December 31, 2022 to shareholders at the rate of 0.0125 baht per share by deducting interim dividends, which already paid on September 14, 2022 at the rate of 0.005 baht per share, with the remaining dividend paid at the rate of 0.0075 baht per share. Dividend payment is scheduled to be paid to shareholders within May 25, 2023.

**25. EXPENSES BY NATURE**

The material expenses for the three-month periods ended March 31, 2023 and 2022 are categorized by their natures as follows;

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | | | | | | | |
|  | Consolidated Financial Statement | | |  | | Separate Financial Statement | | | | | | | |
|  | 2023 |  | 2022 |  | | 2023 | |  | | | 2022 | | |
| Personnel expenses  (Excluded Management benefit expenses) | 6,004,111.70 |  | 6,393,185.80 | |  | | 5,659,710.60 | |  | | | 6,043,147.70 | | |
| Management remunerations  (Included in Cost of service and administrative expenses) | 17,545,234.40 |  | 14,893,682.00 | |  | | 16,261,234.40 | |  | | | 13,930,677.00 | | |
| Depreciation and amortization | 6,264,323.45 |  | 2,992,977.02 | |  | | 1,764,149.53 | |  | | | 1,427,659.13 | | |
| Consulting fee | 360,000.00 |  | 139,200.00 | |  | | 360,000.00 | |  | | | 129,200.00 | | |
| Marketing & promotion | 176,860.87 |  | 2,821,268.78 | |  | | 176,860.87 | |  | | | 2,821,268.78 | | |
| Foreign Business Information fees | 439,208.64 |  | 329,933.23 | |  | | 439,208.64 | | |  | | | 329,933.23 | |

**26. 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;

**26.1 The results of operations by segment**

(Unit: Thousand Baht)

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement | | | | | | | | | | |
|  | For three-month periods ended March 31, 2023 and 2022 | | | | | | | | | | |
|  | Business Consulting | | Investments | | Digital Asset | | Eliminated | | Consolidated | | |
|  | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
| Sales and services income | 47,375 | 37,759 | 1,058 | 1,014 | 4,781 | 130,212 | (18,787) | (18,881) | 34,427 | 150,104 |
| Cost of sales and services | (7,146) | (7,107) | (8,193) | (8,363) | (3,291) | (2,138) | 3,257 | 3,417 | (15,373) | (14,191) |
| Gross earnings (loss) | 40,229 | 30,652 | (7,135) | (7,349) | 1,490 | 128,074 | (15,530) | (15,464) | 19,054 | 135,913 |
| Other income |  |  |  |  |  |  |  |  | 137,232 | 800 |
| Administrative expenses |  |  |  |  |  |  |  |  | (54,123) | (23,525) |
| Unrealized loss from measurement- |  |  |  |  |  |  |  |  |  |  |
| - of other current financial assets |  |  |  |  |  |  |  |  | (15,021) | (969) |
| Gain on sales of other current- |  |  |  |  |  |  |  |  |  |  |
| - financial assets |  |  |  |  |  |  |  |  | - | (182) |
| Loss on reduced value of inventory |  |  |  |  |  |  |  |  | - | (70,144) |
| Financial costs |  |  |  |  |  |  |  |  | (2,236) | (2,559) |
| Income tax |  |  |  |  |  |  |  |  | 3,299 | 1,577 |
| Loss (gain) of non-controlling interest |  |  |  |  |  |  |  |  | 214 | 206 |
| Net profit (loss) |  |  |  |  |  |  |  |  | 88,419 | 41,117 |

(Unit : Thousand Baht)

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Separate Financial Statement | | | | | | | |
|  | For three-month periods ended March 31, 2023 and 2022 | | | | | | | |
|  | Business Consulting | | Investments | | Digital Assets | | Separate | |
|  | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
| Sales and services income | 42,327 | 32,671 | 1,058 | 1,014 | 4 | 42 | 43,389 | 33,727 |
| Cost of sales and services | (6,839) | (6,213) | (3,699) | (4,313) | (3,291) | (2,133) | (13,829) | (12,659) |
| Gross earnings (loss) | 35,488 | 26,458 | (2,641) | (3,299) | (3,287) | (2,091) | 29,560 | 21,068 |
| Other income |  |  |  |  |  |  | 298 | 800 |
| Administrative expenses |  |  |  |  |  |  | (48,462) | (17,065) |
| Unrealized loss from measurement- |  |  |  |  |  |  |  |  |
| - of other current financial assets |  |  |  |  |  |  | (11,445) | (24,915) |
| Gain on sales of other current- |  |  |  |  |  |  |  |  |
| - financial assets |  |  |  |  |  |  | - | (182) |
| Financial costs |  |  |  |  |  |  | (2,421) | (2,758) |
| Income tax |  |  |  |  |  |  | 1,121 | 1,394 |
| Net profit (loss) |  |  |  |  |  |  | (31,349) | (21,658) |

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, 2023 and 2022 | | | | | | | |
|  | Business Consulting | | Investments | | Digital Assets | | Consolidated | |
|  | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
| Sales and services income | 28,588 | 18,878 | 1,058 | 1,014 | 4,781 | 130,212 | 34,427 | 150,104 |
| Cost of sales and services | (8,380) | (9,227) | (3,702) | (3,731) | (3,291) | (1,233) | (15,373) | (14,191) |
| Gross earnings (loss) | 20,208 | 9,651 | (2,644) | (2,717) | 1,490 | 128,979 | 19,054 | 135,913 |
| Other income | 228 | 800 | - | - | 137,004 | - | 137,232 | 800 |
| Administrative expenses | (52,116) | (17,656) | (493) | (1,481) | (1,514) | (4,388) | (54,123) | (23,525) |
| Unrealized loss from measurement- |  |  |  |  |  |  |  |  |
| - of other current financial assets | - | - | (15,021) | (969) | - | - | (15,021) | (969) |
| Gain on sales of other current- |  |  |  |  |  |  |  |  |
| - financial assets | - | - | - | (182) | - | - | - | (182) |
| Loss on reduced value of inventory | - | - | - | - | - | (70,144) | - | (70,144) |
| Financial costs | (2,236) | (2,559) | - | - | - | - | (2,236) | (2,559) |
| Income tax | (1,145) | 14,017 | 4,444 | (12,440) | - | - | 3,299 | 1,577 |
| Loss(gain) of non-controlling interest | 214 | 206 | - | - | - | - | 214 | 206 |
| Net profit (loss) | (34,847) | 4,459 | (13,714) | (17,789) | 136,980 | 54,447 | 88,419 | 41,117 |

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, 2023 and 2022 | | | | | |
|  | Assets | | Service Income | | Net Profit (1) | |
|  | March 31 | December 31 | March 31 | March 31 | March 31 | March 31 |
|  | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
| Foreign country | 1,974,251 | 1,867,057 | 4,632 | 4,213 | 151,911 | 85,722 |
| Domestic | 1,283,139 | 1,250,212 | 16,523 | 766 | (63,492) | (44,605) |
| Total | 3,257,390 | 3,117,269 | 21,155 | 4,979 | 88,419 | 41,117 |

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

**26.2 Assets by segment**

(Unit : Thousand Baht)

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | As at March 31, 2023 and December 31, 2022 | | | | | | | | | | |
|  | Business Consulting | | Investments | | Digital Assets | | Eliminated | | Consolidated | |
|  | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
| Assets |  |  |  |  |  |  |  |  |  |  |
| Equipment | 12,620 | 13,164 | 250 | 279 | 39,528 | 46,206 | - | - | 52,398 | 59,649 |
| Unallocated equipment |  |  |  |  |  |  |  |  | 13,299 | 14,046 |
| Unallocated assets |  |  |  |  |  |  |  |  | 3,191,693 | 3,043,574 |
| Total assets |  |  |  |  |  |  |  |  | 3,257,390 | 3,117,269 |

**27. COMMITMENTS**

**27.1** As of March 31, 2023 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 |  | 0.49 |
| Over 1 year but not over 5 years |  | - |
| Over 5 years |  | - |
| Total |  | 0.49 |

**27.2** 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 2022 and has been extended for a period expire August 31, 2024.

**28. FINANCIAL INSTRUMENTS**

**28.1**  **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.

**28.2 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.

**28.3 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.

**28.4 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.

**28.5 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.

**28.6 Financial instruments carried at fair value**

|  | Thousand Baht | | | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated financial statements** | | | | | | | | |
|  | Cost |  | Fair value | | | | | | |
|  |  |  | Level 1 |  | Level 2 |  | Level 3 |  | Total |
| **March 31, 2023** |  |  |  |  |  |  |  |  |  |
| ***Current*** |  |  |  |  |  |  |  |  |  |
| Short term investment : |  |  |  |  |  |  |  |  |  |
| Trading Securities | 431,453 |  | 146,970 |  | - |  | - |  | 146,970 |
| Investments Fund : Fund | 684,017 |  | 957,768 |  | - |  | - |  | 957,768 |

|  | Thousand Baht | | | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Separate financial statements** | | | | | | | | |
|  | Cost |  | Fair value | | | | | | |
|  |  |  | Level 1 |  | Level 2 |  | Level 3 |  | Total |
| **March 31, 2023** |  |  |  |  |  |  |  |  |  |
| ***Current*** |  |  |  |  |  |  |  |  |  |
| Trading Securities | 378,940 |  | 119,658 |  | - |  | - |  | 119,658 |

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.

**29. EVENTS AFTER THE REPORTING PERIOD**

On April 27, 2023, the Annual General Meeting of Shareholders No.1/2023, has approved the following issues:

29.1 The Meeting resolved to approve payment of annual dividend to the shareholders from the Company’s earnings for the period of January 1, 2022 to December 31, 2022 to shareholders at the rate of 0.0125 baht per share by deducting interim dividends, which already paid on September 14, 2022 at the rate of 0.005 baht per share, with the remaining dividend paid at the rate of 0.0075 baht per share. Dividend payment is scheduled to be paid to shareholders within May 25, 2023.

29.2 The Meeting resolved to approve the decrease of the registered capital from Baht 1,637,350,330.125 to Baht 1,634,229,486.875 by canceling 24,966,746 unissued ordinary shares at the par value of Baht 0.125 per share.

29.3 The Meeting resolved to approve increase the Company's registered capital from Baht 1,634,229,486.875 to Baht 1,644,604,486.875 divided into 13,156,835,895 shares by issuing newly-issued ordinary shares 83,000,000 shares at par value of Baht 0.125 per share to sufficiently accommodate the exercise of BROOK-W6 and BROOK-W7 due to the adjustment of the exercise price and exercise ratio of warrants BROOK-W6 and BROOK-W7.

**30. APPROVAL OF THE FINANCIAL STATEMENT**

The interim financial statements have been approved by the Company’s board of directors on May 11, 2023.