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These notes form an integral part of the interim financial statements.

The interim financial statements issued for Thai regulatory reporting purposes are prepared in the Thai

language. These English language financial statements have been prepared from the Thai language financial statements and were approved and authorised for issue by the Board of Directors on   
14 August 2024.

1. **Basis of preparation of the interim financial statements**

The condensed interim financial statements are presented in the same format as the annual financial statements together with notes to the interim financial statements on a condensed basis (“interim financial statements”) in accordance with Thai Accounting Standard (TAS) No. 34 Interim Financial Reporting, guidelines promulgated by the Federation of Accounting Professions and applicable rules and regulations of the Thai Securities and Exchange Commission. The interim financial statements focus on new activities, events and circumstances to avoid repetition of information previously reported in annual financial statements. Accordingly, these interim financial statements should be read in conjunction with the financial statements of the Company and its subsidiaries for the year ended 31 December 2023.

In preparing these interim financial statements, judgments and estimates are made by management in applying the Group’s accounting policies. Actual results may differ from these estimates. The accounting policies, methods of computation and the key sources of estimation uncertainty were the same as those that described in the financial statements for the year ended 31 December 2023.

*Use of going concern basis of accounting*

The Group and the Company incurred a net loss in the statement of comprehensive income for the six-month period ended 30 June 2024 of Baht 769.9 million and Baht 326.6 million, respectivelyand, as of that date, the Group’s total current liabilities exceeded total current assets by Baht 4,236.4 million *(31 December 2023: Baht 1,314.1 million)*. This situation indicates significant uncertainties that may cast significant doubt about the ability of the Group and the Company to continue their operations on going concern basis.

However, the management of the Group and the Company believe that the Group and the Company will improve their performance and liquidity. During the six-month period ended 30 June 2024, the Group and the Company implemented action plans to manage liquidity risks as follows 1) During February and March 2024, the shareholders of the Company and the subsidiary approved restructuring plans to adjust their business operations structure by conducting transactions involving assets and connected transaction starting from 1 April 2024. 2) During the six-month period ended 30 June 2024, the Group issued additional debentures of Baht 899.2 million and had additional borrowings from financial institutions and other parties of Baht 647.0 million and Baht 50.0 million, respectively. 3) During the six-month period ended 30 June 2024, the Group sold land for Baht 41.0 million. 4) During June 2024, the Board of Directors of the Company approved to sell domestic marketable equity instruments.

Additionally, the Group plans to implement other policies and methods to manage liquidity risks. These include requesting credit lines from commercial banks and other parties, issuing additional debentures and considering the sale of several real estate development projects, which is in line with the normal business operations of the Group. The ability to repay debts depends on the aforementioned future scenarios.

Management of the Group believes that success of the aforementioned actions will enable the Group to have sufficient liquidity to continue its business and repay debts when due. These interim financial statements have been prepared by the management of the Group based on going concern basis, assuming that the operations have sufficient working capital and credit facilities for the desired business operations. Therefore, the interim financial statements do not include any adjustments related to recoverability of the assets and classification of assets and liabilities that might be necessary should the Group and the Company are unable to continue as going concern.

1. **Acquisitions of business**

On 9 August 2023, the Group obtained control of M.K. Real Estate Development Public Company Limited (“MK”), a property development company by acquiring 18.0% of the shares and voting interests in the company. As a result, the shareholding proportion in MK has increased from 31.5% to 49.5% of issued and paid-up share capital. The management concluded that the Group has control over MK due to its power over the voting rights in comparison with minority shareholders and no indicator signals a joint exercising of rights from the minority shareholders. Therefore, the Group has gained control over MK which changes its status from an associate to a subsidiary. The consideration consisted of a cash payment of Baht 883.4 million. The Group incurred acquisition-related costs of Baht 0.2 million which have been included in servicing and administrative expenses. In addition, the Group obtained a 50% interest in BFTZ Wangnoi Co., Ltd. (“BFTZ”); a joint venture in which MK was a joint venture through its wholly-owned subsidiary. As a result, the Group has gained control in BFTZ which converted from an associate into a subsidiary.

TFRS required management to make preliminary assessment of the fair values of the identifiable assets acquired and liabilities assumed as at the acquisition date. The Group hired an independent appraiser to determine the fair value during the measurement period, which must not exceed one year from the acquisition date to reflect new information obtained about facts and circumstances that existed as of the acquisition date. This information affects the measurement of the value of amounts that were previously recognised at the acquisition date.

In the second quarter of 2024, the fair value measurements of identifiable assets acquired and liabilities assumed have been completed by an independent appraiser. The Group adjusted the fair value of the assets acquired and liabilities assumed accordingly. The fair value after adjustments are as follows:

| ***Identifiable assets acquired and liabilities assumed*** | **As previously** |  |  |  | **Adjusted** |
| --- | --- | --- | --- | --- | --- |
|  | **reported** |  | **Adjustment** |  | **fair value** |
|  | *(in thousand Baht)* | | | | |
| Cash and cash equivalents | 539,900 |  | - |  | 539,900 |
| Trade and other current receivables | 724,714 |  | - |  | 724,714 |
| Short-term loans | 949,500 |  | - |  | 949,500 |
| Real estate development for sale | 3,062,261 |  | 430,881 |  | 3,493,142 |
| Investment in associates and joint venture | 836,523 |  | 23,625 |  | 860,148 |
| Land held for development | 467,837 |  | 453,651 |  | 921,488 |
| Investment properties | 8,828,070 |  | 259,917 |  | 9,087,987 |
| Property, plant and equipment | 6,122,305 |  | (747,924) |  | 5,374,381 |
| Other assets | 1,474,712 |  | (94,351) |  | 1,380,361 |
| Trade and other current payables | (1,006,310) |  | - |  | (1,006,310) |
| Interest-bearing liabilities | (13,817,214) |  | 51,606 |  | (13,765,608) |
| Other liabilities | (1,910,465) |  | - |  | (1,910,465) |
| **Total identifiable net assets** | **6,271,833** |  | **377,405** |  | **6,649,238** |
| *Less* non-controlling interests | (3,160,007) |  | (74,703) |  | (3,234,710) |
| *Less* fair value of the Group’s existing interest in the acquiree | (1,554,457) |  | (114,740) |  | (1,669,197) |
| **Total identifiable net assets received** | **1,557,369** |  | **187,962** |  | **1,745,331** |
| Gain on bargain purchase | (673,969) |  | (187,962) |  | (861,931) |
| **Purchase consideration transferred** | **883,400** |  | **-** |  | **883,400** |
|  |  |  |  |  |  |
| Net cash acquired with the subsidiary | 539,900 |  | - |  | 539,900 |
| Cash paid | (883,400) |  | - |  | (883,400) |
| **Net cash outflows** | **(343,500)** |  | **-** |  | **(343,500)** |

The trade receivables comprise gross contractual amounts due of Baht 31.8 million, of which   
Baht 0.2 million was expected to be uncollectible at the acquisition date.

The recognised gain on bargain purchase was mainly from the result of the fair value measurement of real estate development for sale, land held for development and investment properties, particularly land that has increased from its original cost.

The Group has retrospectively adjusted the fair value of the identifiable assets acquired and liabilities assumed to the acquisition date. The adjustment has an impact on the statement of financial position as at 31 December 2023 and retained earnings as at 1 January 2024.

The following table sets forth the impact of the adjustments to the fair value of the identifiable assets acquired and liabilities assumed on the consolidated statement of financial position, including the reclassification to conform with the presentation of interim financial statements for the six-month period ended 30 June 2024.

|  |  | **Consolidated financial statements** | | | | | | |  | **Separate financial statements** | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| ***Statement of financial position as at 31 December 2023*** |  | As reported |  | Reclassification |  | Adjusted |  | Restated |  | Before  reclassification |  | Reclassification |  | After  reclassification |
|  |  | *(in thousand Baht)* | | | | | | | | | | | | |
| Trade and other current receivables |  | 739,986 |  | 142,998 |  | - |  | 882,984 |  | 1,670 |  | - |  | 1,670 |
| Other current assets |  | 337,244 |  | (142,998) |  | - |  | 194,246 |  | 20,980 |  | - |  | 20,980 |
| Real estate development for sale |  | 1,983,771 |  | - |  | 308,989 |  | 2,292,760 |  | - |  | - |  | - |
| Investment in associates and joint   venture |  | 1,519,924 |  | - |  | 23,625 |  | 1,543,549 |  | 777,862 |  | - |  | 777,862 |
| Land held for development |  | 456,015 |  | - |  | 452,988 |  | 909,003 |  | - |  | - |  | - |
| Investment properties |  | 9,377,667 |  | - |  | 249,852 |  | 9,627,519 |  | - |  | - |  | - |
| Property, plant and equipment |  | 6,334,923 |  | - |  | (613,101) |  | 5,721,822 |  | 14,113 |  | - |  | 14,113 |
| Deferred tax assets |  | 136,570 |  | - |  | (71,550) |  | 65,020 |  | - |  | - |  | - |
| Long-term debentures |  | (3,796,407) |  | - |  | 36,102 |  | (3,760,305) |  | (366,800) |  | - |  | (366,800) |
| Retained earnings - unappropriated |  | (1,453,834) |  | 7,789 |  | (312,202) |  | (1,758,247) |  | (818,440) |  | 7,789 |  | (810,651) |
| Other components of equity |  | (146,789) |  | (7,789) |  | - |  | (154,578) |  | (135,027) |  | (7,789) |  | (142,816) |
| Non-controlling interests |  | (2,836,327) |  | - |  | (74,703) |  | (2,911,030) |  | - |  | - |  | - |
|  |  |  |  | **-** |  | **-** |  |  |  |  |  | **-** |  |  |

|  |  | **Consolidated financial statements** | | | | |  | **Separate financial statements** | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | Before  reclassification |  | Reclassification |  | After  reclassification |  | Before  reclassification |  | Reclassification |  | After  reclassification |
|  |  | *(in thousand Baht)* | | | | | | | | | | |
| ***Statement of comprehensive income for the*** |  |  |  |  |  |  |  |  |  |  |  |  |
| ***three-month period ended 30 June 2023*** |  |  |  |  |  |  |  |  |  |  |  |  |
| Investment, advisory and management  business expenses |  | 17,777 |  | (17,777) |  | - |  | 10,876 |  | (10,876) |  | - |
| Servicing and administrative expenses |  | 7,644 |  | 17,777 |  | 25,421 |  | 7,366 |  | 10,876 |  | 18,242 |
|  |  |  |  | **-** |  |  |  |  |  | **-** |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
| ***Statement of comprehensive income for the*** |  |  |  |  |  |  |  |  |  |  |  |  |
| ***six-month period ended 30 June 2023*** |  |  |  |  |  |  |  |  |  |  |  |  |
| Investment, advisory and management  business expenses |  | 30,427 |  | (30,427) |  | - |  | 21,701 |  | (21,701) |  | - |
| Servicing and administrative expenses |  | 13,352 |  | 30,427 |  | 43,779 |  | 12,767 |  | 21,701 |  | 34,468 |
|  |  |  |  | **-** |  |  |  |  |  | **-** |  |  |

1. **Related parties**

Relationships with subsidiaries, associates and joint venture that have material changes are described in note 6, but there is no changes in the pricing policies during the six-month period ended 30 June 2024.

|  |  | **Consolidated** | | |  | **Separate** | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| ***Significant transactions with related parties*** |  | **financial statements** | | |  | **financial statements** | | |
| ***Six-month period ended 30 June*** |  | 2024 |  | 2023 |  | 2024 |  | 2023 |
|  |  | *(in thousand Baht)* | | | | | | |
| **Subsidiaries** |  |  |  |  |  |  |  |  |
| Revenue from service |  | - |  | - |  | 7,560 |  | 4,500 |
| Rental and service income |  | - |  | - |  | 35 |  | - |
| Interest income |  | - |  | - |  | 14,415 |  | - |
| Rental and service expenses |  | - |  | - |  | 747 |  | - |
| Finance costs |  | - |  | - |  | 188 |  | - |
|  |  |  |  |  |  |  |  |  |
| **Associates** |  |  |  |  |  |  |  |  |
| Revenue from service |  | - |  | 2,040 |  | - |  | 2,040 |
| Interest income |  | 3,832 |  | 15,312 |  | 2,494 |  | 15,312 |
| Dividend income |  | 18,099 |  | - |  | 18,099 |  | 61,196 |
| Management fee income |  | 8,398 |  | - |  | - |  | - |
| Revenue from management of real estate |  | 32,798 |  | - |  | - |  | - |
| Rental and service income |  | 3,193 |  | - |  | - |  | - |
| Other income |  | 194 |  | - |  | - |  | - |
| Rental and service expenses |  | 151 |  | 807 |  | - |  | 807 |
| Finance costs |  | - |  | 164 |  | - |  | 164 |
|  |  |  |  |  |  |  |  |  |
| **Joint venture** |  |  |  |  |  |  |  |  |
| Service fee income |  | 1,692 |  | - |  | - |  | - |
| Interest income |  | 23,428 |  | 8,399 |  | 11,119 |  | 8,399 |
| Revenue from management of real estate |  | 14,571 |  | - |  | - |  | - |
| Other income |  | 3,368 |  | - |  | - |  | - |
|  |  |  |  |  |  |  |  |  |
| **Other related parties** |  |  |  |  |  |  |  |  |
| Revenue from service |  | - |  | 1,680 |  | - |  | 1,680 |
| Rental and service income |  | - |  | 38 |  | - |  | 38 |
|  |  |  |  |  |  |  |  |  |
| **Key management personnel** |  |  |  |  |  |  |  |  |
| Short-term benefits (1) |  | 76,352 |  | 13,879 |  | 20,814 |  | 13,879 |
| Post-employment benefits |  | 1,448 |  | 676 |  | 536 |  | 676 |
| Other long-term employee benefits |  | 1 |  | - |  | - |  | - |

(1) During the six-month period ended 30 June 2024, the Group recognised share of profits from investment for key managements of the Group that successfully invested in a company in the amount of Baht 36.9 million which included in short-term benefit.

|  | **Consolidated** | | |  | **Separate** | | |
| --- | --- | --- | --- | --- | --- | --- | --- |
| ***Balances with related parties*** | **financial statements** | | |  | **financial statements** | | |
|  | 30 June |  | 31 December |  | 30 June |  | 31 December |
|  | 2024 |  | 2023 |  | 2024 |  | 2023 |
|  | *(in thousand Baht)* | | | | | | |
| **Subsidiaries** |  |  |  |  |  |  |  |
| Service income receivables | - |  | - |  | 1,145 |  | 1,670 |
| Trade and other current receivables | - |  | - |  | 7,014 |  | 48 |
| Short-term loans to related parties | - |  | - |  | 1,342,154 |  | 90,000 |
| Deposits from investment agreement | - |  | - |  | - |  | 430,000 |
| Other non-current assets | - |  | - |  | 733 |  | 733 |
| Advance from related parties | - |  | - |  | 231,682 |  | 244,277 |
| Accrued expenses | - |  | - |  | - |  | 12 |
|  |  |  |  |  |  |  |  |
| **Associates** |  |  |  |  |  |  |  |
| Trade and other current receivables | 18,045 |  | 16,992 |  | 3,781 |  | 1,288 |
| Lease receivables | 52,578 |  | 54,168 |  | - |  | - |
| Short-term loans to related parties | 100,000 |  | 100,000 |  | 100,000 |  | 100,000 |
| Trade and other current payables | 171 |  | 11,078 |  | - |  | - |
| Accrued expenses | 393 |  | 789 |  | - |  | - |
| Provisions for guarantee of lease agreement | 430 |  | 527 |  | - |  | - |
|  |  |  |  |  |  |  |  |
| **Joint venture** |  |  |  |  |  |  |  |
| Trade and other current receivables | 100,296 |  | 12,708 |  | 69,425 |  | 33,306 |
| Short-term loans to related parties | 865,660 |  | 657,000 |  | 350,000 |  | 335,000 |
| Interest receivables | 1,692 |  | 64,831 |  | - |  | - |
| Income receivables | - |  | 902 |  | - |  | - |

***Short-term loans to related parties - unsecured***

As at 30 June 2024, the Company entered into short-term loan agreement with M.K. Real Estate Development Public Company Limited (“MK”) which is a subsidiary for working capital for loan repayments and business expansion amounted to Baht 864.0 million, interest rate at 6.75% per annum which will be matured 30 December 2024, 28 February 2025 and at call.

As at 30 June 2024, the Company entered into short-term loan agreement with BFTZ Wangnoi Co., Ltd. which is a subsidiary for working capital for loan repayments and business expansion amounted to Baht 350.0 million, interest rate at 6.50% per annum which will be matured at call.

As at 30 June 2024, the Company entered into short-term loan agreement with RX Wellness Co., Ltd. which is a subsidiary for working capital for loan repayments and business expansion amounted to Baht 478.2 million, interest rate at 7.00% per annum which will be matured at call.

As at 30 June 2024, the Company entered into short-term loan agreement with Kanom Café Co., Ltd. which is a associate for working capital for loan repayments and business expansion amounted to Baht 100.0 million, interest rate at 5.00% per annum which will be matured at 27 December 2024.

|  | **Consolidated** | | |  | **Separate** | | |
| --- | --- | --- | --- | --- | --- | --- | --- |
| ***Short-term loans to related parties*** | **financial statements** | | |  | **financial statements** | | |
|  | 30 June |  | 31 December |  | 30 June |  | 31 December |
|  | 2024 |  | 2023 |  | 2024 |  | 2023 |
|  | *(in thousand Baht)* | | | | | | |
| At 1 January 2024 | 757,000 |  | 467,485 |  | 525,000 |  | 467,485 |
| Increase (1) | 208,660 |  | 504,610 |  | 1,765,154 |  | 504,610 |
| Decrease | - |  | - |  | (498,000) |  | - |
| **At 30 June 2024** | **965,660** |  | **972,095** |  | **1,792,154** |  | **972,095** |
|  |  |  |  |  |  |  |  |

(1) During the six-month period ended 30 June 2024, for the separate financial statements. There was an increase in short-term loans to related parties from non-monetary items arising from business acquisitions in the amount of 665.1 million baht.

|  |  | | |  | **Separate** | | |
| --- | --- | --- | --- | --- | --- | --- | --- |
| ***Advance from related parties*** |  | | |  | **financial statements** | | |
|  |  |  |  |  | 30 June |  | 31 December |
|  |  |  |  |  | 2024 |  | 2023 |
|  | *(in thousand Baht)* | | | | | | |
| At 1 January 2024 |  |  |  |  | 244,277 |  | 21,105 |
| Increase |  |  |  |  | - |  | 55,158 |
| Decrease |  |  |  |  | (12,595) |  | - |
| **At 30 June 2024** |  |  |  |  | **231,682** |  | **76,263** |

***Guarantee obligations with a related party***

A subsidiary has a joint - guaranteed of long-term borrowings from a local financial institution of Frasers Property BFTZ Co., Ltd, a joint venture, amounting to Baht 1,281.0 million *(31 December 2023:   
Baht 1,281.0 million)*. Under guarantee obligations, the subsidiary entered into letter of undertaking agreements with the joint venture agreed to pay service fee at the rate as specified in the agreements.   
As at 30 June 2024, the joint venture utilised the credit facilities totalling Baht 1,231.6 million *(31 December 2023: Baht 1,231.6 million)*.

***Significant agreements with related parties***

The Company has entered into service agreements with its subsidiaries of which the Company will provide services including management, marketing, information technology, human resources and other business operation support to the subsidiaries. The Company charged service fees as agreed by both parties based on estimated time spent and cost incurred plus margin. Service fees for each company for the years 2024 and 2023 were as follows:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | 2024 | | |  | 2023 | | |
| Company name |  | Period of agreement |  | Annual fee |  | Period of agreement |  | Annual fee |
|  |  |  |  | *(in thousand Baht)* |  |  |  | *(in thousand Baht)* |
| Finansa Fund Management Ltd. |  | 1 January - 31 December 2024 |  | 9,000 |  | 1 January - 31 December 2023 |  | 9,000 |
| M.K. Real Estate Development Plc. |  | 1 January - 31 December 2024 |  | 2,760 |  | 1 January - 31 December 2023 |  | 4,080 |
| Prospect Development Co., Ltd. |  | 1 January - 31 December 2024 |  | 3,360 |  | 1 January - 31 December 2023 |  | 3,360 |

1. **Short-term loans to other parties**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated**  **financial statements** | | |  | **Separate**  **financial statements** | | |
|  | 30 June |  | 31 December |  | 30 June |  | 31 December |
|  | 2024 |  | 2023 |  | 2024 |  | 2023 |
|  | *(in thousand Baht)* | | | | | | |
| Short-term loans to other parties | 143,000 |  | 143,000 |  | 83,000 |  | 83,000 |
| *Less* allowance for expected credit loss | (13,000) |  | (13,000) |  | (13,000) |  | (13,000) |
| **Net** | **130,000** |  | **130,000** |  | **70,000** |  | **70,000** |

***4.1 Classified by type of loans***

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated**  **financial statements** | | |  | **Separate**  **financial statements** | | |
|  | 30 June |  | 31 December |  | 30 June |  | 31 December |
|  | 2024 |  | 2023 |  | 2024 |  | 2023 |
|  | *(in thousand Baht)* | | | | | | |
| Promissory notes | 13,000 |  | 13,000 |  | 13,000 |  | 13,000 |
| Short-term loans | 130,000 |  | 130,000 |  | 70,000 |  | 70,000 |
| Total short-term loans to other parties | 143,000 |  | 143,000 |  | 83,000 |  | 83,000 |
| *Les*s allowance for expected credit loss | (13,000) |  | (13,000) |  | (13,000) |  | (13,000) |
| **Net** | **130,000** |  | **130,000** |  | **70,000** |  | **70,000** |

***4.2 Classified by remaining period of the contract***

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated**  **financial statements** | | |  | **Separate**  **financial statements** | | |
|  | 30 June |  | 31 December |  | 30 June |  | 31 December |
|  | 2024 |  | 2023 |  | 2024 |  | 2023 |
|  | *(in thousand Baht)* | | | | | | |
| At call (including defaulted contracts) | 13,000 |  | 13,000 |  | 13,000 |  | 13,000 |
| Within 1 year | 130,000 |  | 130,000 |  | 70,000 |  | 70,000 |
| **Total** | **143,000** |  | **143,000** |  | **83,000** |  | **83,000** |

1. **Real estate development for sale**

|  | **Consolidated**  **financial statements** | | |
| --- | --- | --- | --- |
|  | 30 June |  | 31 December |
|  | 2024 |  | 2023 |
|  |  |  | (Restated) |
|  | *(in thousand Baht)* | | |
| Land and construction developing for sales | 1,825,636 |  | 1,871,338 |
| Houses and sample houses | 295,996 |  | 421,404 |
| Construction materials | 14 |  | 18 |
| Total | 2,121,646 |  | 2,292,760 |
| *Less* allowance for devaluation | - |  | - |
| **Net** | **2,121,646** |  | **2,292,760** |
|  |  |  |  |
| Finance costs capitalised in real estate development for sale |  |  |  |
| during the period/year | **488** |  | **3,334** |
| Capitalisation rate *(% per annum)* | **5.55** |  | **4.65 - 5.68** |

1. **Investment in subsidiaries, associates and joint venture**

|  |  |  |  |
| --- | --- | --- | --- |
| ***Material movement Six-month period ended 30 June 2024*** | Consolidated financial statements |  | Separate  financial statements |
|  | *(in thousand Baht)* | | |
| ***Subsidiaries*** |  |  |  |
| At 1 January 2024 | - |  | 2,865,374 |
| Purchase investment in RX Wellness Co., Ltd. | - |  | 275,792 |
| Impairment loss | - |  | (275,792) |
| **At 30 June 2024** | **-** |  | **2,865,374** |
|  |  |  |  |
| ***Associates and joint venture*** |  |  |  |
| At 1 January 2024 | 1,543,549 |  | 777,862 |
| Return in investment in Prospect Logistics and |  |  |  |
| Industrial Freehold and Leasehold Real Estate |  |  |  |
| Investment Trust | (2,333) |  | (775,362) |
| Dividends received from Prospect Logistics and |  |  |  |
| Industrial Freehold and Leasehold Real Estate |  |  |  |
| Investment Trust | (47,040) |  | - |
| Share of profit accounted for using equity method | 56,820 |  | - |
| Downstream transaction | (5,721) |  | - |
| **At 30 June 2024** | **1,545,275** |  | **2,500** |

*Purchase of investment*

During the six-month period ended 30 June 2024, the Company purchased ordinary shares of RX Wellness Co., Ltd., an indirect subsidiary, from M.K. Real Estate Development Public Company Limited, a subsidiary representing 100 percent of the issued and fully paid-up capital. As a result, RX Wellness Co., Ltd. changed from an indirect subsidiary to a subsidiary of the Company. The purchase of the investment without a change in control for the Group. However, from the management's assessment, it was found that the investment had an indication of impairment. The management therefore estimated the recoverable amount, which was lower than the purchase price of the investment. Therefore, the impairment loss was recognised in the Company's statement of comprehensive income. The recoverable amount is calculated by using estimated future cash flows discounted to their present value.

|  |  |
| --- | --- |
| ***Key assumptions*** | Separate  **financial statements** |
|  | (%) |
| Discount rate | 9.0 |
| Growth rate of average room and services rate per person per night  from the year 2026 to 2028 | 5.0 - 10.0 |
| Occupancy rate | 20.0 - 65.0 |

*Dispose of investment*

During the six-month period ended 30 June 2024, the Company dispose the whole investment in Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust representing 22.2 percent ownership of the issued units, for a total consideration of Baht 775.4 million to M.K. Real Estate Development Public Company Limited, a subsidiary. The disposal of the investment without a change in control for the Group and realised gain from disposal of investment of Baht 5.9 million in the profit and loss.

*Increase capital of indirect subsidiary*

During the six-month period ended 30 June 2024, the subsidiary additionally invested in Rx Wellness Blocker US, Inc., according to ownership interest 80% amounting to USD 0.88 million or amounting to Baht 32.26 million without a change in control.

*Return in capital of an associate*

On 14 June 2024, a indirect subsidiary received the return in capital of investment in unit trusts of Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust at 0.0202 Baht per unit totalling Baht 2.3 million

1. **Investment properties**

During the six-month period ended 30 June 2024, the Group invested in buildings and constructions for lease amounting to Baht 507.4 million. The Group has no other significant addition to or disposal of investment properties during the period.

1. **Assets used as collateral**

|  | **Consolidated**  **financial statements** | | |  | **Separate**  **financial statements** | | |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | 30 June |  | 31 December |  | 30 June |  | 31 December |
|  | 2024 |  | 2023 |  | 2024 |  | 2023 |
|  | *(in thousand Baht)* | | | | | | |
| Savings accounts | 79,108 |  | 77,170 |  | - |  | - |
| Fixed deposit accounts - 12 months | 19,700 |  | 19,699 |  | - |  | - |
| Real estate development for sale | 1,664,853 |  | 1,210,960 |  | - |  | - |
| Government bonds | - |  | 10,055 |  | - |  | 10,055 |
| Other long-term investments | 1,198,409 |  | - |  | - |  | - |
| Investment in subsidiary | - |  | - |  | 399,750 |  | 781,544 |
| Investment in associates and   joint venture | 1,007,244 |  | 1,022,157 |  | 2,500 |  | 777,862 |
| Land held for development | 259,314 |  | 259,314 |  | - |  | - |
| Investment properties | 8,071,261 |  | 6,536,947 |  | - |  | - |
| Land and buildings | 3,030,235 |  | 3,666,995 |  | - |  | - |
| **Total** | **15,330,124** |  | **12,803,297** |  | **402,250** |  | **1,569,461** |

Assets used as collateral are pledged as collateral in respect of letters of guarantee and liabilities from financial institutions and other party. The issuing bank’s letters of guarantee to a government agency   
are used to guarantee infrastructure for the developing projects of the Group.

As at 30 June 2024, the Company had partially pledged its other long-term investment in a subsidiary to secure a borrowing from a non-related individual in which a management also provided a collateral over the borrowing with credit facilities amount Baht 350.0 million and carrying amount of Baht 320.0 million (31 December 2023: Baht 250.0 million).

As at 30 June 2024, the Company had partially pledged its other long-term investment in a subsidiary and its investment in subsidiary to secure a borrowing from other party with credit facilities amount Baht 350.0 million and carrying amount of Baht 350.0 million.

As at 30 June 2024, the Company had pledged its investment in a joint venture with carrying amount of Baht 2.5 million to secure a joint venture’s loan from a local financial institution *(31 December 2023: Baht 2.5 million).*

*Payables from a transfer of right agreement to receive cash inflow*

During the year 2023, the subsidiary entered into an agreement to transfer the right of cash inflow from sales of low-rise housing projects consisted of single house, twin house and townhome, totalling 7 projects with a non-related party. The subsidiary will develop and complete the projects for sale and manage to achieve the revenue not less than Baht 3,607.8 million and will receive totalling Baht 3,082.5 million in return for rights transferring. The subsidiary received cash from the aforesaid non-related party totalling Baht 1,751.9 million which is presented as payables from a transfer of right agreement to receive cash inflow that classified as a financial liabilities measured at amortised cost in the statement of financial position as at 30 June 2024. Therefore, total cash inflow from selling of the aforesaid projects which were received from buyers for the three-month and the six-month period ended 30 June 2024 in amount of Baht 120.2 million and 211.1 million, respectively, has to be transferred to the aforesaid entity, total amount of cash inflow to be transferred to aforesaid entity as at 30 June 2024, were amounting to Baht 75.9 million.

The subsidiary determines that the fair value of payables from a transfer of right agreement to receive cash inflow on initial recognition differs from the transaction price, the financial instrument is therefore initially measured at fair value adjusted for the difference between the fair value on initial recognition and the transaction price which the fair value are categorised as level 3 such difference is recognised as deferred loss amounting to Baht 143.5 million as at 30 June 2024 and will be recognised in profit or loss on an appropriate basis over the life of the instrument or until the fair value level is transferred or the transaction is closed out. During the period, the subsidiary recognised such loss amounted to Baht 30.3 million which is presented as other expense in the statement of comprehensive income. Due to   
the slowdown economic situation, the loan from financial institutions are more difficult to grant which affected property development sector and the Board of Director therefore considered that such deal could bring cash inflow to the subsidiary to develop the real estate for sale within the timeframe specified in the operation plan of the subsidiary.

1. **Interest-bearing liabilities**

***Borrowings***

|  | Consolidated  financial statements | | |  | Separate  financial statements | | |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | 30 June  2024 |  | 31 December 2023 |  | 30 June  2024 |  | 31 December 2023 |
|  | ***(****in thousand Baht****)*** | | | | | | |
| Short-term borrowings from financial institutions | 59,454 |  | 53,025 |  | - |  | - |
| Short-term borrowings from related parties | 50,000 |  | - |  | - |  | - |
| Short-term borrowings from other parties | 990,000 |  | 800,000 |  | 670,000 |  | 450,000 |
| Long-term borrowings from financial institutions | 6,056,030 |  | 5,766,600 |  | - |  | 292,002 |
| Long-term borrowings from other parties | 80,000 |  | 80,000 |  | - |  | - |
| **Total borrowings** | **7,235,484** |  | **6,699,625** |  | **670,000** |  | **742,002** |

*Short-term borrowings from other parties - secured*

*The Company*

As at 30 June 2024, the Company entered into loan agreements with other party amounting to Baht 320.0 million, interest rate at 6.50% per annum. The loans will be matured on 31 January 2025.   
The Company has mortgaged equity instruments owned by a subsidiary under collateral for the Company's loans.

As at 30 June 2024, the Company entered into loan agreements with other party amounting to Baht 350.0 million, interest rate at 12.00% per annum. The loans will be matured on 15 August 2024. The Company has mortgaged ordinary share of a subsidiary and equity instruments owned by a subsidiary under collateral for the Company's loans.

*Subsidiary*

As at 30 June 2024, a subsidiary entered into loan agreements with local financial institutions with credit facilities totalling Baht 2,173.0 million, interest rate at MLR - 0.25% to MLR - 1.50% per annum. The subsidiary pledged an investment in an associate and a part of construction on land as the loan collateral.

As at 30 June 2024, Prospect Development Co., Ltd. (“indirect subsidiary”) entered into a loan agreements with local financial institutions amounting to Baht 170.0 million at MLR - 0.75% to MLR - 1.25% interest rate per annum. The indirect subsidiary mortgaged land and construction as the loan collateral. The loan will be matured on 31 December 2031.

As at 30 June 2024, an indirect subsidiary in USA entered into a loan agreement with an oversea financial institution amounting to USD 7.7 million, interest rate at 4.75% per annum. The indirect subsidiary mortgaged land and construction and saving deposit with bank as loan collateral. The loan as mentioned will be matured on 14 April 2025.

The subsidiary and indirect subsidiaries have to comply with certain conditions under right and duty of borrower such as the maintenance of Debt to Equity ratio and Debt Service Coverage ratio (DSCR).

*Long-term borrowings from other parties - unsecured*

As at 30 June 2024, a subsidiary entered into loan agreements with other parties totalling Baht   
80.0 million, interest rate at 5.60% per annum. The loans will be matured on 23 August 2024.

*Short-term borrowings from other parties - secured*

As at 30 June 2024, a subsidiary entered into a loan agreement with another party amounting to Baht 320.0 million with 12.50% interest rate per annum. The loans will be matured on 30 December 2024. The subsidiary used the shares of an indirect subsidiary as the loan collateral to secure the debt repayment and any liabilities of all kinds that the subsidiary is responsible for according to the loan agreement.

***Debentures***

|  | Consolidated  financial statements | | |  | Separate  financial statements | | |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | 30 June  2024 |  | 31 December 2023 |  | 30 June  2024 |  | 31 December 2023 |
|  |  |  | (Restated) |  |  |  |  |
|  | ***(****in thousand Baht****)*** | | | | | | |
| Long-term debentures | 5,805,309 |  | 5,525,698 |  | 366,800 |  | 366,800 |
| *Less* deferred interest expense | (33,803) |  | (34,114) |  | - |  | - |
| *Less* current portion of long-term debentures | (3,982,191) |  | (1,731,279) |  | - |  | - |
| **Unsecured long-term debentures,**  **net of current portion** | **1,789,315** |  | **3,760,305** |  | **366,800** |  | **366,800** |

Significant movements of debentures during the six-month period ended 30 June 2024 were as follows:

During the period, the subsidiary had repaid unsecured long-term debentures no.2/2564 totalling Baht 636.4 million.

At the Board of Directors’ Meeting of the subsidiary held on 25 April 2024, the Board of Directors approved the subsidiary to issue and offer secured long-term debentures no. 1/2024 with offering value not exceeding Baht 800.0 million. Subsequently, on 10 May 2024, the subsidiary offered secured long-term debentures amounting to Baht 650.0 million and used equity instruments which presented in other non-current financial assets as collateral.

On 29 March 2024, Prospect Development Co., Ltd. (the indirect subsidiary) issued unsecured long-term debentures no.1/2024 amounting to Baht 249.2 million.

The subsidiary and an indirect subsidiary have to comply with certain conditions under right and duty of debenture issuer such as the maintenance of debt to equity ratios, dividend payments.

As at 30 June 2024, the Group and the Company had unutilised credit facilities from local financial institutions totalling Baht 1,011.8 million and none, respectively *(31 December 2023: Baht 1,689.6* *million and Baht 36.9 million, respectively)*.

1. **Segment information and disaggregation of revenue**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated financial statements** | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| *Six-month period* | **Investment** | | |  | | **Real estate development** | | |  | | **Rental warehouse,**  **factory and others** | | |  | **Property**  **management** | | | |  | | **Health and**  **wellness center** | | |  | | **Others** | | | |  | | **Elimination** | | | |  | | **Total** | | |
|  | |
| ***ended 30 June*** | 2024 |  | 2023 | |  | 2024 |  | 2023 | |  | 2024 |  | 2023 |  | | 2024 |  | 2023 | |  | 2024 |  | 2023 | |  | | 2024 |  | 2023 | |  | | 2024 |  | 2023 | |  | 2024 |  | 2023 |
|  | *(in thousand Baht)* | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| ***Reportable segments*** |  | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Revenue from external  customers | 121,098 |  | 100,179 | |  | 266,570 |  | - | |  | 353,987 |  | - |  | | 57,197 |  | - | |  | 111,026 |  | - | |  | | - |  | - | |  | | - |  | - | |  | 909,878 |  | 100,179 |
| Inter-segment revenue | 68,292 |  | - | |  | - |  | - | |  | 33,054 |  | - |  | | 9,977 |  | - | |  | 50,654 |  | - | |  | | - |  | - | |  | | (161,977) |  | - | |  | - |  | - |
| **Total income** | **189,390** |  | **100,179** | |  | **266,570** |  | **-** | |  | **387,041** |  | **-** |  | | **67,174** |  | **-** | |  | **161,680** |  | **-** | |  | | **-** |  | **-** | |  | | **(161,977)** |  | **-** | |  | **909,878** |  | **100,179** |
|  |  |  |  | |  |  |  |  | |  |  |  |  |  | |  |  |  | |  |  |  |  | |  | |  |  |  | |  | |  |  |  | |  |  |  |  |
| **Timing of revenue**  **recognition** |  |  |  | |  |  |  |  | |  |  |  |  |  | |  |  |  | |  |  |  |  | |  | |  |  |  | |  | |  |  |  | |  |  |  |  |
| At a point in time | - |  | - | |  | 266,570 |  | - | |  | - |  | - |  | | - |  | - | |  | 111,026 |  | - | |  | | - |  | - | |  | | - |  | - | |  | 377,596 |  | - |
| Over time | 121,098 |  | 100,179 | |  | - |  | - | |  | 353,987 |  | - |  | | 57,197 |  | - | |  | - |  | - | |  | | - |  | - | |  | | - |  | - | |  | 532,282 |  | 100,179 |
| **Total income** | **121,098** |  | **100,179** | |  | **266,570** |  | **-** | |  | **353,987** |  | **-** |  | | **57,197** |  | **-** | |  | **111,026** |  | **-** | |  | | **-** |  | **-** | |  | | **-** |  | **-** | |  | **909,878** |  | **100,179** |
|  |  |  |  | |  |  |  |  | |  |  |  |  |  | |  |  |  | |  |  |  |  | |  | |  |  |  | |  | |  |  |  | |  |  |  |  |
| Other income |  |  |  | |  |  |  |  | |  |  |  |  |  | |  |  |  | |  |  |  |  | |  | |  |  |  | |  | |  |  |  | |  | 140,306 |  | 859 |
| Net loss on investments  measured at fair value  through profit or loss |  |  |  | |  |  |  |  | |  |  |  |  |  | |  |  |  | |  |  |  |  | |  | |  |  |  | |  | |  |  |  | |  | (32,269) |  | (1,673) |
| Segment (loss) profit  before income tax | (77,549) |  | 20,983 | |  | (271,655) |  | - | |  | (263,911) |  | - |  | | 4,953 |  | - | |  | (102,748) |  | - | |  | | - |  | - | |  | | - |  | - | |  | (710,910) |  | 20,983 |
|  |  |  |  | |  |  |  |  | |  |  |  |  |  | |  |  |  | |  |  |  |  | |  | |  |  |  | |  | |  |  |  | |  |  |  |  |
| Share of profit of  associates and joint venture  accounted for using  equity method |  |  |  | |  |  |  |  | |  |  |  |  |  | |  |  |  | |  |  |  |  | |  | |  |  |  | |  | |  |  |  | |  | 56,820 |  | 16,861 |
| (Loss) profit before income tax |  |  |  | |  |  |  |  | |  |  |  |  |  | |  |  |  | |  |  |  |  | |  | |  |  |  | |  | |  |  |  | |  | (654,090) |  | 37,844 |
|  |  |  |  | |  |  |  |  | |  |  |  |  |  | |  |  |  | |  |  |  |  | |  | |  |  |  | |  | |  |  |  | |  |  |  |  |
| Segment assets as at  30 June 2024 / |  |  |  | |  |  |  |  | |  |  |  |  |  | |  |  |  | |  |  |  |  | |  | |  |  |  | |  | |  |  |  | |  |  |  |  |
| 31 December 2023 | 1,507,186 |  | 1,815,789 | |  | 3,702,776 |  | 4,172,200 | |  | 20,300,347 |  | 12,248,881 |  | | 37,276 |  | 40,959 | |  | 250,053 |  | 5,595,664 | |  | | - |  | 750,419 | |  | | - |  | - | |  | 25,797,638 |  | 24,623,912 |
| Segment liabilities as at  30 June 2024 / |  |  |  | |  |  |  |  | |  |  |  |  |  | |  |  |  | |  |  |  |  | |  | |  |  |  | |  | |  |  |  | |  |  |  |  |
| 31 December 2023 | 3,759,230 |  | 266,983 | |  | 6,134,401 |  | 5,607,548 | |  | 8,091,041 |  | 9,211,532 |  | | 4,209 |  | 5,956 | |  | 168,964 |  | 1,914,722 | |  | | - |  | - | |  | | - |  | - | |  | 18,157,845 |  | 17,006,741 |

1. **Servicing and administrative expenses**

|  |  | **Consolidated**  **financial statements** | | |  | **Separate**  **financial statements** | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| ***Six-month period ended 30 June*** | *Note* | 2024 |  | 2023 |  | 2024 |  | 2023 |
|  |  | *(in thousand Baht)* | | | | | | |
| Depreciation and amortisation  expenses |  | 220,701 |  | 3,444 |  | 3,592 |  | 3,444 |
| Employee benefit expenses |  | 107,784 |  | 8,866 |  | 5,560 |  | 8,766 |
| Management benefit expenses | *3* | 77,800 |  | 14,555 |  | 21,350 |  | 14,655 |
| Cleaning and security expenses |  | 15,467 |  | 263 |  | 269 |  | 263 |
| Specific business tax |  | 9,587 |  | 258 |  | 78 |  | 258 |
| Underwriting fees |  | 9,344 |  | - |  | 9,344 |  | - |
| Consulting fees |  | 8,051 |  | 5,229 |  | - |  | - |
| Transfer expenses |  | 1,984 |  | - |  | - |  | - |
| Other |  | 107,080 |  | 11,164 |  | 12,324 |  | 7,082 |
| **Total** |  | **557,798** |  | **43,779** |  | **52,517** |  | **34,468** |

1. **Dividends**

|  | Approval date |  | Payment schedule |  | Dividend rate  per share |  | Amount |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  | *(in Baht)* |  | *(in million Baht)* |
| ***2023*** |  |  |  |  |  |  |  |
| Annual dividend | 25 April 2023 |  | 24 May 2023 |  | 0.20 |  | 69.2 |

1. **Financial instruments**

*Carrying amounts and fair values*

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, but does not include fair value information for financial assets and financial liabilities measured at amortised cost if the carrying amount is a reasonable approximation of fair value.

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated financial statements** | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|  | Carrying amount | | | | | | | | | | | | | |  | | Fair value | | | | | | | | | | | | | | |
|  |  | Financial instruments measured at FVTPL |  | | Financial instruments designated at FVOCI | |  | | Financial instruments measured at AMC | |  | | Total | |  | Level 1 | | |  | | Level 2 | |  | | Level 3 | | |  | | Total | |
|  | *(in thousand Baht)* | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| ***30 June 2024*** |  |  | |  | |  | |  | |  | |  | |  |  | | |  | |  | |  | |  | |  |  | |  | | |
| ***Financial assets*** |  |  | |  | |  | |  | |  | |  | |  |  | | |  | |  | |  | |  | |  | | |  | |  |
| Domestic marketable debt instruments - unit trusts |  | 51,472 | |  | | - | |  | | - | |  | | 51,472 |  | | | - | |  | | 51,472 | |  | | - | | |  | | 51,472 |
| Domestic marketable  equity instruments |  | - | |  | | 2,258,835 | |  | | - | |  | | 2,258,835 |  | | | 2,258,835 | |  | | - | |  | | - | | |  | | 2,258,835 |
| Domestic non-marketable equity instruments |  | - | |  | | 23,836 | |  | | - | |  | | 23,836 |  | | | - | |  | | - | |  | | 23,836 | | |  | | 23,836 |
| Unit trust in foreign funds |  | - | |  | | 11,702 | |  | | - | |  | | 11,702 |  | | | - | |  | | 11,702 | |  | | - | | |  | | 11,702 |
| Foreign marketable equity instruments |  | - | |  | | 57,523 | |  | | - | |  | | 57,523 |  | | | 57,523 | |  | | - | |  | | - | | |  | | 57,523 |
|  |  |  | |  | |  | |  | |  | |  | |  |  | | |  | |  | |  | |  | |  | | |  | |  |
| ***Financial liabilities*** |  |  | |  | |  | |  | |  | |  | |  |  | | |  | |  | |  | |  | |  | | |  | |  |
| Long-term debentures |  | - | |  | | - | |  | | 5,771,506 | |  | | 5,771,506 |  | | | - | |  | | 5,745,469 | |  | | - | | |  | | 5,745,469 |

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated financial statements** | | | | | | | | | | | | | | | | |
|  | Carrying amount | | | | | | | | |  | Fair value | | | | | | |
|  | Financial instruments measured at FVTPL |  | Financial instruments measured at FVOCI |  | Financial instruments designated at FVOCI |  | Financial instruments measured at AMC |  | Total |  | Level 1 |  | Level 2 |  | Level 3 |  | Total |
|  | *(in thousand Baht)* | | | | | | | | | | | | | | | | |
| ***31 December 2023*** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| ***Financial assets*** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Domestic marketable equity instruments | - |  | - |  | 354,000 |  | - |  | 354,000 |  | 354,000 |  | - |  | - |  | 354,000 |
| Domestic marketable debt   instruments - unit trusts | 154,967 |  | - |  | - |  | - |  | 154,967 |  | - |  | 154,967 |  | - |  | 154,967 |
| Warrants | 338,450 |  | - |  | - |  | - |  | 338,450 |  | - |  | - |  | 338,450 |  | 338,450 |
| Government bond | - |  | 10,055 |  | - |  | - |  | 10,055 |  | - |  | 10,055 |  | - |  | 10,055 |
| Domestic non-marketable  equity instruments | - |  | - |  | 690,123 |  | - |  | 690,123 |  | - |  | - |  | 690,123 |  | 690,123 |
| Unit trust in foreign funds | - |  | - |  | 11,017 |  | - |  | 11,017 |  | - |  | 11,017 |  | - |  | 11,017 |
| Foreign marketable equity instruments | - |  | - |  | 45,777 |  | - |  | 45,777 |  | 45,777 |  | - |  | - |  | 45,777 |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| ***Financial liabilities*** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Long-term debentures | - |  | - |  | - |  | 5,491,584 |  | 5,491,584 |  | - |  | 5,473,835 |  | - |  | 5,473,835 |

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Separate financial statements** | | | | | | | | | | | | | | | | |
|  | Carrying amount | | | | | | | | |  | Fair value | | | | | | |
|  | Financial instruments measured at FVTPL |  | Financial instruments measured at FVOCI |  | Financial instruments designated at FVOCI |  | Financial instruments measured at AMC |  | Total |  | Level 1 |  | Level 2 |  | Level 3 |  | Total |
|  | *(in thousand Baht)* | | | | | | | | | | | | | | | | |
| ***30 June 2024*** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| ***Financial assets*** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Domestic marketable debt instruments - unit trusts | 51,472 |  | - |  | - |  | - |  | 51,472 |  | - |  | 51,472 |  | - |  | 51,472 |
| Domestic non-marketable equity instruments | - |  | - |  | 15,342 |  | - |  | 15,342 |  | - |  | - |  | 15,342 |  | 15,342 |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| ***Financial liabilities*** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Long-term debentures | - |  | - |  | - |  | 366,800 |  | 366,800 |  | - |  | 351,026 |  | - |  | 351,026 |
|  |  | | | | | | | | | | | | | | | | |
| ***31 December 2023*** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| ***Financial assets*** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Domestic marketable debt instruments - unit trusts | 154,967 |  | - |  | - |  | - |  | 154,967 |  | - |  | 154,967 |  | - |  | 154,967 |
| Government bond | - |  | 10,055 |  | - |  | - |  | 10,055 |  | - |  | 10,055 |  | - |  | 10,055 |
| Domestic non-marketable equity instruments | - |  | - |  | 237,698 |  | - |  | 237,698 |  | - |  | - |  | 237,698 |  | 237,698 |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| ***Financial liabilities*** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Long-term debentures | - |  | - |  | - |  | 366,800 |  | 366,800 |  | - |  | 345,689 |  | - |  | 345,689 |

The following methods and assumptions are used in estimating fair values of financial instruments are disclosed herein:

The fair values of current financial assets and current financial liabilities measured at amortised cost are approximated based on the carrying amounts since these financial instruments are short-term in nature.

The fair values of unit trust in domestic and foreign funds are estimated using net asset value at the reporting date.

The fair values of warrants using techniques and models.

The fair values of debt instruments with no active market price are estimated using market yield curve of debt instruments plus a risk premium.

The fair values of investment in government bonds are estimated using market yield of debt instruments published by the Thai Bond Market Association.

The fair values of domestic non-marketable equity instruments are estimated using different measurement approach that is most appropriate to the investee’s business such as adjusted book value and discounted cash flows method.

The fair values of domestic and foreign marketable equity instruments are estimated using market price at the reporting date.

The fair values of other long-term investments in others using adjusted net asset and closed price.

The fair values of long-term borrowings from financial institutions and long-term debentures are estimated using the discounted cash flows method based on current borrowing rates for similar types of borrowing arrangements.

***Reconciliation of Level 3 fair values***

|  | Consolidated  financial statements | | |  | Separate  financial statements | | |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | 2024 |  | 2023 |  | 2024 |  | 2023 |
|  | *(in thousand Baht)* | | | | | | |
| ***Equity instruments*** |  | | | | | | |
| At 1 January | 690,123 |  | 257,011 |  | 237,698 |  | 14,222 |
| Transfer out of Level 3 | (1,055,950) |  | - |  | - |  | - |
| Disposal | (370,500) |  | - |  | (370,500) |  | - |
| Net change in fair value (including unrealised transactions) | 760,163 |  | - |  | 148,144 |  | - |
| **At 30 June** | **23,836** |  | **257,011** |  | **15,342** |  | **14,222** |
|  |  |  |  |  |  |  |  |
| ***Debt instruments*** |  |  |  |  |  |  |  |
| At 1 January | - |  | 47,816 |  | - |  | 47,816 |
| Net change in fair value (including unrealised transactions) | - |  | (62) |  | - |  | (62) |
| **At 30 June** | **-** |  | **47,754** |  | **-** |  | **47,754** |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |
| ***Warrants*** |  |  |  |  |  |  |  |
| At 1 January | 338,450 |  | - |  | - |  | - |
| Exercise of warrants | (305,000) |  | - |  | - |  | - |
| Net change in fair value (including unrealised transactions) | (33,450) |  | - |  | - |  | - |
| **At 30 June** | **-** |  | **-** |  | **-** |  | **-** |

At the Board of Directors’ meeting of the subsidiary held on 15 March 2024, the Board passed a resolution approving the exercise of the right to convert 500,000,000 units of warrants to 500,000,000 ordinary shares at a price of 1.1 Baht per share. Payment for the shares will be made in cash in amount of Baht 550.0 million. The subsidiary recorded a loss on fair value measurement of warrants amounting Baht 33.5 million.

*Transfer out of Level 3*

At 30 June 2024, the Group holds an investment in domestic marketable equity instruments with a fair value of Baht 1,089.8 million. The fair value of the investment was previously determined to be   
Level 3 under the fair value hierarchy at 31 December 2023. The fair value of the investment was then determined. This was because the shares were not listed on an exchange, and there were no recent observable arm’s length transactions in the shares.

During the period, an investment in domestic marketable equity instruments its equity shares on an exchange and they are currently actively traded in that market. Because the equity shares now have a published price quotation in an active market, the fair value measurement was transferred from   
Level 3 to Level 1 of the fair value hierarchy during the period.

*Sensitivity analysis*

For the fair values of financial assets measured at fair value Level 3, reasonably possible changes at the reporting date to one of the significant unobservable inputs, holding other inputs constant, would have the following effects.

|  | **Consolidated**  **financial statements** | | |  | **Separate**  **financial statements** | | |
| --- | --- | --- | --- | --- | --- | --- | --- |
| ***Effect to other comprehensive income, net of tax*** | 1% increase in assumption |  | 1% decrease in assumption |  | 1% increase in assumption |  | 1% decrease in assumption |
|  | *(in thousand Baht)* | | | | | | |
| ***30 June 2024*** |  |  |  |  |  |  |  |
| ***Domestic non-marketable equity  instruments*** |  |  |  |  |  |  |  |
| Risk-adjusted discount rate | (1,813) |  | 2,493 |  | (1,813) |  | 2,493 |
|  |  |  |  |  |  |  |  |
| ***31 December 2023*** |  |  |  |  |  |  |  |
| ***Domestic non-marketable equity  instruments*** |  |  |  |  |  |  |  |
| Risk-adjusted discount rate | (146,165) |  | 218,933 |  | (49,912) |  | 74,577 |

1. **Commitments with non-related parties**

|  |  |  | |  | |  | | **Consolidated** | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  | |  | |  | | **financial** | |
| ***At 30 June 2024*** |  |  | |  | |  | | **statements** | |
|  |  |  | |  | |  | | *(in thousand Baht)* | |
| ***Capital commitments*** | | | |  | |  | |  | |
| Buildings | | | |  | |  | | 9,398 | |
| **Total** | | | |  | |  | | **9,398** | |
|  |  | |  |  |  | |  | |
| ***Other commitments*** |  | |  |  |  | |  | |
| Project development and construction agreements |  | |  |  |  | | 192,499 | |
| Leased building development and construction agreements | | | | |  | | 1,071,673 | |
| Low-value assets and short-term lease commitments | | | |  |  | | 3,905 | |
| Utilities service agreements | | | |  |  | | 47,190 | |
| Management agreement | | | |  |  | | 77,399 | |
| Bank guarantees | | | |  |  | | 331,951 | |
| **Total** | | | |  |  | | **1,724,617** | |

1. **Events after the reporting period**

On 16 July 2024, the Group disposed an investment in domestic marketable equity instruments amounting to 4.0 million shares at a price of Baht 55.0 per share, amounting to Baht 220.0 million.