**XSpring Capital Public Company Limited and its subsidiaries**

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**For the three-month and six-month periods ended 30 June 2023**

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**XSpring Capital Public Company Limited and its subsidiaries**

**Notes to interim consolidated financial statements**

**For the three-month and six-month periods ended 30 June 2023**

**1. General information**

XSpring Capital Public Company Limited (“the Company”) is a public limited company incorporated and domiciled in Thailand. The Company converted the status to be a Public Limited Company in accordance with the Public Limited Companies Act on 8 August 1994 and was listed on the Stock Exchange of Thailand (“SET”) on 17 March 1995. The address of its registered office is located at 59 Siri Campus, Building D, 2nd Floor, Soi Rim Khlong Phra Khanong, Phra Khanong Nuea, Vadhana, Bangkok.

The Company is mainly engaged in investment holding in other businesses that have potential. The Company has subsidiaries which are registered limited companies and operate their businesses in Thailand. The subsidiaries’ businesses include fund management business, non-performing assets management business, digital asset business and investment holding business.

**2. Basis for the preparation and presentation of financial statement**

**2.1 Basis for the preparation of interim financial information**

These interim financial statements are prepared in accordance with Thai Accounting Standard No. 34 Interim Financial Reporting. The Company choosing to present condensed interim financial information. However, the Company has presented the statements of financial position, 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 are intended to provide information additional to that included in the latest annual financial statements. Accordingly, they focus on new activities, events and circumstances so as not to duplicate information previously reported. These interim financial statements should therefore be read in conjunction with the latest annual financial statements.

The interim financial statements in Thai language are the official statutory financial statements of the Company. The interim financial statements in English language have been translated from the Thai language interim financial statements.

**2.2 Basis of preparation of the consolidated and separate financial statements**

The consolidated financial statements

These interim consolidated financial statements include the financial statements of XSpring Capital Public Company Limited and its subsidiary companies (collectively as “the Group”) and have been prepared on the same basis as that applied for the consolidated financial statements for the year ended 31 December 2022 with no change in shareholding structure of subsidiaries during the current period.

The separate financial statements

The separate financial statements present investments in subsidiaries and associates under the cost method.

**2.3 Significant accounting policies**

The interim financial statements are prepared using the same accounting policies and methods of computation as were used for the financial statements for the year ended 31 December 2022.

The revised financial reporting standards which are effective for fiscal years beginning on or after 1 January 2023, do not have any significant impact on the Group’s financial statements.

**3. Short-term loans**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| (Unit: Baht) | | | | |
|  | Consolidated financial statements | | Separate financial statements | |
|  | 30 June | 31 December | 30 June | 31 December |
|  | 2023 | 2022 | 2023 | 2022 |
| Sale with right of redemption agreement receivables - net of deferred interest | - | 77,840,000 | - | - |
| Other secured loans to non - related parties | 3,782,000,000 | - | 3,782,000,000 | - |
| Non - secured loans to  non - related parties | 29,739,030 | 39,584,090 | 29,739,030 | 39,584,090 |
| Total | 3,811,739,030 | 117,424,090 | 3,811,739,030 | 39,584,090 |

**4. Other financial assets**

**4.1** The Group has other current financial assets which are non-collateralised investments as follows:

|  | (Unit: Baht) | | | |
| --- | --- | --- | --- | --- |
|  | Consolidated financial statements | | Separate financial statements | |
|  | 30 June | 31 December | 30 June | 31 December |
|  | 2023 | 2022 | 2023 | 2022 |
| **Investments measured at fair value through profit or loss** |  |  |  |  |
| Domestic marketable equity instruments | 242,233,830 | 293,273,825 | 242,233,830 | 293,273,825 |
| Domestic marketable unit trusts | 315,585,965 | 3,843,750,588 | 315,585,965 | 3,843,750,588 |
| Corporate debt securities | - | 1,953,215,050 | - | 1,953,215,050 |
| Total | 557,819,795 | 6,090,239,463 | 557,819,795 | 6,090,239,463 |
| **Investments measured at amortised cost** |  |  |  |  |
| Bill of exchange | 97,766,928 | 80,000,000 | 97,766,928 | 80,000,000 |
| Total | 97,766,928 | 80,000,000 | 97,766,928 | 80,000,000 |
| Total | 655,586,723 | 6,170,239,463 | 655,586,723 | 6,170,239,463 |

**4.2** The Group has other non-current financial assets which are non-collateralised investments as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  |  |  | (Unit: Baht) |
|  | Consolidated financial statements | | Separate financial statements | |
|  | 30 June | 31 December | 30 June | 31 December |
|  | 2023 | 2022 | 2023 | 2022 |
| **Investments measured at fair value through profit or loss** |  |  |  |  |
| Domestic non-marketable equity instruments | 42,500,620 | 42,500,620 | 42,500,620 | 42,500,620 |
| Others | 542,522,281 | 542,612,115 | 542,522,281 | 542,612,115 |
| Total | 585,022,901 | 585,112,735 | 585,022,901 | 585,112,735 |
| **Investments** **measured at fair value through other comprehensive income** |  |  |  |  |  |
| Domestic marketable equity instruments | 9,563,840 | 9,563,840 | 9,563,840 | 9,563,840 |
| Foreign marketable equity instruments | 5,366,170 | 5,762,492 | 5,366,170 | 5,762,492 |
| Domestic non-marketable equity instruments | 75,000,125 | 75,000,125 | 75,000,125 | 75,000,125 |
| Foreign non-marketable equity instruments | 378,301,033 | 383,360,780 | 378,300,941 | 383,360,688 |
| Perpetual Bonds | 411,182,395 | 144,811,199 | 411,182,395 | 144,811,199 |
| Corporate debt securities | 1,173,071,269 | - | 1,173,071,269 | - |
| Others | 198,406,320 | 116,242,594 | 198,406,320 | 116,242,594 |
| Total | 2,250,891,152 | 734,741,030 | 2,250,891,060 | 734,740,938 |
| Total | 2,835,914,053 | 1,319,853,765 | 2,835,913,961 | 1,319,853,673 |

The Group has intention to hold in long term period in investments designated at fair value through other comprehensive income. During the six-month periods ended 30 June 2023 and 2022, the Group received dividend income from such investments which were held at the end of reporting period amounting to Baht 7.56 million and Baht 3.31 million, respectively (the Company only: Baht 7.56 million and Baht 3.31 million, respectively).

**5. Securities business receivables - net**

As at 30 June 2023 and 31 December 2022, all securities business receivables are credit-impaired receivables, as follows:

|  |  |  |
| --- | --- | --- |
|  | (Unit: Baht) | |
|  | Consolidated and separate  financial statements | |
|  | 30 June 2023 | 31 December 2022 |
| Securities business receivables under litigation | 9,726,889 | 9,726,889 |
| Less: Allowance for expected credit loss | (9,726,889) | (9,726,889) |
| Securities business receivables - net | - | - |

**6. Loans to the purchase of debtors and accrued interest receivables - net**

The subsidiary’s loans to the purchase of debtors are classified as purchased or originated credit-impaired financial assets. The details are as follows:

(Unit: Baht)

|  |  |  |
| --- | --- | --- |
|  | Consolidated financial statements | |
|  | 30 June 2023 | 31 December 2022 |
| Loans to the purchase of debtors | 1,072,529,899 | 291,256,978 |
| Add: Accrued interest receivables | 22,382,194 | 15,953,237 |
| Total loans to the purchase of debtors and accrued interest receivables | 1,094,912,093 | 307,210,215 |
| Less: Allowance for expected credit loss | (33,471,398) | (20,080,884) |
| Total loans to the purchase of debtors and accrued interest receivables - net | 1,061,440,695 | 287,129,331 |

Changes in loans to purchase of debtors for the six-month period ended 30 June 2023 and for the year ended 31 December 2022 were as follows:

|  |  |  |
| --- | --- | --- |
|  | (Unit: Baht) | |
|  | For the six-month period ended  30 June 2023 | For the year ended  31 December 2022 |
| Loans to purchase of debtors beginning of the period/year | 291,256,978 | 125,738,756 |
| Add: Additional purchase / additional cost | 797,859,617 | 180,134,512 |
| Less: Receipt of debt payment and adjustment - net | (16,586,696) | (14,616,290) |
| Loans to purchase of debtors end of the period/year | 1,072,529,899 | 291,256,978 |

**7. Allowance for expected credit loss**

During the six-month period ended 30 June 2023, the Group has movement of allowances for expected credit loss as follows:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  |  |  |  | (Unit: Baht) | |
|  | Consolidated financial statements | | | | |
|  | Financial assets without a significant increase in credit risk | Financial assets with a significant increase in credit risk | Financial assets with credit impairment | Purchased or originated credit-impaired financial asset | Total |
| Securities business receivables |  |  |  |  |  |
| Beginning balance | - | - | 9,726,889 | - | 9,726,889 |
| Ending balance | - | - | 9,726,889 | - | 9,726,889 |
|  |  |  |  |  |  |
| Loans to the purchase of debtors |  |  |  |  |  |
| Beginning balance | - | - | - | 20,080,884 | 20,080,884 |
| Change during the period | - | - | - | 13,390,514 | 13,390,514 |
| Ending balance | - | - | - | 33,471,398 | 33,471,398 |
|  |  |  |  |  |  |
| Account receivable of digital assets |  |  |  |  |  |
| Beginning balance | - | - | 5,470,713 | - | 5,470,713 |
| Ending balance | - | - | 5,470,713 | - | 5,470,713 |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | (Unit: Baht) | | | |
|  | Separate financial statements | | | |
|  | Financial assets without a significant increase in credit risk | Financial assets with a significant increase in credit risk | Financial assets with credit impairment | Total |
| Securities business receivables |  |  |  |  |
| Beginning balance | - | - | 9,726,889 | 9,726,889 |
| Ending balance | - | - | 9,726,889 | 9,726,889 |

**8. Investments in subsidiaries and associates**

**8.1 Details of investments in subsidiaries and associates**

The Company’s investments in its subsidiaries and associates, which are companies registered under Thai laws and operating in Thailand, are summarised below:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | (Unit: Million Baht) | | | | | | |
|  | | Consolidated financial statements | | | | | |
|  | | Percentage of holding | | Cost method | | Equity method | |
| Company name | | 30 June 2023 | 31 December 2022 | 30 June 2023 | 31 December 2022 | 30 June 2023 | 31 December 2022 |
|  | | (%) | (%) |  |  |  |  |
| **Associates** | |  |  |  |  |  |  |
| Krungthai XSpring Securities Co., Ltd. | | 49.71 | 49.71 | 1,244 | 1,244 | 1,434 | 1,399 |
| Scentimental (Thailand) Co., Ltd. | | 26.00 | 26.00 | 26 | 26 | 10 | 10 |
| Absolute Yoga Co., Ltd. | | 30.00 | 30.00 | 218 | 218 | 202 | 194 |
| XE Technology Co., Ltd. | | 84.90 | 84.90 | 1 | 1 | 1 | 1 |
| **Total investments in associates** | |  |  | 1,489 | 1,489 | 1,647 | 1,604 |

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | (Unit: Million Baht) | | | | | | |
|  | | Separate financial statements | | | | | |
|  | | Percentage of holding | | Cost method | | Dividend received during the six-month periods ended | |
| Company name | | 30 June 2023 | 31 December 2022 | 30 June 2023 | 31 December 2022 | 30 June 2023 | 30 June 2022 |
|  | | (%) | (%) |  |  |  |  |
| **Subsidiaries** | |  |  |  |  |  |  |
| XSpring Asset Management Co., Ltd. | | 100.00 | 100.00 | 408 | 408 | - | - |
| XSpring AMC Asset Management Co., Ltd. | | 100.00 | 100.00 | 25 | 25 | - | - |
| XSpring Digital Co., Ltd. | | 100.00 | 100.00 | 575 | 475 | - | - |
| XSpring Alliance Co., Ltd. | | 100.00 | 100.00 | 11 | 11 | - | - |
| PK Land Holding Co., Ltd. | | 100.00 | 100.00 | 44 | 44 | - | - |
| XSpring Alliance 1 Co., Ltd. | | 100.00 | 100.00 | 1 | 1 | - | - |
| XSpring Alliance 2 Co., Ltd. | | 100.00 | 100.00 | 1 | 1 | - | - |
| XSpring Alliance 3 Co., Ltd. | | 100.00 | 100.00 | 1 | 1 | - | - |
| Total investments in subsidiaries | |  |  | 1,066 | 966 | - | - |
| Less: Allowance for impairment | |  |  | (299) | (221) | - | - |
| **Investments in subsidiaries - net** | |  |  | 767 | 745 | - | - |
| **Associates** | |  |  |  |  |  |  |
| Krungthai XSpring Securities Co., Ltd. | | 49.71 | 49.71 | 1,244 | 1,244 | - | 192 |
| Scentimental (Thailand) Co., Ltd. | | 26.00 | 26.00 | 26 | 26 | - | - |
| Absolute Yoga Co., Ltd. | | 30.00 | 30.00 | 218 | 218 | - | - |
| XE Technology Co., Ltd. | | 84.90 | 84.90 | 1 | 1 | - | - |
| **Total investments in associates** | |  |  | 1,489 | 1,489 | - | 192 |
| **Total investments in subsidiaries and associates - net** | | | | 2,256 | 2,234 | - | 192 |

**8.2 Share of comprehensive income and dividend received**

During the six-month periods ended 30 June 2023 and 2022, the Company recorded share of profit (loss) of the associates in the consolidated financial statements and dividend received from the associates in separate financial statements, as follows:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | (Unit: Million Baht) | | | | | |
|  | Consolidated financial statements | | | | Separate financial statements | |
| Associated companies | Share of profit from investments in associates  for the three-month periods ended 30 June | | Share of other comprehensive income (loss) from investments in associates for the three-month periods ended 30 June | | Dividend received for the three-month periods ended 30 June | |
|  | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
| Krungthai XSpring Securities Co., Ltd. | 12 | 39 | - | (8) | - | - |
| Scentimental (Thailand) Co., Ltd. | - | - | - | - | - | - |
| Absolute Yoga Co., Ltd. | 2 | 2 | - | - | - | - |
| XE Technology Co., Ltd. | - | - | - | - | - | - |
| Total | 14 | 41 | - | (8) | - | - |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | (Unit: Million Baht) | | | | | |
|  | Consolidated financial statements | | | | Separate financial statements | |
| Associated companies | Share of profit from investments in associates  for the six-month periods ended 30 June | | Share of other comprehensive income (loss) from investments in associates for the six-month periods ended 30 June | | Dividend received for the six-month periods ended 30 June | |
|  | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
| Krungthai XSpring Securities Co., Ltd. | 35 | 103 | - | (10) | - | 192 |
| Scentimental (Thailand) Co., Ltd. | - | - | - | - | - | - |
| Absolute Yoga Co., Ltd. | 8 | 4 | - | - | - | - |
| XE Technology Co., Ltd. | - | - | - | - | - | - |
| Total | 43 | 107 | - | (10) | - | 192 |

Share of profit (loss) and dividend received from the associates are calculated based on the financial statements prepared by the managements of associates which the Group’s management believes that those financial statements have no significant differences from the financial statements which were reviewed or audited by auditors.

**9. Intangible assets**

During the six-month period ended 30 June 2023, the Group has movement of intangible assets as follows.

|  |  |  |
| --- | --- | --- |
|  |  | (Unit: Baht) |
|  | Consolidated financial statements | Separate financial statements |
| **Net book value** |  |  |
| Balance as of 1 January 2023 | 268,088,736 | 2,879,381 |
| Increase | 57,892,584 | 1,042,885 |
| Amortisation during the period | (23,943,428) | (307,051) |
| Balance as of 30 June 2023 | 302,037,892 | 3,615,215 |

**10.  Share capital**

Additional share subscription from the exercise of warrants

During the current period, the Company received additional share subscription from the exercise of warrants, as detailed below.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Warrant | Ordinary share | Exercise price | Amount |
|  | (units) | (shares) | (Baht/share) | (Baht) |
| XPG-W4 | 2,447,812 | 16,206,961 | 0.815 | 13,208,672 |

Reconciliation of number of ordinary shares

The movements of paid-up capital and premium on ordinary shares of the Company are as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | Number of ordinary shares | Paid-up capital | Share premium |
|  |  | (Shares) | (Baht) | (Baht) |
| As at 1 January 2023 | | 9,361,348,583 | 4,680,674,292 | 6,135,378,815 |
| Increase in capital from exercising of the rights of the warrants | | 16,206,961 | 8,103,480 | 5,105,192 |
| As at 30 June 2023 | | 9,377,555,544 | 4,688,777,772 | 6,140,484,007 |

**11. Income tax - income (expenses)**

Income tax (expense) of the Group for the three-month and six-month periods ended 30 June 2023 and 2022 are made up as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | (Unit: Baht) | | | |
|  | For the three-month periods ended 30 June | | | |
|  | Consolidated financial statements | | Separate financial statements | |
|  | 2023 | 2022 | 2023 | 2022 |
| **Current income tax:** |  |  |  |  |
| Interim corporate income tax charge | 61,923 | (296,988) | - | - |
| **Deferred tax:** |  |  |  |  |
| Deferred tax from temporary differences and reversal of temporary differences | (1,315,638) | 1,254,082 | (1,315,638) | 1,254,082 |
| **Income tax income (expense) reported in profit or loss** | (1,253,715) | 957,094 | (1,315,638) | 1,254,082 |
| **Income tax reported in other comprehensive income** | (15,491,811) | (1,352,926) | (15,491,811) | (1,352,926) |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | (Unit: Baht) | | | |
|  | For the six-month periods ended 30 June | | | |
|  | Consolidated financial statements | | Separate financial statements | |
|  | 2023 | 2022 | 2023 | 2022 |
| **Current income tax:** |  |  |  |  |
| Interim corporate income tax charge | (319,863) | (589,008) | - | - |
| **Deferred tax:** |  |  |  |  |
| Deferred tax from temporary differences and reversal of temporary differences | 1,088,789 | 3,075,487 | 1,088,789 | 3,075,487 |
| **Income tax income reported in profit or loss** | 768,926 | 2,486,479 | 1,088,789 | 3,075,487 |
| **Income tax reported in other comprehensive income** | (17,316,637) | (1,043,911) | (17,316,637) | (1,043,911) |

**12. Earnings per share**

Basic earnings per share is calculated by dividing profit (loss) for the period attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the period.

Diluted earnings per share is calculated by dividing profit (loss) for the period attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the period plus the weighted average number of ordinary shares which would need to be issued to convert all dilutive potential ordinary shares into ordinary shares. The calculation assumes that the conversion took place either at the beginning of the period or on the date the potential ordinary shares were issued.

The following table sets forth the computation of basic and diluted earnings per share:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | For the three-month periods ended 30 June | | | | | |
|  | Consolidated financial statements | | | | | |
|  | Profit (loss) for the | | Weighted average | | Earnings (loss) | |
|  | periods | | number of ordinary shares | | per share | |
|  | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
|  | (Million | (Million | (Million | (Million | (Baht) | (Baht) |
|  | Baht) | Baht) | shares) | shares) |  |  |
| **Basic earnings (loss) per share** |  |  |  |  |  |  |
| Net profit (loss) | 41 | (94) | 9,377 | 9,355 | 0.004 | (0.010) |
| **Effect of dilutive potential ordinary shares** |  |  |  |  |  |  |
| XPG-W4 | - | - | 156 | 777 |  |  |
| **Diluted earnings (loss) per share** |  |  |  |  |  |  |
| Profit (loss) assuming the conversion of warrants to ordinary shares | 41 | (94) | 9,533 | 10,132 | 0.004 | (0.009) |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | For the three-month periods ended 30 June | | | | | |
|  | Separate financial statements | | | | | |
|  | Profit (loss) for the | | Weighted average | | Earnings (loss) | |
|  | periods | | number of ordinary shares | | per share | |
|  | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
|  | (Million | (Million | (Million | (Million | (Baht) | (Baht) |
|  | Baht) | Baht) | shares) | shares) |  |  |
| **Basic earnings (loss) per share** |  |  |  |  |  |  |
| Net profit (loss) | 6 | (112) | 9,377 | 9,355 | 0.001 | (0.012) |
| **Effect of dilutive potential ordinary shares** |  |  |  |  |  |  |
| XPG-W4 | - | - | 156 | 777 |  |  |
| **Diluted earnings (loss) per share** |  |  |  |  |  |  |
| Profit (loss) assuming the conversion of warrants to ordinary shares | 6 | (112) | 9,533 | 10,132 | 0.001 | (0.011) |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | For the six-month periods ended 30 June | | | | | |
|  | Consolidated financial statements | | | | | |
|  | Profit (loss) for the | | Weighted average | | Earnings (loss) | |
|  | periods | | number of ordinary shares | | per share | |
|  | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
|  | (Million | (Million | (Million | (Million | (Baht) | (Baht) |
|  | Baht) | Baht) | shares) | shares) |  |  |
| **Basic earnings (loss) per share** |  |  |  |  |  |  |
| Net profit (loss) | 34 | (132) | 9,374 | 9,240 | 0.004 | (0.014) |
| **Effect of dilutive potential ordinary shares** |  |  |  |  |  |  |
| XPG-W4 | - | - | 253 | 1,155 |  |  |
| **Diluted earnings (loss) per share** |  |  |  |  |  |  |
| Profit (loss) assuming the conversion of warrants to ordinary shares | 34 | (132) | 9,627 | 10,395 | 0.004 | (0.013) |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | For the six-month periods ended 30 June | | | | | |
|  | Separate financial statements | | | | | |
|  | Profit for the | | Weighted average | | Earnings | |
|  | periods | | number of ordinary shares | | per share | |
|  | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
|  | (Million | (Million | (Million | (Million | (Baht) | (Baht) |
|  | Baht) | Baht) | shares) | shares) |  |  |
| **Basic earnings per share** |  |  |  |  |  |  |
| Net profit | 8 | 15 | 9,374 | 9,240 | 0.001 | 0.002 |
| **Effect of dilutive potential ordinary shares** |  |  |  |  |  |  |
| XPG-W4 | - | - | 253 | 1,155 |  |  |
| **Diluted earnings per share** |  |  |  |  |  |  |
| Profit assuming the conversion of warrants to ordinary shares | 8 | 15 | 9,627 | 10,395 | 0.001 | 0.001 |

**13. Related party transactions**

During the periods, the Group had significant business transaction with related parties, which have been concluded on commercial terms and bases agreed upon the ordinary course of business between the Group and those related parties. There are no significant changes in transfer pricing policy of related party transaction.

The significant outstanding balances of accounts between the Group and its related companies are as follows:

|  |  | | (Unit: Baht) | |
| --- | --- | --- | --- | --- |
|  | Consolidated financial statements | | Separate financial statements | |
|  | 30 June 2023 | 31 December 2022 | 30 June 2023 | 31 December 2022 |
| **Outstanding balances** |  |  |  |  |
| **Subsidiaries** |  |  |  |  |
| (Eliminated from the consolidated financial statements) | |  |  |  |
| XSpring Asset Management Co., Ltd. |  |  |  |  |
| Investments in private fund managed by a subsidiary | 2,319,876,263 | 6,319,833,215 | 2,319,876,263 | 6,319,833,215 |
| Other receivables | - | - | 5,680 | 1,470 |
| Accrued private fund management fee expense | - | - | 883,501 | 1,423,320 |
| Other payables | - | - | 113,420 | 113,420 |
| XSpring AMC Asset Management Co., Ltd. |  |  |  |  |
| Loans | - | - | 455,000,000 | 250,000,000 |
| Accrued interest | - | - | 3,662,634 | 1,222,603 |
| Other receivables | - | - | 100 | 109,141 |
| XSpring Digital Co., Ltd. |  |  |  |  |
| Loans | - | - | - | 235,000,000 |
| Accrued interest | - | - | - | 1,407,671 |
| Other receivables | - | - | 14,000 | 15,360 |
| PK Land Holding Co., Ltd. |  |  |  |  |
| Loans | - | - | 50,000,000 | 50,000,000 |
| Accrued interest | - | - | 704,795 | 270,890 |
| XSpring Alliance Co., Ltd. |  |  |  |  |
| Loans | - | - | 310,000,000 | - |
| Accrued interest | - | - | 559,016 | - |
| Other receivables | - | - | 632 | - |
| XSpring Alliance 3 Co., Ltd. |  |  |  |  |
| Other receivables | - | - | 200 | - |
| **Associates** |  |  |  |  |
| Krungthai XSpring Securities Co., Ltd. |  |  |  |  |
| Deposits for securities trading | 6,543,013 | 6,446,154 | 6,543,013 | 6,446,154 |
| Accrued interest | 12,593 | 7,806 | 12,593 | 7,806 |
| Other payables | 53,554 | 53,554 | 53,554 | 53,554 |
| XE Technology Co., Ltd. |  |  |  |  |
| Loans | 68,850,000 | 68,850,000 | 68,850,000 | 68,850,000 |
| Accrued interest | 724,340 | 819,183 | 724,340 | 819,183 |
| Other receivables | 5,800 | 5,350 | 5,800 | 5,350 |
| **Related companies** |  |  |  |  |
| Sansiri Plc. |  |  |  |  |
| Accrued private fund management fee income | 108,211 | 111,486 | - | - |
| Borrowings | 75,000,000 | 75,000,000 | - | - |
| Accrued interest expenses | 1,993,541 | 1,431,945 | - | - |
| Accrued expenses | 28,969 | 19,547 | 27,362 | 18,482 |

The significant business transactions with related parties are summarised as below:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | | (Unit: Baht) | |
|  | For the three-month periods ended 30 June | | | |
|  | Consolidated financial statements | | Separate financial statements | |
|  | 2023 | 2022 | 2023 | 2022 |
| **Subsidiary companies** |  |  |  |  |
| (Eliminated from the consolidated financial statements) |  |  |  |  |
| XSpring Asset Management Co., Ltd. |  |  |  |  |
| Service fee income | - | - | 2,265,000 | 1,290,000 |
| Rental income | - | - | 1,114,344 | 1,114,344 |
| Other income | - | - | 4,603 | 65,236 |
| Private fund management fee | - | - | 2,758,688 | 3,670,475 |
| Service fee expense | - | - | 340,260 | 96,300 |
| XSpring AMC Asset Management Co., Ltd. |  |  |  |  |
| Interest income | - | - | 1,363,730 | 924,658 |
| Service fee income | - | - | 174,000 | 210,000 |
| Rental income | - | - | 139,293 | 139,293 |
| Other income | - | - | - | 4,491 |
| XSpring Digital Co., Ltd. |  |  |  |  |
| Service fee income | - | - | 3,000,000 | 1,410,000 |
| Rental income | - | - | 991,535 | 1,983,069 |
| Other income | - | - | 51,334 | 64,427 |
| Interest income | - | - | 800,151 | - |
| XSpring Alliance Co., Ltd. |  |  |  |  |
| Interest income | - | - | 559,016 | 62,329 |
| Service fee income | - | - | 5,000 | - |
| Service fee expense | - | - | 214,000 | - |
| PK Land Holding Co., Ltd. |  |  |  |  |
| Interest income | - | - | 218,151 | 623,288 |
| Service fee income | - | - | 15,000 | - |
| **Associates** |  |  |  |  |
| Krungthai XSpring Securities Co., Ltd |  |  |  |  |
| Referral fee income | 5,250 | - | - | - |
| Interest income | 7,811 | - | 7,811 | 5,761 |
| Service and other fee expenses | 133,804 | 133,804 | 133,804 | 133,804 |
| Other expenses | 297,000 | 95,616 | - | 32,352 |
| XE Technology Co., Ltd. |  |  |  |  |
| Interest income | 2,197,164 | - | 2,197,164 | - |
| Service fee income | 15,000 | - | 15,000 | - |
| **Related companies** |  |  |  |  |
| Sansiri Plc. |  |  |  |  |
| Private fund management income | 322,721 | 307,516 | - | - |
| Interest expenses | 282,349 | 231,863 | - | - |
| Rental expenses | 4,411,965 | 4,411,965 | 4,411,965 | 4,411,965 |
| Other expenses | 136,430 | 108,685 | 78,389 | 57,886 |
|  |  | | (Unit: Baht) | |
|  | For the six-month periods ended 30 June | | | |
|  | Consolidated financial statements | | Separate financial statements | |
|  | 2023 | 2022 | 2023 | 2022 |
| **Subsidiary companies** |  |  |  |  |
| (Eliminated from the consolidated financial statements) |  |  |  |  |
| XSpring Asset Management Co., Ltd. |  |  |  |  |
| Service fee income | - | - | 4,530,000 | 2,580,000 |
| Rental income | - | - | 2,228,688 | 1,930,365 |
| Other income | - | - | 29,973 | 70,898 |
| Private fund management fee | - | - | 6,428,310 | 7,959,161 |
| Service fee expense | - | - | 680,520 | 192,600 |
| XSpring AMC Asset Management Co., Ltd. |  |  |  |  |
| Interest income | - | - | 2,442,497 | 1,859,589 |
| Service fee income | - | - | 348,000 | 420,000 |
| Rental income | - | - | 278,586 | 232,155 |
| Other income | - | - | - | 4,491 |
| XSpring Digital Co., Ltd. |  |  |  |  |
| Service fee income | - | - | 6,000,000 | 2,820,000 |
| Rental income | - | - | 1,983,069 | 3,305,115 |
| Other income | - | - | 112,404 | 64,427 |
| Interest income | - | - | 1,959,055 | - |
| XSpring Alliance Co., Ltd. |  |  |  |  |
| Interest income | - | - | 559,016 | 123,973 |
| Service fee income | - | - | 155,000 | - |
| Service fee expense | - | - | 214,000 | - |
| PK Land Holding Co., Ltd. |  |  |  |  |
| Interest income | - | - | 218,151 | 1,239,726 |
| Service fee income | - | - | 30,000 | - |
| **Associates** |  |  |  |  |
| Krungthai XSpring Securities Co., Ltd |  |  |  |  |
| Referral fee income | 5,250 | - | - | - |
| Interest income | 12,593 | - | 12,593 | 5,761 |
| Dividend income | - | - | - | 191,914,384 |
| Rental income | - | 9,004 | - | - |
| Service and other fee expenses | 267,608 | 428,109 | 267,608 | 428,107 |
| Other expenses | 306,000 | 209,019 | - | 77,472 |
| XE Technology Co., Ltd. |  |  |  |  |
| Service fee income | 30,000 | - | 30,000 | - |
| Interest income | 4,431,299 | - | 4,431,299 | - |
|  |  |  |  |  |
|  |  | | (Unit: Baht) | |
|  | For the six-month periods ended 30 June | | | |
|  | Consolidated financial statements | | Separate financial statements | |
|  | 2023 | 2022 | 2023 | 2022 |
| **Related companies** |  |  |  |  |
| Sansiri Plc. |  |  |  |  |
| Private fund management income | 718,482 | 393,649 | - | - |
| Interest expenses | 561,596 | 461,178 | - | - |
| Rental expenses | 8,823,930 | 7,635,135 | 8,823,930 | 7,353,275 |
| Other expenses | 295,111 | 185,489 | 172,376 | 85,706 |

**13.1 Loans to related parties**

During the six-month period ended 30 June 2023, movements of the Company’s loans to related parties which is non-collateralised loans were as follows:

|  | | (Unit: Baht) | | | |
| --- | --- | --- | --- | --- | --- |
|  | Consolidated financial statements | | | | |
|  | 1 January 2023 | | Increase | Decrease | 30 June 2023 |
| **Short-term loans** |  | |  |  |  |
| XE Technology Co., Ltd. | 68,850,000 | | - | - | 68,850,000 |

|  | (Unit: Baht) | | | |
| --- | --- | --- | --- | --- |
|  | Separate financial statements | | | |
|  | 1 January 2023 | Increase | Decrease | 30 June 2023 |
| **Short-term loans** |  |  |  |  |
| XSpring AMC Asset Management Co., Ltd. | 250,000,000 | 245,000,000 | (40,000,000) | 455,000,000 |
| PK Land Holding Co., Ltd. | 50,000,000 | - | - | 50,000,000 |
| XE Technology Co., Ltd. | 68,850,000 | - | - | 68,850,000 |
| XSpring Alliance Co., Ltd. | - | 310,000,000 | - | 310,000,000 |
| Total | 368,850,000 | 555,000,000 | (40,000,000) | 883,850,000 |
| **Long-term loans** |  |  |  |  |
| XSpring Digital Co., Ltd. | 235,000,000 | 34,000,000 | (269,000,000) | - |

**13.2 Long-term borrowings from related party**

During the six-month period ended 30 June 2023, movements of the Company’s long-term borrowings were as follows:

| (Unit: Baht) | | | | |
| --- | --- | --- | --- | --- |
|  | Consolidated financial statements | | | |
|  | 1 January 2023 | Increase | Decrease | 30 June 2023 |
| **Long-term borrowings** |  |  |  |  |
| Sansiri Plc. | 75,000,000 | - | - | 75,000,000 |

**13.3 Directors and management’s benefit**

For the three-month and six-month periods ended 30 June 2023 and 2022, benefits paid to key management of the Group are as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | | (Unit: Baht) | |
|  | For the three-month periods ended 30 June | | | |
|  | Consolidated financial statements | | Separate  financial statements | |
|  | 2023 | 2022 | 2023 | 2022 |
| Short-term benefits | 7,124,095 | 9,096,779 | 3,348,940 | 2,854,115 |
| Post-employment benefits | 223,794 | 271,058 | 23,794 | 35,662 |
| Total | 7,347,889 | 9,367,837 | 3,372,734 | 2,889,777 |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | | (Unit: Baht) | |
|  | For the six-month periods ended 30 June | | | |
|  | Consolidated financial statements | | Separate  financial statements | |
|  | 2023 | 2022 | 2023 | 2022 |
| Short-term benefits | 14,278,189 | 18,370,244 | 6,697,880 | 6,777,625 |
| Post-employment benefits | 447,587 | 812,115 | 47,589 | 71,323 |
| Total | 14,725,776 | 19,182,359 | 6,745,469 | 6,848,948 |

**13.4 Significant agreements with related parties**

During the current period, there have been no significant changes in the agreement with the related parties as disclosed in Note 33.4 to the 2022 consolidated financial statements except as follow:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Types | Counterparties | Period | | Amount (per month) | The extends periods of agreements | Minimum notice period required for termination of the agreement |
| from | to | (Baht) |
| Rental office agreement | XSpring Digital Co., Ltd. | 1 January 2023 | 31 January 2025 | 330,512 | - | 30 days |
| Service agreement  for company secretary, risk management, finance and accounting, marketing and public relations, legal, compliance and  human resources and other operating | XSpring Digital Co., Ltd. | 1 January 2023 | 31 July 2023 | 1,000,000 | 1 year | 60 days |
| PK Land Holding  Co., Ltd. | 1 January 2023 | 31 December 2023 | 5,000 | 1 year | 60 days |
| XSpring Alliance Co., Ltd. | 1 July 2022 | 30 June 2023 (Canceled 1 April 2023) | 50,000 | 1 year | 60 days |
| 1 June 2023 | 31 May 2024 | 5,000 | 1 year | 60 days |
| Information and Technology service agreement | XSpring Alliance Co., Ltd. | 1 June 2023 | 31 May 2024 | 200,000 | 1 year | 60 days |

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

**Restricted bank deposits**

As at 30 June 2023, the Company and the Group had saving deposits of Baht 0.20 million that have been pledged as a security for payment of debt and 3-month fixed deposits of Baht 30 million that have been pledged as collateral for derivative transactions.

**15. Segment information**

The Group is organised into business units based on products and services. During the current period, the Group has no changes in the organisation of business sector as disclosed in the latest consolidated financial statements.

Business segment information of the Group for the three-month and six-month periods ended 30 June 2023 and 2022 are as follows:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | | (Unit: Thousand Baht) | | | | | |
|  | | For the three-month period ended 30 June 2023 | | | | | |
|  | Securities  business | | Fund asset management business | Digital assets  business | Asset management business | Investment  and other  businesses | Consolidated  financial  statement | |
| Revenue from external customers | 11,620 | | 13,475 | 1,348 | 5,651 | 128,963 | 161,057 | |
| Total revenues | 11,620 | | 13,475 | 1,348 | 5,651 | 128,963 | 161,057 | |
| Profit (loss) from segment operations | 11,620 | | (16,217) | (44,706) | (7,582) | 128,963 | 72,078 | |
| Unallocated income and expenses: |  | |  |  |  |  |  | |
| Other income |  | |  |  |  |  | 3,335 | |
| Servicing and administrative expenses |  | |  |  |  |  | (32,661) | |
| Income tax - expenses |  | |  |  |  |  | (1,254) | |
| Net gain |  | |  |  |  |  | 41,498 | |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | (Unit: Thousand Baht) | | | | | |
|  | For the three-month period ended 30 June 2022 | | | | | |
|  | Securities  business | Fund asset management business | Digital assets  business | Asset management business | Investment  and other  businesses | Consolidated  financial  statement |
| Revenue from external customers | 38,670 | 569 | 15,038 | 2,111 | (78,321) | (21,933) |
| Total revenues | 38,670 | 569 | 15,038 | 2,111 | (78,321) | (21,933) |
| Profit (loss) from segment operations | 38,670 | (14,549) | (12,789) | (1,294) | (78,321) | (68,283) |
| Unallocated income and expenses: |  |  |  |  |  |  |
| Other income |  |  |  |  |  | 3,316 |
| Service and administrative expenses |  |  |  |  |  | (29,959) |
| Income tax - income |  |  |  |  |  | 957 |
| Net loss |  |  |  |  |  | (93,969) |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | (Unit: Thousand Baht) | | | | | |
|  | For the six-month period ended 30 June 2023 | | | | | |
|  | Securities  business | Fund asset management business | Digital assets  business | Asset management business | Investment  and other  businesses | Consolidated  financial  statement |
| Revenue from external customers | 35,195 | 28,919 | 2,638 | 10,903 | 173,617 | 251,272 |
| Total revenues | 35,195 | 28,919 | 2,638 | 10,903 | 173,617 | 251,272 |
| Profit (loss) from segment operations | 35,195 | (30,111) | (83,467) | (11,124) | 173,617 | 84,110 |
| Unallocated income and expenses: |  |  |  |  |  |  |
| Other income |  |  |  |  |  | 9,097 |
| Servicing and administrative expenses |  |  |  |  |  | (60,092) |
| Income tax - income |  |  |  |  |  | 769 |
| Net gain |  |  |  |  |  | 33,884 |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | (Unit: Thousand Baht) | | | | | |
|  | For the six-month period ended 30 June 2022 | | | | | |
|  | Securities  business | Fund asset management business | Digital assets  business | Asset management business | Investment  and other  businesses | Consolidated  financial  statement |
| Revenue from external customers | 102,352 | 883 | 19,178 | 4,230 | (112,852) | 13,791 |
| Total revenues | 102,352 | 883 | 19,178 | 4,230 | (112,852) | 13,791 |
| Profit (loss) from segment operations | 102,352 | (27,449) | (45,696) | (3,277) | (112,852) | (86,922) |
| Unallocated income and expenses: |  |  |  |  |  |  |
| Other income |  |  |  |  |  | 4,511 |
| Service and administrative expenses |  |  |  |  |  | (52,133) |
| Income tax - income |  |  |  |  |  | 2,486 |
| Net loss |  |  |  |  |  | (132,058) |

Assets classified by segment of the Group as at 30 June 2023 and 31 December 2022 were presented as follows:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | (Unit: Thousand Baht) | | | | | | |
|  | Securities  business | Fund asset  management  business | Digital assets  business | Asset  management  business | Investment  and other  businesses | Unallocated  assets | Consolidated  financial  statements |
| **Segment assets** |  |  |  |  |  |  |  |
| As at 30 June 2023 | 1,434,163 | 172,920 | 264,546 | 1,125,552 | 7,935,265 | 547,612 | 11,480,058 |
| As at 31 December 2022 | 1,399,174 | 185,308 | 492,578 | 329,524 | 7,806,725 | 649,748 | 10,863,057 |

**16. Financial instruments**

**16.1 Fair value of financial instruments**

Major of financial instruments of the Group are classified as short term or having interest rates which are close to the market rate. Therefore, the Group estimated the fair value approximate to their carrying amounts in the statements of financial position.

**16.2 Fair value hierarchy**

As at 30 June 2023, the Group had the following financial assets and financial liabilities that were measured at fair value using different levels of inputs as follows:

| (Unit: Million Baht) | | | | | |
| --- | --- | --- | --- | --- | --- |
|  | Consolidated financial statements | | | | |
|  | 30 June 2023 | | | | |
|  | Book | Fair value | | | |
|  | value | Level 1 | Level 2 | Level 3 | Total |
| **Financial assets measured at fair value** |  |  |  |  |  |
| Investments measured at fair value through profit or loss |  |  |  |  |  |
| Domestic marketable equity instruments | 242 | 242 | - | - | 242 |
| Domestic marketable unit trusts | 316 | - | 316 | - | 316 |
| Domestic non-marketable equity instruments | 43 | - | - | 43 | 43 |
| Others | 543 | - | 543 | - | 543 |
| Investments measured at fair value through other comprehensive income |  |  |  |  |  |
| Domestic marketable equity instruments | 10 | 10 | - | - | 10 |
| Foreign marketable equity instruments | 5 | 5 | - | - | 5 |
| Domestic non-marketable equity instruments | 75 | - | - | 75 | 75 |
| Foreign non-marketable equity instruments | 378 | - | - | 378 | 378 |
| Perpetual bonds | 411 | - | 411 | - | 411 |
| Corporate debt securities | 1,173 | - | 1,173 | - | 1,173 |
| Others | 198 | - | 198 | - | 198 |
| Digital assets | 24 | 24 | - | - | 24 |

| (Unit: Million Baht) | | | | | |
| --- | --- | --- | --- | --- | --- |
|  | Separate financial statements | | | | |
|  | 30 June 2023 | | | | |
|  | Book | Fair value | | | |
|  | value | Level 1 | Level 2 | Level 3 | Total |
| **Financial assets measured at fair value** |  |  |  |  |  |
| Investments measured at fair value through profit or loss |  |  |  |  |  |
| Domestic marketable equity instruments | 242 | 242 | - | - | 242 |
| Domestic marketable unit trusts | 316 | - | 316 | - | 316 |
| Domestic non-marketable equity instruments | 43 | - | - | 43 | 43 |
| Others | 543 | - | 543 | - | 543 |
| Investments measured at fair value through other comprehensive income |  |  |  |  |  |
| Domestic marketable equity instruments | 10 | 10 | - | - | 10 |
| Foreign marketable equity instruments | 5 | 5 | - | - | 5 |
| Domestic non-marketable equity instruments | 75 | - | - | 75 | 75 |
| Foreign non-marketable equity instruments | 378 | - | - | 378 | 378 |
| Perpetual bonds | 411 | - | 411 | - | 411 |
| Corporate debt securities | 1,173 | - | 1,173 | - | 1,173 |
| Others | 198 | - | 198 | - | 198 |

During the current period, the Group did not change method and assumption used in the determination of fair value and there are no transfers between fair value hierarchies.

**16.3** Reconciliation of recurring fair value measurement, of financial assets and liabilities, categorised within level 3 of the fair value hierarchy

|  | (Unit: Million Baht) | |
| --- | --- | --- |
|  | Consolidated and separate financial statements | |
|  | Investments measured at fair value through profit or loss | Investments measured at fair value through other comprehensive income |
| Balance as of 1 January 2023 | 43 | 458 |
| Acquired during the period | - | 6 |
| Net loss recognised into other comprehensive income | - | (11) |
| Balance as of 30 June 2023 | 43 | 453 |

**17. Litigations**

On 18 March 2019, the Company and an associate have been jointly sued for the commitment of wrongful acts in providing one of financial services. On 27 January 2022, the Court of First Instance dismissed the plaintiff's complaint. However, the plaintiff appealed against the judgement of the Court of First Instance on 25 April 2022. Subsequently, the Company filed a counterappeal with the Appeal Court on 11 July 2022. The case is currently under consideration by the Appeal Court.

On 20 November 2019, the Company, an associate and a third-party individual were jointly sued by seven third-party plaintiffs for the commitment of wrongful acts in providing a similar financial service as mentioned in the earlier case.

On 17 March 2020, the Company, an associate and a group of 30 individuals were jointly sued in a criminal case by the same seven third-party plaintiffs as mentioned earlier.

On 19 October 2022, a subsidiary company, along with 24 third-party persons/companies, was jointly sued on the grounds of allegedly violating the provisions of the Securities and Exchange Act. The alleged violations involved the revocation of bills of exchange, mortgages, the written acknowledgment of the obligation, and commitment of wrongful acts.

The Company and a subsidiary company’s management and lawyer have considered the situation and believed that the Company has sufficient evidence to refute the allegations in these four cases.

**18. Approval of interim financial statements**

These interim financial statements were authorised for issued by the Company’s Board of Directors on 10 August 2023.