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These notes form an integral part of the financial statements.

The financial statements issued for Thai statutory and regulatory reporting purposes are prepared in the Thai language. These English language financial statements have been prepared from the Thai language statutory financial statements, and were approved and authorised for issue by the Board of Directors on 21 February 2022.

# **General information**

Sabuy Technology Public Company Limited, the “Company”, is incorporated in Thailand and was listed on the Stock Exchange of Thailand in November 2020. The Company’s registered office at 230, Bang Khun Thian Chai Thale Road, Kwang Samaedum, Khet Bangkuntien, Bangkok.

The Company’s major shareholders during the year were Rujnapornphajee Family (40.14% shareholding) and Weraprawat Family (19.63% shareholding).

The principal activities of the Company are rendering of top-up service for prepaid phone and electronical receipt through top-up machines. The principal activities of the subsidiaries are selling of food and beverage through vending machines, management of food court, providing financial services and loan brokerage, manufacture of plastic card and sale of franchise in providing transportation and postal services. Details of the Company’s subsidiaries as at 31 December 2021 and 2020 are given in note 11.

# **Basis of preparation of the financial statements**

The financial statements are prepared in accordance with Thai Financial Reporting Standards (“TFRS”), guidelines promulgated by the Federation of Accounting Professions and applicable rules and regulations of the Thai Securities and Exchange Commission. The financial statements are presented in Thai Baht, which is the Company’s functional currency. The accounting policies have been applied consistently to all periods presented in these financial statements.

The preparation of financial statements in conformity with TFRS requires management to make judgements, estimates and assumptions that affect the application of the Group’s accounting policies. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

# **Significant accounting policies**

## *Basis of consolidation*

The consolidated financial statements relate to the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interests in associates and joint ventures.

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

At the acquisition date, the Group measures any non-controlling interest at its proportionate interest in the identifiable net assets of the acquiree. In addition, when there is a change in the Group’s interest in a subsidiary that do not result in a loss of control, any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid from the acquisition of the non-controlling interests with no change in control are accounted in shareholders’ equity.

When the Group loses control over a subsidiary, it derecognises the assets and liabilities, any related non-controlling interests and other components of equity of the subsidiary. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

The Group recognised investments in associates and joint ventures using the equity method in the consolidated financial statements. They are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group’s dividend income and share of the profit or loss and other comprehensive income of equity-accounted investees, until the date on which significant influence or joint control ceases.

Intra-group balances and transactions, and any unrealised income or expenses arising from intra-group transactions, are eliminated on consolidation. Unrealised gains arising from transactions with associates and joint ventures are eliminated against the investment to the extent of the Group’s interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

*Business combinations*

The Group applies the acquisition method when the Group assess that the acquired set of activities and assets include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. The acquisition date is the date on which control is transferred to the Group, other than business combinations with entities under common control. Expenses in connection with a business combination are recognised as incurred.

Goodwill is measured as the fair value of the consideration transferred including the recognised amount of any non-controlling interest in the acquiree, less net fair value of the identifiable assets acquired and liabilities assumed. Any gain on bargain purchase is recognised in profit or loss immediately.

Consideration transferred includes assets transferred, liabilities incurred by the Group to the previous owners of the acquiree, any contingent consideration and equity interests issued by the Group. If a business combination results in the termination of pre-existing relationships between the Group and the acquiree, then the lower of the termination amount, as contained in the agreement, and the value of the off-market element is deducted from the consideration transferred and recognised in other expenses.

A contingent liability of the acquiree is assumed in a business combination only if such a liability represents a present obligation and arises from a past event, and its fair value can be measured reliably.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group estimates provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

When a business combination is achieved in stages, the Group’s previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

Business combination under common control are accounted for using a method similar to the pooling of interest method, by recognising assets and liabilities of the acquired businesses at their carrying amounts in the consolidated financial statements of the ultimate parent company at the transaction date. The difference between the carrying amount of the acquired net assets and the consideration transferred is recognised as surplus or deficit from business combinations under common control in shareholder’s equity. The surplus or deficit will be written off upon divestment of the businesses acquired. The results from operations of the acquired businesses will be included in the consolidated financial statements of the acquirer from the beginning of the comparative period or the moment the businesses came under common control, whichever date is later, until control ceases.

## *Investments in subsidiaries and joint ventures*

Investments in subsidiaries and joint ventures in the separate financial statements are measured at cost less allowance for impairment losses. Dividend income is recognised in profit or loss on the date on which the Group’s right to receive payment is established. If the Company disposes of part of its investment, the deemed cost of the part sold is determined using the weighted average method. Gains and losses on disposal of the investments are recognised in profit or loss.

## *Foreign currency transactions*

Transactions in foreign currencies including non-monetary assets and liabilities denominated in foreign currencies are translated to the respective functional currencies of each entity in the Group at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate at the reporting date.

Foreign currency differences are generally recognised in profit or loss.

## *Financial instruments*

*(d.1) Classification and measurement*

Financial assets and financial liabilities (except trade accounts receivables and installment accounts receivable (see notes 3(f) and 3(g)) are initially recognised when the Group becomes a party to the contractual provisions of the instrument, and measured at fair value, taking into account for transaction costs that are directly attributable to its acquisition, except for financial assets and financial liabilities measured at FVTPL, which are initially and subsequently measured at fair value, and any transaction costs that are directly attributable to its acquisition are recognised in profit or loss.

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On initial recognition, a financial asset is classified as measured at: amortised cost; fair value through other comprehensive income (FVOCI); or fair value through profit or loss (FVTPL). Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified prospectively from the reclassification date.

On initial recognition, financial liabilities are classified as measured at amortised cost using the effective interest method or FVTPL. Interest expense, foreign exchange gains and losses and any gain or loss on derecognition are recognised in profit or loss.

Financial assets measured at amortised costs are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by expected credit losses. Interest income, foreign exchange gains and losses, expected credit loss and any gain or loss on derecognition are recognised in profit or loss.

*(d.2) Derecognition and offset*

The Group derecognises a financial asset when the contractual rights to receive the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

The difference between the carrying amount extinguished and the consideration received or paid is recognised in profit or loss.

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and the Group intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

*(d.3) Impairment of financial assets other than trade accounts receivables*

The Group recognises allowances for expected credit losses (ECLs) on financial assets measured at amortised cost and loan commitments issued which are not measured at FVTPL.

The Group recognises ECLs equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition or credit-impaired financial assets, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

ECLs are a probability-weighted estimate of credit losses based on forward-looking and historical experience. Credit losses are measured as the present value of all cash shortfalls discounted by the effective interest rate of the financial asset.

*(d.4) Write offs*

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering. Subsequent recoveries of an asset that was previously written off, are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

*(d.5) Interest*

Interest income and expense is recognised in profit or loss using the effective interest method. In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

## *Cash and cash equivalents*

Cash and cash equivalents comprise cash balances, call deposits and highly liquid short-term investments which has a maturity of three months or less from the date of acquisition. Bank overdrafts that are repayable on demand are a component of cash and cash equivalents for the purpose of the statement of cash flows.

Deposits at financial institutions that have a restriction of use are presented separately as “Current and non-current financial assets pledged as collateral” in the statement of financial position.

## *Trade accounts receivable*

A trade receivable is recognised when the Group has an unconditional right to receive consideration. A trade receivable is measured at transaction price less allowance for expected credit loss. Bad debts are written off when incurred.

The Group estimates lifetime expected credit losses (ECLs), using a provision matrix to find ECLs rate. This method groups the debtors based on shared credit risk characteristics and past due status, taking into account historical credit loss data, adjusted for factors that are specific to the debtors and an assessment of both current economic conditions and forward-looking general economic conditions at the reporting date.

## *Installment accounts receivable*

Installment receivables are measured at the outstanding balance of the installments less unearned interest income and allowance for expected credit loss.

The Group sets up allowance for expected credit loss equal to expected losses from its debt collection by assessing primarily on analysis of types and current creditworthiness of customer as well as future expectations of customer payments. Bad debts are written off when incurred.

The allowance for expected credit loss has been estimated from the arrears of receivables (net of unearned interest income) less collateral for the receivables overdue less than 9 months. The Group classifies some receivables from normal installment receivables for separate calculation of allowance for expected credit loss as follows:

1. For receivables who bought top-up machine more than 15 units, “high value receivables”.
2. For installment receivables who entered into the agreement for change in repayment conditions.

*Loss from cancellation of agreement*

Loss from cancellation of agreement is differences between book value of assets which repossessed from default receivables and balance of installment accounts receivable.

## *Inventories*

Inventories are measured at the lower of cost and net realisable value. Cost is calculated using the weighted average cost principle. Cost includes direct costs incurred in acquiring the inventories. In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of production overheads based on normal operating capacity. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs to complete and to make the sale.

## *Property, plant and equipment and asset for service*

Property, plant and equipment and asset for service are measured at cost less accumulated depreciation and impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset, the costs of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

Differences between the proceeds from disposal and the carrying amount of property, plant and equipment and asset for service are recognised in profit or loss.

*Subsequent costs*

The cost of replacing a part of an item of property, plant and equipment and asset for service is recognised in the carrying amount of the item when the future economic benefits embodied within the part will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment and asset for service are recognised in profit or loss as incurred.

*Depreciation*

Depreciation is calculated on a straight-line basis over the estimated useful lives of each component of an asset and recognised in profit or loss. No depreciation is provided on freehold land and assets under construction.

The estimated useful lives are as follows:

|  |  |  |
| --- | --- | --- |
| Building and building improvements | 3 - 20 | years |
| Office equipment | 3 - 10 | years |
| Machinery, tools and equipment | 3 - 20 | years |
| Vehicles | 5 | years |
| Top-up machines | 3 - 7 | years |
| Vending machines | 3 - 20 | years |
| Asset for service | 5 | years |

## *Goodwill*

Goodwill is measured at cost less accumulated impairment losses. In respect of equity-accounted investee, the carrying amount of goodwill is included in the carrying amount of the investment.

## *Other intangible assets*

Other intangible assets are measured at cost less accumulated amortisation and impairment losses. Subsequent expenditure is capitalised only when it will generate the future economic benefits. Amortisation is calculated on a straight-line basis over the estimated useful lives of intangible assets and recognised in profit or loss. No amortisation is provided on computer program under installation.

The estimated useful lives are as follows:

|  |  |  |
| --- | --- | --- |
| Software licences | 3 - 10 | years |
| Patent and trademark | 10 | years |
| Franchise agreements | 5 | years |
| Project backlog | 1.28 | years |

## *Leases*

At inception of a contract, the Group assesses that a contract is, or contains, a lease when it conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date, except for leases of low-value assets and short-term leases which is recognised as an expense on a straight-line basis over the lease term.

Right-of-use asset is measured at cost, less any accumulated depreciation and impairment loss, and adjusted for any remeasurements of lease liability. The cost of right-of-use asset includes the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of restoration costs, less any lease incentives received. Depreciation is charged to profit or loss on a straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment.

The lease liability is initially measured at the present value of all lease payments that shall be paid under the lease. The Group uses the Group’s incremental borrowing rate to discount the lease payments to the present value. The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a lease modification, or a change in the assessment of options specified in the lease. When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

## *Impairment of non-financial assets*

The carrying amounts of the Group’s assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets’ recoverable amounts are estimated. For goodwill and intangible assets that have indefinite useful lives or are not yet available for use, the recoverable amount is estimated each year at the same time.

An impairment loss is recognised in profit or loss if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount.

The recoverable amount is the greater of the asset’s value in use and fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Impairment losses of assets recognised in prior periods is reserved if there has been a change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed. An impairment loss is reversed only to the extent that the asset’s carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

## *Employee benefits*

*Defined contribution plan*

Obligations for contributions to the Group’s provident funds are expensed as the related service is provided.

*Defined benefit plan*

The Group’s net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods. The defined benefit obligations is discounted to the present value, which performed annually by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, actuarial gain or loss are recognised immediately in other comprehensive income. The Group determines the interest expense on the net defined benefit liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

The Group’s net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Remeasurements are recognised in profit or loss in the period in which they arise.

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the end of the reporting period, then they are discounted.

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

## *Share-based payments*

The grant-date fair value of equity-settled share-based payment awards granted to employees is generally recognised as an expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant-date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

The fair value of the amount payable to employees in respect of share appreciation rights, which are settled in cash, is recognised as an expense with a corresponding increase in liabilities, over the period that the employees become unconditionally entitled to payment. The liability is remeasured at each reporting date and at settlement date. Any changes in the fair value of the liability are recognised as personnel expenses in profit or loss.

## *Provisions*

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as a finance cost.

*Warranties*

A provision for warranties is recognised when the underlying products or services are sold. The provision is based on historical warranty data and a weighting of all possible outcomes against their associated probabilities.

## *Fair value measurement*

‘Fair value’ is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date. The fair value of a liability reflects its non-performance risk.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

* Level 1: quoted prices in active markets for identical assets or liabilities.
* Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
* Level 3: inputs for the asset or liability that are based on unobservable input.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Group measures assets and asset positions at a bid price and liabilities and liability positions at an ask price.

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price – i.e. the fair value of the consideration given or received. If the Group determines that the fair value on initial recognition differs from the transaction price, the financial instrument is initially measured at fair value adjusted for the difference between the fair value on initial recognition and the transaction price and the difference is recognised in profit or loss immediately. However, for the fair value categorised as level 3, such difference is deferred 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.

## *Revenue from contracts with customers*

1. *Revenue recognition*

Revenue is recognised when a customer obtains control of the goods or services in an amount that reflects the consideration to which the Group expects to be entitled, excluding those amounts collected on behalf of third parties, value added tax and is after deduction of any trade discounts and volume rebates.

Revenue from sales of goods is recognised on the date on which the goods are delivered to the customers. For the sales that permit the customers to return the goods, the Group estimates the returns based on the historical return data, does not recognise revenue for this transaction and remains recognition of inventory for the estimated products to be returned.

Revenue for rendering of services is recognised over time as the services are provided. The related costs are recognised in profit or loss when they are incurred.

For bundled packages, the Group accounts for individual products and services separately if they are distinct (i.e. if a product or service is separately identifiable from other items and a customer can benefit from it) or the multiple services are rendered in different reporting periods. The consideration received is allocated based on their relative stand-alone selling prices.

For customer loyalty programme that the Group offers to customers, the consideration received are allocated based on the relative stand-alone selling price of the products and the loyalty points. The amount allocated to the loyalty points is recognised as contract liabilities and revenue is recognised when loyalty points are redeemed or the likelihood of the customer redeeming the loyalty points becomes remote. The stand-alone selling prices of the points is estimated based on discount provided to customers and the likelihood that the customers will redeem the points, and the estimate shall be reviewed at the end of the reporting period.

For the contracts that the Group is arranging for the provision of the goods on behalf of its customers and does not control the goods before the primary sellers or service providers will provide the goods to the customers. The Group acts in the capacity of an agent and recognises the net amount of consideration as commission revenue.

1. *Contract balances*

Contract assets are recognised when the Group has recognised revenue before it has an unconditional right to receive consideration. The contract assets are measured at the amount of consideration that the Group is entitled to, less allowance for expected credit loss. The contract assets are classified as trade receivables when the Group has an unconditional right to receive consideration.

Contract liabilities are the obligation to transfer goods or services to the customer. The contract liabilities are recognised when the Group receives or has an unconditional right to receive non-refundable consideration from the customer before the Group recognises the related revenue.

1. *Contract cost assets*

Contract cost assets are the incremental costs to obtain a contract with a customer. The Group expects to recover these costs. However, the incremental costs of obtaining a contract are expensed when incurred, if the expected amortisation period is one year or less.

Contract cost assets are measured at cost less accumulated amortisation and impairment losses. Amortisation is charged to profit or loss on a straight-line basis over the term of the contract it relates to, consistent with the related revenue recognition.

## *Other income*

Other income comprises dividend, interest income and others. Dividend income is recognised in profit or loss on the date on which the Group’s right to receive payment is established.

*Mobile credit*

Mobile credit is recognised when the changes remain in mobile credit over 6 months.

## *Income tax*

Income tax expense for the year comprises current and deferred tax, which is recognised in profit or loss except to the extent that they relate to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax is recognised in respect of the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the temporary differences: the initial recognition of goodwill; the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries and joint ventures to the extent that it is probable that they will not reverse in the foreseeable future.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities, using tax rates enacted or substantively enacted at the reporting date. Current deferred tax assets and liabilities are offset in the separate financial statements.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

## *Earnings per share*

Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares, which comprise convertible notes and share options granted to employees.

# **Acquisitions of subsidiaries and non-controlling interests**

## *(a) Acquisitions of subsidiaries*

*A.T.P. Friend Services Company Limited*

On 8 April 2021, the Group acquired 20% share capital of A.T.P. Friend Services Company Limited, a seller of franchise to entrepreneurs in providing transportation and postal services and the center point for domestic parcel delivery, amounting to Baht 70 million which was accounted as an associate because the Group has significant influence in such company.

Subsequently, on 21 June 2021, the Group obtained de facto control of A.T.P. Friend Services Company Limited, by acquiring additional 18% of the shares in the company. As a result, the Group’s equity interest in A.T.P. Friend Services Company Limited increased from 20% to 38%. The consideration consisted of a cash payment of Baht 63 million. The Group incurred acquisition-related costs of Baht 0.83 million which have been included in administrative expenses.

Taking control of A.T.P. Friend Services Company Limited will enable the Group to expand payment points, electronic payment services, POS services and expand the top-up machines and vending machines business. The acquisition is expected to provide the Group with an increased share of the market through access to the acquiree’s customer base.

During the period from the acquisition date to 31 December 2021, A.T.P. Friend Services Company Limited contributed revenue of Baht 503.61 million and profit of Baht 19.73 million to the Group’s results.

The fair value of franchise agreements has been determined provisionally by management of the Company.

The goodwill is attributable to the marketing skills and technical talent of the acquiree’s work force, and the synergies expected to be achieved from integrating the company into the Group’s business. None of the goodwill recognised is expected to be deductible for income tax purposes.

As at the reporting date, the determination of the fair value of the identifiable assets acquired and liabilities assumed from the business acquisitions by an independent appraiser have not yet been completed, therefore, the determination of the fair value and the allocation of the purchase price was determined provisionally and is subject to potential amendment.

## *TBSP Public Company Limited*

On 21 September 2021, the Group obtained control of TBSP Public Company Limited, a manufacturer and distributor of plastic card, by acquiring 73.48% of the shares and voting interests in the company amounting Baht 2,005.02 million bringing the Group’s equity interest in TBSP Public Company Limited to 73.48%. The consideration consisted of a cash payment of Baht 984.50 million and consideration payable of Baht 1,020.52 million, recorded as other payables in the statement of financial position as at 31 December 2021. The Group incurred acquisition-related costs of Baht 5.15 million which have been included in administrative expenses.

Taking control of TBSP Public Company Limited will enable the Group to obtain its production process of plastic card to create business synergy of the Group. The acquisition is expected to provide the Group with an increased share of the market through access to the acquiree’s customer base.

During the period from acquisition date to 31 December 2021, TBSP Public Company Limited contributed revenue of Baht 299.44 million and profit of Baht 160.03 million to the Group’s results.

The fair value of land and building and project backlog have been determined by the independent appraiser.

Non-current assets classified as held for sale of property, plan and equipment have been determined by the independent appraiser. Subsequently, on 22 December 2021, the Group sold non-current asset classified as held for sale at agreed price.

The goodwill is attributable to the production and marketing skills and technical talent of the acquiree’s work force, and the synergies expected to be achieved from integrating the company into the Group’s business. None of the goodwill recognised is expected to be deductible for income tax purposes.

As at the reporting date, the determination of the fair value of the identifiable assets acquired and liabilities assumed from the business acquisitions by an independent appraiser have not yet been completed, therefore, the determination of the fair value and the allocation of the purchase price was determined provisionally and is subject to potential amendment.

| ***Identifiable assets acquired and***  ***liabilities assumed*** |  |  | **Fair value** | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | *Note* |  | A.T.P. Friend Services Company Limited |  | TBSP Public Company Limited |  | Total | |
|  |  |  | *(in thousand Baht)* | | | | |
| Cash and cash equivalents |  |  | 102,153 |  | 94,151 |  | 196,304 | |
| Trade accounts receivable |  |  | 10,683 |  | 200,452 |  | 211,135 | |
| Other receivables |  |  | 1,574 |  | 1,064,544 |  | 1,066,118 | |
| Short-term loans |  |  | 4,050 |  | - |  | 4,050 | |
| Inventories |  |  | 2,010 |  | 61,571 |  | 63,581 | |
| Other current assets |  |  | 149 |  | 11,778 |  | 11,927 | |
| Non-current assets classified  as held for sale |  |  | - |  | 320,799 |  | 320,799 | |
| Property, plant and equipment | *13* |  | 1,594 |  | 247,151 |  | 247,151 | |
| Right-of-use assets |  |  | 5,281 |  | 7,124 |  | 12,405 | |
| Franchise agreements | *17* |  | 62,894 |  | - |  | 62,894 | |
| Intangible assets | *17* |  | 127 |  | 26,788 |  | 26,915 | |
|  |  |  |  |  |  |  |  | |
| Deferred tax assets | *26* |  | 104 |  | 24,629 |  | 24,733 | |
| Other non-current assets |  |  | - |  | 297 |  | 297 | |
| Short-term loans from financial  institutions |  |  | - |  | (140,025) |  | (140,025) | |
| Trade accounts payable |  |  | (1,510) |  | (72,542) |  | (74,052) | |
| Other payables |  |  | (71,601) |  | (211,913) |  | (283,514) | |
| Contract liabilities | *24* |  | (2,946) |  | - |  | (2,946) | |
| Short-term borrowings |  |  | - |  | (260,000) |  | (260,000) | |
| Current portion of lease liabilities |  |  | (1,452) |  | (6,110) |  | (7,562) | |
| Income tax payable |  |  | (4,585) |  | - |  | (4,585) | |
| Other current liabilities |  |  | (1,879) |  | (8,266) |  | (10,145) | |
| Long-term loans from financial  institutions |  |  | - |  | (130,500) |  | (130,500) | |
| Lease liabilities |  |  | (3,279) |  | (2,086) |  | (5,365) | |
| Deferred tax liabilities | *26* |  | (12,579) |  | (16,605) |  | (29,184) | |
| Provision for employee benefits | *20* |  | (758) |  | (17,500) |  | (18,258) | |
| **Total identifiable net assets** |  |  | **90,030** |  | **1,193,737** |  | **1,283,767** | |
| *Less* Non-controlling interests |  |  | (55,819) |  | (316,579) |  | (372,398) | |
| **Total identifiable net assets received** |  |  | **34,211** |  | **877,158** |  | **911,369** | |
| Goodwill arising from the acquisition | *16* |  | 100,643 |  | 1,127,864 |  | 1,228,507 | |
| *Less* Fair value of previously-held  equity interest in related party  prior to the change of status of  subsidiary |  |  | (71,854) |  | - |  | (71,854) | |
| **Purchase consideration transferred** |  |  | **63,000** |  | **2,005,022** |  | **2,068,022** | |
|  |  |  |  |  |  |  |  | |
| Net cash acquired with the subsidiaries |  |  | 102,153 |  | 94,151 |  | 196,304 | |
| Cash paid |  |  | (63,000) |  | (984,500) |  | (1,047,500) | |
| **Net cash inflows (outflows)** |  |  | **39,153** |  | **(890,349)** |  | **(851,196)** | |

## *(b) Acquisition of non-controlling interests*

In January 2021, the Group acquired an additional 3.65% interest in Vending Plus Co., Ltd. for Baht 32.85 million in cash, increasing its ownership from 82.47% to 86.12%. The carrying amount of Vending Plus Co., Ltd.’s net assets in the Group’s financial statements on the date of the acquisition was Baht 292.20 million. The Group recognised a decrease in non-controlling interests of Baht 10.67 million of changes in the Group’s ownership interest in Vending Plus Company Limited.

In November 2021, the Group acquired an additional 0.06% interest in TBSP Public Company Limited for Baht 1.77 million in cash, increasing its ownership from 73.48% to 73.54%. The carrying amount of TBSP Public Company Limited’s net assets in the Group’s financial statements on the date of the acquisition was Baht 1,346.14 million. The Group recognised a decrease in non-controlling interests of Baht 0.87 million of changes in the Group’s ownership interest in TBSP Public Company Limited.

In November 2021, the Group acquired an additional 5% interest in A.T.P. Friend Services Company Limited for Baht 18.75 million in cash, increasing its ownership from 38.00% to 43.00%. The carrying amount of A.T.P. Friend Services Company Limited’s net assets in the Group’s financial statements on the date of the acquisition was Baht 108.24 million. The Group recognised a decrease in non-controlling interests of Baht 5.42 million of changes in the Group’s ownership interest in A.T.P. Friend Services Company Limited.

# **Related parties**

A related party is a person or entity that has direct or indirect control or joint control or has significant influence over the financial and managerial decision-making of the Group; a person or entity that are under common control or under the same significant influence as the Group; or the Group has direct or indirect control or joint control or has significant influence over the financial and managerial decision-making of a person or entity.

Relationships with joint ventures and subsidiaries are described in notes 10 and 11. Other related parties that the Group had significant transactions with during the year were as follows:

|  | **Country of** |  |
| --- | --- | --- |
|  | **incorporation** |  |
| **Name of entities** | **/ nationality** | **Nature of relationships** |
| Other related parties | Thailand | Shareholders of the Company |
| T.K.S. Technologies Public Company  Limited Group | Thailand | Shareholders of the Company and subsidiary |

|  | **Consolidated** | | |  | **Separate** | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| ***Significant transactions with related parties*** | **financial statements** | | |  | **financial statements** | | | |
| ***Year ended 31 December*** | 2021 |  | 2020 |  | 2021 |  | | 2020 |
|  | *(in thousand Baht)* | | | | | | | |
| **Subsidiaries** |  |  |  |  |  |  | |  |
| Revenue from sale of goods | - |  | - |  | 12,187 |  | | - |
| Revenue from rendering of services | - |  | - |  | 1,334 |  | 4,096 | |
| Management income | - |  | - |  | 6,842 |  | | 1,774 |
| Interest income | - |  | - |  | 7,634 |  | | 6,647 |
| Interest expense | - |  | - |  | 7,830 |  | | 1,197 |
| Cost of rendering of services | - |  | - |  | 1,073 |  | | 3,741 |
| Other expenses | - |  | - |  | - |  | 7 | |
|  |  |  |  |  |  |  | |  |
| **Joint ventures** |  |  |  |  |  |  | |  |
| Revenue from rendering of services | 15 |  | - |  | 9 |  | | - |
| Interest income | 85 |  | - |  | 85 |  | | - |
|  |  |  |  |  |  |  | |  |
| **Key management personnel** |  |  |  |  |  |  | |  |
| Key management personnel compensation |  |  |  |  |  |  | |  |
| Short-term employee benefits | 69,182 |  | 59,182 |  | 57,431 |  | | 49,371 |
| Post-employment benefits | 1,871 |  | 2,795 |  | 1,635 |  | | 2,382 |
| Total key management personnel |  |  |  |  |  |  | |  |
| compensation | 71,053 |  | 61,977 |  | 59,066 |  | | 51,753 |
|  |  |  |  |  |  |  | |  |
|  |  |  |  |  |  |  | |  |
|  |  |  |  |  |  |  | |  |
|  |  |  |  |  |  |  | |  |
| **Other related parties** |  |  |  |  |  |  | |  |
| Revenue from sale of goods | 2,637 |  | - |  | - |  | | - |
| Rental income | 159 |  | - |  | - |  | | - |
| Management income | 1,113 |  | - |  | - |  | | - |
| Gain on sale of property, plant  and equipment | 156,958 |  | - |  | - |  | | - |
| Purchases of goods or receiving of services | 54,251 |  | - |  | - |  | | - |
| Management fee | 1,981 |  | - |  | - |  | | - |
| Rental expense | - |  | 1,109 |  | - |  | | - |
| Interest expense | 1,254 |  | - |  | - |  | | - |
| Other expenses | 149 |  | - |  | 130 |  | | - |

Balances as at 31 December with related parties were as follows:

|  | Consolidated  financial statements | | |  | Separate  financial statements | | |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | 2021 |  | 2020 |  | 2021 |  | 2020 |
|  | *(in thousand Baht)* | | | | | | |
| ***Trade accounts receivable*** |  |  |  |  |  |  |  |
| Joint ventures | 5 |  | - |  | - |  | - |
| Other related parties | 5,703 |  | - |  | - |  | - |
| **Total** | **5,708** |  | **-** |  | **-** |  | **-** |
|  |  |  |  |  |  |  |  |
| ***Other receivables*** |  |  |  |  |  |  |  |
| Subsidiaries | - |  | - |  | 11,666 |  | 2,353 |
| Joint ventures | 35 |  | - |  | 35 |  | - |
| Other related parties | 1,021,113 |  | - |  | - |  | - |
| **Total** | **1,021,148** |  | **-** |  | **11,701** |  | **2,353** |
|  |  |  |  |  |  |  |  |
| ***Short-term loans*** |  |  |  |  |  |  |  |
| Subsidiaries | - |  | - |  | 119,105 |  | - |
| Joint ventures | 13,500 |  | - |  | 13,500 |  | - |
| **Total** | **13,500** |  | **-** |  | **132,605** |  | **-** |
|  |  |  |  |  |  |  |  |
| ***Long-term loans*** |  |  |  |  |  |  |  |
| ***Current*** |  |  |  |  |  |  |  |
| Subsidiary | **-** |  | **-** |  | **56,640** |  | **28,320** |
|  |  |  |  |  |  |  |  |
| ***Non-current*** |  |  |  |  |  |  |  |
| Subsidiary | **-** |  | **-** |  | **68,866** |  | **134,946** |
|  |  |  |  |  |  |  |  |
| ***Trade accounts payable*** |  |  |  |  |  |  |  |
| Subsidiaries | - |  | - |  | 3,646 |  | 791 |
| Joint ventures | 10 |  | - |  | - |  | - |
| Other related parties | 98,625 |  | - |  | - |  | - |
| **Total** | **98,635** |  | **-** |  | **3,646** |  | **791** |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |
| ***Other payables*** |  |  |  |  |  |  |  |
| Subsidiaries | - |  | - |  | 3,915 |  | 4,340 |
| Joint ventures | 3 |  | - |  | 3 |  | - |
| Other related parties | 1,020,805 |  | - |  | 1,020,522 |  | - |
| **Total** | **1,020,808** |  | **-** |  | **1,024,440** |  | **4,340** |
|  |  |  |  |  |  |  |  |
| ***Short-term borrowings*** |  |  |  |  |  |  |  |
| Subsidiaries | **-** |  | **-** |  | **491,814** |  | **63,970** |

| ***Commitments with related parties*** | Consolidated  financial statements | | |  | Separate  financial statements | | |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | 2021 |  | 2020 |  | 2021 |  | 2020 |
|  | *(in thousand Baht)* | | | | | | |
| ***Future minimum lease payments under*** |  | | | | | | |
| ***non-cancellable agreements*** |  | | | | | | |
| Within 1 year | **4,000** |  | **-** |  | **-** |  | **-** |

***Significant agreements with related parties***

*Loans agreements*

The Company entered into short-term loan agreements, which were promissory notes, to a subsidiary and a joint venture, bearing interest rate at 3.57% per annum. The loans are repayable within March 2022.

The Company entered into long-term loan agreements to a subsidiary, bearing interest rate at MLR minus 1.75% per annum. The loans are repayable within February 2024.

*Borrowings agreements*

The Company entered into promissory notes with five subsidiaries, bearing interest rates at 0.55% - 3.72% per annum and are repayable within March 2022.

*Management service agreements*

The Company entered into management service agreements with three subsidiaries for management services as specified in the agreements. The Company will not operate any businesses that conflict with such subsidiaries. The agreements have a period of eight months, commencing from 1 May 2019 to 31 December 2019. The agreements continue in force for a period of six months unless either party gives written notice to terminate the agreements. The subsidiaries agreed to pay management fee at the rates as specified in the agreements. These agreements continue in force as at 31 December 2021.

*Management agreements*

The Company entered into management agreements with two subsidiaries to provide management services to those subsidiaries. The agreements have a period of three months, commencing from 1 March 2018 to 31 May 2018 and a period of nine months, commencing from 1 April 2018 to 31 December 2018. The agreements continue in force for a period of three months unless either party gives written notice to terminate the agreements. The subsidiaries agreed to pay management fee at the rates as specified in the agreements. These agreements continue in force as at 31 December 2021.

*Representative agreement*

The Company entered into representative agreement with a subsidiary to manage task as specified in the agreement. The agreement has a period of one year, commencing from 1 November 2019 to 1 November 2020. The agreement continues in force for a period of one year unless either party gives written notice to terminate the agreement. The subsidiary agreed to pay fee at the rate as specified in the agreement. These agreements continue in force as at 31 December 2021.

*Consulting agreement*

A subsidiary entered into consulting agreement with a related party. The subsidiary has been provided information technology consulting services. The agreement has a period of one year, commencing from 1 September 2021 to 31 August 2022. If either party has intention to terminate this agreement, thereto gives notice to the other not later than 30 days before the expiration date. The subsidiary agreed to pay monthly fee at the rate as specified in the agreement.

# **Cash and cash equivalents**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated** | | |  | **Separate** | | |
|  | **financial statements** | | |  | **financial statements** | | |
|  | 2021 |  | 2020 |  | 2021 |  | 2020 |
|  | *(in thousand Baht)* | | | | | | |
| Cash on hand | 9,644 |  | 19,309 |  | 3,737 |  | 9,798 |
| Cash at banks | 226,308 |  | 74,064 |  | 46,319 |  | 56,936 |
| Highly liquid short-term investments | 86 |  | 71 |  | 73 |  | 67 |
| **Total** | **236,038** |  | **93,444** |  | **50,129** |  | **66,801** |

# **Trade accounts receivable**

|  |  |  | Consolidated | | |  | Separate | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  | financial statements | | |  | financial statements | | |
| ***As at 31 December*** |  |  | 2021 |  | 2020 |  | 2021 |  | 2020 |
|  |  |  | *(in thousand Baht)* | | | | | | |
| Within credit terms | | | 101,292 |  | 54,164 |  | 17,719 |  | 28,243 |
| Overdue: | | |  |  |  |  |  |  |  |
| Less than 3 months | | | 43,182 |  | 2,530 |  | 2,115 |  | 2,513 |
| 3 - 6 months | | | 7,388 |  | 433 |  | 936 |  | 422 |
| 6 - 9 months | | | 4,425 |  | 16 |  | 814 |  | 2 |
| 9 - 12 months | | | 721 |  | 17 |  | 584 |  | 17 |
| Over 12 months | | | 5,338 |  | 1,889 |  | 982 |  | 1,889 |
| **Total** | | | **162,346** |  | **59,049** |  | **23,150** |  | **33,086** |
| *Less* allowance for expected credit loss | | | (5,290) |  | (79) |  | (622) |  | (57) |
| **Net** | | | **157,056** |  | **58,970** |  | **22,528** |  | **33,029** |

| ***Allowance for expected credit loss*** | Consolidated | | |  | Separate | | |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | financial statements | | |  | financial statements | | |
|  | 2021 |  | 2020 |  | 2021 |  | 2020 |
|  | *(in thousand Baht)* | | | | | | |
| At 1 January | 79 |  | 2,707 |  | 57 |  | 2,705 |
| Addition | 5,211 |  | - |  | 565 |  | - |
| Reversal | - |  | (2,519) |  | - |  | (2,648) |
| Write-off | - |  | (109) |  | - |  | - |
| **At 31 December** | **5,290** |  | **79** |  | **622** |  | **57** |

Information of credit risk is disclosed in note 29 (b.1).

# **Installment accounts receivable**

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated financial statements** | | | | | | | | | | |
|  | Portion due within  one year | | |  | Portion due after  one year | | |  | Total | | |
|  | 2021 |  | 2020 |  | 2021 |  | 2020 |  | 2021 |  | 2020 |
|  | *(in thousand Baht)* | | | | | | | | | | |
| Installment accounts  receivable | 116,668 |  | 176,382 |  | 54,146 |  | 185,497 |  | 170,814 |  | 361,879 |
| *Less* undue value  added tax | (6,101) |  | (10,742) |  | (3,442) |  | (12,135) |  | (9,543) |  | (22,877) |
| *Less* unearned  interest income | (20,241) |  | (42,768) |  | (6,343) |  | (27,821) |  | (26,584) |  | (70,589) |
|  | **90,326** |  | **122,872** |  | **44,361** |  | **145,541** |  | **134,687** |  | **268,413** |
| *Less* allowance for  expected credit  loss | (2,682) |  | (4,276) |  | (7,251) |  | (11,562) |  | (9,933) |  | (15,838) |
|  |  |  |  |  |  |  |  |  |  |  |  |
| **Net** | **87,644** |  | **118,596** |  | **37,110** |  | **133,979** |  | **124,754** |  | **252,575** |

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Separate financial statements** | | | | | | | | | | |
|  | Portion due within  one year | | |  | Portion due after  one year | | |  | Total | | |
|  | 2021 |  | 2020 |  | 2021 |  | 2020 |  | 2021 |  | 2020 |
|  | *(in thousand Baht)* | | | | | | | | | | |
| Installment accounts  receivable | 100,002 |  | 176,382 |  | 53,203 |  | 185,497 |  | 153,205 |  | 361,879 |
| *Less* undue value  added tax | (5,865) |  | (10,742) |  | (3,380) |  | (12,135) |  | (9,245) |  | (22,877) |
| *Less* unearned  interest income | (19,695) |  | (42,768) |  | (6,286) |  | (27,821) |  | (25,981) |  | (70,589) |
|  | **74,442** |  | **122,872** |  | **43,537** |  | **145,541** |  | **117,979** |  | **268,413** |
| *Less* allowance for  expected credit  loss | (2,682) |  | (4,276) |  | (7,251) |  | (11,562) |  | (9,933) |  | (15,838) |
|  |  |  |  |  |  |  |  |  |  |  |  |
| **Net** | **71,760** |  | **118,596** |  | **36,286** |  | **133,979** |  | **108,046** |  | **252,575** |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | **Consolidated financial statements** | | | | |
|  | Installment accounts receivable - net of unearned interest income |  | Net receivables  for setting up  allowance for  expected  credit loss\* |  | Allowance  for expected  credit loss |
|  | *(in thousand Baht)* | | | | |
| 1) Non-rescheduled installment receivables | | | |  |  |
| *Normal receivables* | | | |  |  |
| Within credit terms | 82,675 |  | 27,870 |  | 836 |
| Overdue: |  |  |  |  |  |
| Less than 3 months | 6,275 |  | 4,047 |  | 405 |
| 3 - 6 months | 5,585 |  | 4,650 |  | 1,521 |
| 6 - 9 months | 2,243 |  | 1,937 |  | 969 |
| 9 - 12 months | 1,319 |  | 1,198 |  | 1,198 |
| Over 12 months | 1,507 |  | 1,356 |  | 1,356 |
|  | **99,604** |  | **41,058** |  | **6,285** |
| *Less* undue value added tax | (6,010) |  | - |  | - |
| **Total** | **93,594** |  | **41,058** |  | **6,285** |
|  |  |  |  |  |  |
| *High value receivables* | | | |  |  |
| Portion of overdue | 399 |  | 169 |  | 154 |
| *Less* undue value added tax | (19) |  | - |  | - |
| **Total** | **380** |  | **169** |  | **154** |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 2) Rescheduled installment receivables | | | |  |  |
| *Normal receivables* | | | |  |  |
| Within credit terms | 27,749 |  | 18,264 |  | 548 |
| Overdue: |  |  |  |  |  |
| Less than 3 months | 7,582 |  | 5,242 |  | 524 |
| 3 - 6 months | 7,624 |  | 5,486 |  | 1,646 |
| 6 - 9 months | 727 |  | 552 |  | 276 |
| 9 - 12 months | 153 |  | 142 |  | 142 |
| Over 12 months | 392 |  | 358 |  | 358 |
|  | **44,227** |  | **30,044** |  | **3,494** |
| *Less* undue value added tax | (3,514) |  | - |  | - |
| **Total** | **40,713** |  | **30,044** |  | **3,494** |
|  |  |  |  |  |  |
| **Grand total** | **134,687** |  | **71,217** |  | **9,933** |

\*Net of unearned interest income, collateral and undue value added tax

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | **Separate financial statements** | | | | |
| ***At 31 December 2021*** | Installment accounts receivable - net of unearned interest income |  | Net receivables  for setting up  allowance for  expected  credit loss\* |  | Allowance  for expected  credit loss |
|  | *(in thousand Baht)* | | | | |
| 1) Non-rescheduled installment receivables | | | |  |  |
| *Normal receivables* | | | |  |  |
| Within credit terms | 65,915 |  | 27,870 |  | 836 |
| Overdue: |  |  |  |  |  |
| Less than 3 months | 6,029 |  | 4,047 |  | 405 |
| 3 - 6 months | 5,585 |  | 4,650 |  | 1,521 |
| 6 - 9 months | 2,243 |  | 1,937 |  | 969 |
| 9 - 12 months | 1,319 |  | 1,198 |  | 1,198 |
| Over 12 months | 1,507 |  | 1,356 |  | 1,356 |
|  | **82,598** |  | **41,058** |  | **6,285** |
| *Less* undue value  added tax | (5,712) |  | - |  | - |
| **Total** | **76,886** |  | **41,058** |  | **6,285** |
|  |  |  |  |  |  |
| *High value receivables* | | | |  |  |
| Portion of overdue | 399 |  | 169 |  | 154 |
| *Less* undue value added tax | (19) |  | - |  | - |
| **Total** | **380** |  | **169** |  | **154** |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 2) Rescheduled installment receivables | | | |  |  |
| *Normal receivables* | | | |  |  |
| Within credit terms | 27,749 |  | 18,264 |  | 548 |
| Overdue: |  |  |  |  |  |
| Less than 3 months | 7,582 |  | 5,242 |  | 524 |
| 3 - 6 months | 7,624 |  | 5,486 |  | 1,646 |
| 6 - 9 months | 727 |  | 552 |  | 276 |
| 9 - 12 months | 153 |  | 142 |  | 142 |
| Over 12 months | 392 |  | 358 |  | 358 |
|  | **44,227** |  | **30,044** |  | **3,494** |
| *Less* undue value added tax | (3,514) |  | - |  | - |
| **Total** | **40,713** |  | **30,044** |  | **3,494** |
|  |  |  |  |  |  |
| **Grand total** | **117,979** |  | **71,217** |  | **9,933** |

\*Net of unearned interest income, collateral and undue value added tax

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | **Consolidated financial statements /**  **Separate financial statements** | | | | |
| ***At 31 December 2020*** | Installment accounts receivable - net of unearned interest income |  | Net receivables  for setting up  allowance for  expected  credit loss\* |  | Allowance  for expected  credit loss |
|  | *(in thousand Baht)* | | | | |
| 1) Non-rescheduled installment receivables | | | |  |  |
| *Normal receivables* | | | |  |  |
| Within credit terms | 170,279 |  | 86,348 |  | 2,590 |
| Overdue: |  |  |  |  |  |
| Less than 3 months | 8,459 |  | 5,566 |  | 557 |
| 3 - 6 months | 8,854 |  | 6,181 |  | 1,853 |
| 6 - 9 months | 3,982 |  | 2,735 |  | 1,368 |
| 9 - 12 months | 647 |  | 607 |  | 607 |
| Over 12 months | 1,276 |  | 1,134 |  | 1,134 |
|  | **193,497** |  | **102,571** |  | **8,109** |
| *Less* undue value  added tax | (14,633) |  | - |  | - |
| **Total** | **178,864** |  | **102,571** |  | **8,109** |
|  |  |  |  |  |  |
| *High value receivables* | | | |  |  |
| Portion of overdue | 1,357 |  | 723 |  | 362 |
| *Less* undue value added tax | (95) |  | - |  | - |
| **Total** | **1,262** |  | **723** |  | **362** |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 2) Rescheduled installment receivables | | | |  |  |
| *Normal receivables* | | | |  |  |
| Within credit terms | 69,005 |  | 45,188 |  | 1,356 |
| Overdue: |  |  |  |  |  |
| Less than 3 months | 11,260 |  | 7,560 |  | 756 |
| 3 - 6 months | 8,943 |  | 6,281 |  | 1,884 |
| 6 - 9 months | 5,894 |  | 4,256 |  | 2,127 |
| 9 - 12 months | 656 |  | 638 |  | 638 |
| Over 12 months | 648 |  | 597 |  | 597 |
|  | **96,406** |  | **64,520** |  | **7,358** |
| *Less* undue value added tax | (8,145) |  | - |  | - |
| **Total** | **88,261** |  | **64,520** |  | **7,358** |
|  |  |  |  |  |  |
| *High value receivables* | | | |  |  |
| Portion of overdue | 28 |  | 17 |  | 9 |
| *Less* undue value added tax | (2) |  | - |  | - |
| **Total** | **26** |  | **17** |  | **9** |
|  |  |  |  |  |  |
| **Grand total** | **268,413** |  | **167,831** |  | **15,838** |

\*Net of unearned interest income, collateral and undue value added tax

As at 31 December, the gross investment under the installment contracts and the present value of minimum payments of installment contract receivables were as follows:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated financial statements** | | | | | | |
|  | 2021 | | |  | 2020 | | |
|  | Gross  investment  under  installment  contracts |  | Present value  of minimum  payments of  installment contract receivables |  | Gross  investment  under  installment  contracts |  | Present value  of minimum  payments of  installment contract receivables |
|  | *(in thousand Baht)* | | | | | | |
| Within one year | 110,567 |  | 90,326 |  | 165,640 |  | 122,872 |
| Over one year | 50,704 |  | 44,361 |  | 173,362 |  | 145,541 |
|  | 161,271 |  | **134,687** |  | 339,002 |  | **268,413** |
| *Less* unearned interest income | (26,584) |  |  |  | (70,589) |  |  |
| **Net gross investment under installment contracts** | **134,687** |  |  |  | **268,413** |  |  |
|  |  | | | | | | |
|  | **Separate financial statements** | | | | | | |
|  | 2021 | | |  | 2020 | | |
|  | Gross  investment  under  installment  contracts |  | Present value  of minimum  payments of  installment contract receivables |  | Gross  investment  under  installment  contracts |  | Present value  of minimum  payments of  installment contract receivables |
|  | *(in thousand Baht)* | | | | | | |
| Within one year | 94,137 |  | 74,442 |  | 165,640 |  | 122,872 |
| Over one year | 49,823 |  | 43,537 |  | 173,362 |  | 145,541 |
|  | 143,960 |  | **117,979** |  | 339,002 |  | **268,413** |
| *Less* unearned interest income | (25,981) |  |  |  | (70,589) |  |  |
| **Net gross investment under installment contracts** | **117,979** |  |  |  | **268,413** |  |  |

*Rescheduling of installment accounts receivable*

The financial statements for the year ended 31 December included the following changes of rescheduling of installment accounts receivable as follows:

|  |  |  |  |
| --- | --- | --- | --- |
|  | **Consolidated financial statements/**  **Separate financial statements** | | |
|  | 2021 |  | 2020 |
|  | *(in thousand Baht)* | | |
| Rescheduled installment accounts receivable  net of unearned interest income |  |  |  |
| Before rescheduling | 38,489 |  | 67,998 |
| After rescheduling | 39,057 |  | 69,127 |

The interest income from rescheduling of installment accounts receivable was recognised for the year ended 31 December 2021 amounting to Baht 16.92 million *(2020: Baht 20.78 million)*.

Proceeds from rescheduling of installment accounts receivable were as follows:

|  |  |  |  |
| --- | --- | --- | --- |
|  | **Consolidated financial statements/**  **Separate financial statements** | | |
|  | 2021 |  | 2020 |
|  | *(in thousand Baht)* | | |
| Cash collection under debt rescheduling  for the year ended 31 December | **32,963** |  | **34,224** |

As at 31 December, rescheduled installment accounts receivable have the outstanding balance as follows:

|  |  |  |  |
| --- | --- | --- | --- |
|  | **Consolidated financial statements/**  **Separate financial statements** | | |
|  | 2021 |  | 2020 |
|  | *(in thousand Baht)* | | |
| Rescheduled installment accounts receivable  net of unearned interest income | 44,227 |  | 96,434 |

The Company changed repayment conditions by changing payment terms for some overdue installment accounts receivable. As at 31 December 2021, the receivables that participate in rescheduling plans were 3,523 contracts *(2020: 4,714 contracts)* which had the amount of rescheduled installment accounts receivable of Baht 44.23 million *(2020: Baht 96.43 million)*, equivalent to 37.49% *(2020: 35.93%)* of total installment accounts receivable. The Company calculated the recoverable amount of rescheduled installment accounts receivable and recognised allowance for expected credit loss of Baht 3.49 million *(2020: Baht 7.37 million)*.

# **Inventories**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated** | | |  | **Separate** | | |
|  | **financial statements** | | |  | **financial statements** | | |
|  | 2021 |  | 2020 |  | 2021 |  | 2020 |
|  | *(in thousand Baht)* | | | | | | |
| Finished goods | 108,074 |  | 98,740 |  | 471 |  | 182 |
| Work in progress | 6,955 |  | - |  | - |  | - |
| Assembly raw material and  spare parts | 26,550 |  | 9,856 |  | - |  | - |
| Raw materials | 74,805 |  | 1,070 |  | - |  | - |
| **Total** | **216,384** |  | **109,666** |  | **471** |  | **182** |
| *Less* allowance for decline in value | (23,703) |  | (1,304) |  | - |  | - |
| **Net** | **192,681** |  | **108,362** |  | **471** |  | **182** |
|  |  |  |  |  |  |  |  |
| Inventories recognised in ‘cost of  sale of goods’: |  |  |  |  |  |  |  |
| - Cost | 436,722 |  | 322,110 |  | 11,722 |  | 241 |
| - Write-down to net realisable value | 22,399 |  | 205 |  | - |  | - |
| **Net** | **436,512** |  | **322,315** |  | **11,722** |  | **241** |

# **Investments in joint ventures**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  | | |  | **Consolidated** | | |  | **Separate financial statements** | | | | | | | | | | |
|  |  |  | | |  | **Financial statements** | | |  |
|  |  | Ownership | | |  |  | | |  |  | | |  |  | | |  |  | | |
|  | Type of business | interest | | |  | At equity method | | |  | Cost | | |  | Impairment | | |  | At cost - net | | |
|  |  | 2021 |  | 2020 |  | 2021 |  | 2020 |  | 2021 |  | 2020 |  | 2021 |  | 2020 |  | 2021 |  | 2020 |
|  |  | *(%)* | | |  | *(in thousand Baht)* | | | | | | | | | | | | | | |
| ***Direct joint ventures*** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Sabuy exchange Co., Ltd. | Financial and loyalty program services | 50.00 |  | - |  | 743 |  | - |  | 1,250 |  | - |  | - |  | - |  | 1,250 |  | - |
| Sabuy Maxi Insurance  Broker Co., Ltd. | Insurance brokerage | 50.00 |  | - |  | 4,209 |  | - |  | 5,000 |  | - |  | - |  | - |  | 5,000 |  | - |
| **Total** |  |  |  |  |  | **4,952** |  | **-** |  | **6,250** |  | **-** |  | **-** |  | **-** |  | **6,250** |  | **-** |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| ***Indirect joint ventures*** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Sabuy Food Plus Co., Ltd. | Selling ingredients,  fresh and dry food | 49.99 |  | - |  | **993** |  | **-** |  | **-** |  | **-** |  | **-** |  | **-** |  | **-** |  | **-** |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **Total** |  |  |  |  |  | **5,945** |  | **-** |  | **6,250** |  | **-** |  | **-** |  | **-** |  | **6,250** |  | **-** |

All joint ventures were incorporated and operate in Thailand.

| ***Material movement for the year*** | Consolidated  financial statements | | |  | Separate  financial statements | | |
| --- | --- | --- | --- | --- | --- | --- | --- |
| ***ended 31 December*** | 2021 |  | 2020 |  | 2021 |  | 2020 |
|  | *(in million Baht)* | | | | | | |
| Acquisition of investment in Sabuy  Exchange Co., Ltd. | 1,250 |  | - |  | 1,250 |  | - |
| Acquisition of investment in Sabuy  Maxi Insurance Broker Co., Ltd. | 5,000 |  | - |  | 5,000 |  | - |
| Acquisition of investment in Sabuy  Food Plus Co., Ltd. | 1,000 |  | - |  | - |  | - |

At the Board of Directors Meeting of the Company held on 8 January 2021, the Directors approved the investment in Sabuy Exchange Co., Ltd. which was registered in Thailand for 249,999 shares with the initial partial paid-up of 50% totalling Baht 1.25 million.

On 16 July 2021, the Company made an investment in Sabuy Maxi Insurance Broker Co., Ltd. which was registered in Thailand for 250,000 shares at Baht 10 par value amounting to Baht 2.50 million, bringing the Company’s ownership interest in such company to 50% of authorised and paid-up capital. Subsequently, on 27 August 2021, at the shareholders’ meeting of Sabuy Maxi Insurance Broker Co., Ltd., the shareholders approved the increase of share capital from Baht 5 million to Baht 10 million. The Company paid an additional share capital for 250,000 shares at 10 Baht per share amounting to Baht 2.5 million, bringing the Company’s ownership interest in such company to 50% of authorised and paid-up capital.

On 10 September 2021, Sabuy Market Plus Co., Ltd., a subsidiary, paid the initial 249,998 share of Sabuy Food Plus Co., Ltd. at Baht 10 par value with initial paid-up of 40% amounting to Baht 1 million, bringing the Company’s ownership interest in such company to 49.99% of authorised and paid-up capital.

# **11 Investments in subsidiaries**

|  |  |  | | | **Separate financial statements** | | | | | | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Type of business | Ownership interest | | |  | Cost | | |  | Impairment | | |  | At cost - net | | |
|  |  | 2021 |  | 2020 |  | 2021 |  | 2020 |  | 2021 |  | 2020 |  | 2021 |  | 2020 |
|  |  | *(%)* | | | *(in thousand Baht)* | | | | | | | | | | | |
| ***Direct subsidiaries*** |  |  | | |  | | | | | | | | | | | |
| Vending Plus Co., Ltd. | Selling foods and  beverage through  vending machine | - |  | 82.47 |  | - |  | 288,659 |  | - |  | - |  | - |  | 288,659 |
| Sabuy Solutions Co., Ltd. | Managing  food court | 99.99 |  | 99.99 |  | 144,500 |  | 84,500 |  | - |  | - |  | 144,500 |  | 84,500 |
| Sabuy Money Co., Ltd. | Providing  financial services | 99.99 |  | 99.99 |  | 333,500 |  | 133,500 |  | - |  | - |  | 333,500 |  | 133,500 |
| A.T.P. Friend Services  Co., Ltd. | Selling of franchise  in providing transportation  and postal services | 43.00 |  | - |  | 151,750 |  | - |  | - |  | - |  | 151,750 |  | - |
| Sabuy Market Plus Co., Ltd. | Investing | 99.99 |  | - |  | 20,000 |  | - |  | - |  | - |  | 20,000 |  | - |
| Sabuy Capital Plus Co., Ltd. | Providing credit services  for trading and investment | 99.99 |  | - |  | 200,000 |  | - |  | - |  | - |  | 200,000 |  | - |
| TBSP Public Company  Limited | Manufacture of plastic card | 73.54 |  | - |  | 2,006,790 |  | - |  | - |  | - |  | 2,006,790 |  | - |
| VDP Holding Co., Ltd. | Investing | 99.99 |  | - |  | 321,509 |  | - |  | - |  | - |  | 321,509 |  | - |
| **Total** |  |  |  |  |  | **3,178,049** |  | **506,659** |  | **-** |  | **-** |  | **3,178,049** |  | **506,659** |

|  |  |  | | | **Separate financial statements** | | | | | | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Type of business | Ownership interest | | |  | Cost | | |  | Impairment | | |  | At cost - net | | |
|  |  | 2021 |  | 2020 |  | 2021 |  | 2020 |  | 2021 |  | 2020 |  | 2021 |  | 2020 |
|  |  | *(%)* | | | *(in thousand Baht)* | | | | | | | | | | | |
| ***Indirect subsidiaries*** |  |  | | |  | | | | | | | | | | | |
| Vending Plus Co., Ltd. | Selling of foods and beverage through  vending machine | 86.12 |  | - |  | 238,883 |  | - |  | - |  | - |  | 238,883 |  | - |
| SPM Capital Co., Ltd. | Investing | 73.54 |  | - |  | 1,000 |  | - |  | - |  | - |  | 1,000 |  | - |
| **Total** |  |  |  |  |  | **239,883** |  | **-** |  | **-** |  | **-** |  | **239,883** |  | **-** |

All subsidiaries are incorporated and operate in Thailand.

| ***Material movements*** |  |  | Separate financial statements | | |
| --- | --- | --- | --- | --- | --- |
| ***for the year ended 31 December*** | *Note* |  | 2021 |  | 2020 |
|  |  |  | *(in thousand Baht)* | | |
| Acquisition of investment in TBSP Public Company Limited | *4* |  | 2,006,790 |  | - |
| Acquisition of investment in A.T.P. Friend Services Co., Ltd. | *4* |  | 151,750 |  | - |
| Acquisition of investment in Vending Plus Co., Ltd. | *4* |  | 32,850 |  | - |
| Investment in Sabuy Market Plus Co., Ltd. |  |  | 20,000 |  | - |
| Investment in Sabuy Capital Plus Co., Ltd. |  |  | 200,000 |  | - |
| Investment in VDP Holding Co., Ltd. |  |  | 321,509 |  | - |
| Increase of share capital in Sabuy Solutions Co., Ltd. |  |  | 60,000 |  | - |
| Increase of share capital in Sabuy Money Co., Ltd. |  |  | 200,000 |  | - |
| Transfer of investment in Vending Plus Co., Ltd. |  |  | (321,509) |  | - |

***2021***

At the Board of Directors Meeting of the Company held on 19 April 2021, the Directors approved the registration of Sabuy Market Plus Co., Ltd., the authorised share capital amounting to Baht 20 million for 2 million shares at Baht 10 par value. The Company already paid for the shares amounting to Baht 20 million, bringing the Company’s ownership interest in such subsidiary to 99.99% of authorised and paid-up capital. The subsidiary registered the share capital with the Ministry of Commerce on 18 May 2021.  
  
At the Board of Directors Meeting of the Company held on 10 May 2021, the Directors approved the registration of Sabuy Capital Plus Company Limited, the authorised share capital amounting to Baht 200 million for 20 million shares at Baht 10 par value. The Company already paid for the shares amounting to Baht 200 million, bringing the Company’s ownership interest in such subsidiary to 99.99% of authorised and paid-up capital. The subsidiary has registered the share capital with the Ministry of Commerce on 18 May 2021.

On 12 May 2021 and 10 June 2021, the Company paid the remaining share capital of Sabuy Solutions Co., Ltd. for 800,000 shares, totalling Baht 60 million. The Company remained the ownership interest in such subsidiary at 99.99% of authorised and paid-up capital. The subsidiary registered the increase of share capital with the Ministry of Commerce on 10 June 2021.

At the Board of Directors Meeting of the Company held on 4 August 2021, the Directors approved the acquisition of the new ordinary shares of Sabuy Money Co., Ltd. of 20 million shares at Baht 10 par value with the initial partial paid-up of 25% totalling Baht 50 million. On 8 October 2021, the Company paid the remaining of 75% totalling Baht 150 million. The Company’s ownership interest in such subsidiary to 99.99% of authorised and paid-up capital.

At the Board of Directors Meeting of the Company held on 7 December 2021, the Directors approved the registration of VPD Holding Co., Ltd., the authorised share capital amounting to Baht 321.51 million for 64.30 million shares at Baht 5 par value. The Company already paid for the shares by transferring total shares of Vending Plus Co., Ltd. of 86.12% amounting to Baht 321.51 million, bringing the Company’s ownership interest in such subsidiary to 99.99% of authorised and paid-up capital. The subsidiary has registered the share capital with the Ministry of Commerce on 21 December 2021.

***2020***

On 23 June 2020, the Company paid an additional 25% for the issue of shares of Vending Plus Co., Ltd. for 1,649,480 shares, totalling Baht 41.24 million. The Company remained the ownership interest in such subsidiary to 82.47% of authorised and paid-up capital. The subsidiary registered the increase of share capital with the Ministry of Commerce on 2 July 2020.

On 30 July 2020 and 17 August 2020, the Company paid the remaining share capital of Vending Plus Co., Ltd. for 1,649,480 shares, totalling Baht 82.47 million. The Company remained the ownership interest in such subsidiary to 82.47% of authorised and paid-up capital. The subsidiary registered the increase of share capital with the Ministry of Commerce on 20 August 2020.

At the Board of Directors Meeting of the Company held on 10 August 2020, the Directors approved the resolution to acquire the ordinary shares of Sabuy Money Co., Ltd. for 699,998 shares at Baht 10 par value for a consideration at Baht 15 per share totalling Baht 10.50 million, bringing the Company's ownership interest in such subsidiary to 99.99% of authorised and paid-up capital.

# **12 Non-controlling interests**

The following table summarises the information relating to each of the Group’s subsidiaries that has a material non-controlling interest, before any intra-group eliminations:

|  | TBSP Public Company Limited | | |  | A.T.P. Friend Services Co., Ltd. | | |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | 2021 |  | 2020 |  | 2021 |  | 2020 |
|  | *(in thousand Baht)* | | | | | | |
| Non-controlling interest percentage | 26.46% |  | - |  | 57.00% |  | - |
|  |  |  |  |  |  |  |  |
| Current assets | 841,871 |  | - |  | 156,426 |  | - |
| Non-current assets | 242,058 |  | - |  | 15,726 |  | - |
| Current liabilities | (169,956) |  | - |  | (104,204) |  | - |
| Non-current liabilities | (18,131) |  | - |  | (4,740) |  | - |
| **Net assets** | 895,842 |  | - |  | 63,208 |  | - |
| Carrying amount of non-controlling interest | 351,122 |  | - |  | 60,968 |  | - |
|  |  |  |  |  |  |  |  |
| Revenue | 324,785 |  | - |  | 510,548 |  | - |
| Profit | 150,514 |  | - |  | 23,485 |  | - |
| **Total comprehensive income** | **150,514** |  | **-** |  | **23,485** |  | - |
| Profit allocated to non-controlling interest | 39,826 |  | - |  | 13,386 |  | - |
|  |  |  |  |  |  |  |  |
| Cash flows from operating activities | 147,767 |  | - |  | 77,711 |  | - |
| Cash flows from investing activities | 288,280 |  | - |  | (1,145) |  | - |
| Cash flows from financing activities | (520,545) |  | - |  | (1,697) |  | - |

# **Property, plant and equipment**

|  |  | **Consolidated financial statements** | | | | | | | | | | | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  | Building |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  | and |  |  |  | Machinery |  |  |  |  |  |  |  | Assets |  |  |
|  |  |  |  | building |  | Office |  | and |  |  |  | Top-up |  | Vending |  | under |  |  |
|  |  | Land |  | improvements |  | equipment |  | equipment |  | Vehicles |  | machines |  | machines |  | installation |  | Total |
|  |  |  |  | *(in thousand Baht)* | | | | | | | | | | | | | | |
| ***Cost*** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| At 1 January 2020 |  | - |  | 8,914 |  | 26,425 |  | 11,825 |  | 33,226 |  | 270,130 |  | 265,393 |  | 540,993 |  | 1,156,906 |
| Additions |  | - |  | 3,690 |  | 5,335 |  | 5,092 |  | 1,461 |  | 14,864 |  | - |  | 421,098 |  | 451,540 |
| Transfers |  | - |  | 2,383 |  | - |  | - |  | - |  | 8,231 |  | 289,175 |  | (299,789) |  | - |
| Transfers (to) from asset for service |  | - |  | - |  | - |  | - |  | - |  | 27,811 |  | - |  | (113,785) |  | (85,974) |
| Transfers to right-of-use assets |  | - |  | - |  | - |  | - |  | (26,412) |  | - |  | (122,129) |  | - |  | (148,541) |
| Disposals |  | - |  | (666) |  | (18) |  | (784) |  | (3,262) |  | (154) |  | (158) |  | (15,719) |  | (20,761) |
| **At 31 December 2020**  **and 1 January 2021** |  | **-** |  | **14,321** |  | **31,742** |  | **16,133** |  | **5,013** |  | **320,882** |  | **432,281** |  | **532,798** |  | **1,353,170** |
| Additions |  | - |  | 1,602 |  | 6,085 |  | 2,573 |  | 100 |  | 42,650 |  | - |  | 151,063 |  | 204,073 |
| Acquisitions through business  combinations *(see note 4)* |  | 76,800 |  | 487 |  | 12,078 |  | 158,610 |  | 579 |  | - |  | - |  | 191 |  | 248,745 |
| Transfers |  | - |  | 73 |  | 398 |  | - |  | - |  | - |  | 13,445 |  | (13,916) |  | - |
| Transfers (to) from asset for service |  | - |  | - |  | - |  | - |  | - |  | 48,330 |  | - |  | (76,282) |  | (27,952) |
| Disposals |  | - |  | (580) |  | (1,128) |  | (2) |  | (209) |  | (150) |  | (599) |  | (24,114) |  | (26,782) |
| **At 31 December 2021** |  | **76,800** |  | **15,903** |  | **49,175** |  | **177,314** |  | **5,483** |  | **411,712** |  | **445,127** |  | **569,740** |  | **1,751,254** |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| ***Accumulated depreciation and***  ***impairment losses*** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| At 1 January 2020 |  | - |  | 2,473 |  | 12,227 |  | 2,474 |  | 14,852 |  | 84,563 |  | 25,139 |  | 2,569 |  | 144,297 |
| Depreciation charge for the year |  | - |  | 3,179 |  | 5,793 |  | 2,545 |  | 3,131 |  | 45,552 |  | 58,154 |  | - |  | 118,354 |
| Transfers to right-of-use assets |  | - |  | - |  | - |  | - |  | (12,204) |  | - |  | (24,828) |  | - |  | (37,032) |
| Disposals |  | - |  | (209) |  | (1) |  | (107) |  | (2,610) |  | (33) |  | (84) |  | - |  | (3,044) |
| Impairment losses |  | - |  | - |  | - |  | - |  | - |  | - |  | - |  | (2,474) |  | (2,474) |
| **At 31 December 2020**  **and 1 January 2021** |  | **-** |  | **5,443** |  | **18,019** |  | **4,912** |  | **3,169** |  | **130,082** |  | **58,381** |  | **95** |  | **220,101** |
| Depreciation charge for the year |  | - |  | 3,636 |  | 6,616 |  | 7,428 |  | 598 |  | 58,097 |  | 50,885 |  | - |  | 127,260 |
| Disposals |  | - |  | (261) |  | (1,160) |  | (1) |  | (201) |  | (10) |  | (133) |  | - |  | (1,766) |
| Reversal of impairment losses |  | - |  | (158) |  | - |  | - |  | - |  | - |  | - |  | (95) |  | (253) |
| **At 31 December 2021** |  | **-** |  | **8,660** |  | **23,475** |  | **12,339** |  | **3,566** |  | **188,169** |  | **109,133** |  | **-** |  | **345,342** |

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| ***Net book value*** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **At 31 December 2020** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Owned assets |  | **-** |  | **8,878** |  | **13,723** |  | **11,221** |  | **1,844** |  | **190,800** |  | **373,900** |  | **532,703** |  | **1,133,069** |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **At 31 December 2021** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Owned assets |  | **76,800** |  | **7,244** |  | **25,700** |  | **164,974** |  | **1,917** |  | **223,543** |  | **335,994** |  | **569,740** |  | **1,405,912** |

|  |  | **Separate financial statements** | | | | | | | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | Building and |  |  |  | Tools |  |  |  |  |  | Assets |  |  |
|  |  | building |  | Office |  | and |  |  |  | Top-up |  | under |  |  |
|  |  | improvements |  | equipment |  | equipment |  | Vehicles |  | machines |  | installation |  | Total |
|  |  | *(in thousand Baht)* | | | | | | | | | | | | |
| ***Cost*** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| At 1 January 2020 |  | 3,866 |  | 20,429 |  | 4,191 |  | 21,537 |  | 267,244 |  | 349,275 |  | 666,542 |
| Additions |  | 266 |  | 1,970 |  | 320 |  | 1,461 |  | 3,351 |  | 140,258 |  | 147,626 |
| Transfers |  | 2,383 |  | - |  | - |  | - |  | 8,231 |  | (10,614) |  | - |
| Transfers (to) from asset for service |  | - |  | - |  | - |  | - |  | 27,811 |  | (113,785) |  | (85,974) |
| Transfers to right-of-use assets |  | - |  | - |  | - |  | (19,002) |  | - |  | - |  | (19,002) |
| Disposals |  | - |  | - |  | (781) |  | (3,262) |  | - |  | (15,719) |  | (19,762) |
| **At 31 December 2020**  **and 1 January 2021** |  | **6,515** |  | **22,399** |  | **3,730** |  | **734** |  | **306,637** |  | **349,415** |  | **689,430** |
| Additions |  | 36 |  | 4,340 |  | 721 |  | - |  | 7,409 |  | 101,308 |  | 113,814 |
| Transfers (to) from asset for service |  | - |  | - |  | - |  | - |  | 48,330 |  | (76,282) |  | (27,952) |
| Disposals |  | - |  | - |  | - |  | (209) |  | - |  | (23,277) |  | (23,486) |
| **At 31 December 2021** |  | **6,551** |  | **26,739** |  | **4,451** |  | **525** |  | **362,376** |  | **351,164** |  | **751,806** |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| ***Accumulated depreciation and***  ***impairment losses*** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| At 1 January 2020 |  | 1,873 |  | 9,443 |  | 1,486 |  | 11,466 |  | 83,804 |  | 2,569 |  | 110,641 |
| Depreciation charge for the year |  | 1,288 |  | 4,314 |  | 744 |  | 2,250 |  | 43,701 |  | - |  | 52,297 |
| Transfers to right-of-use asset |  | - |  | - |  | - |  | (10,562) |  | - |  | - |  | (10,562) |
| Disposals |  | - |  | - |  | (107) |  | (2,610) |  | - |  | - |  | (2,717) |
| Reversal of impairment losses |  | - |  | - |  | - |  | - |  | - |  | (2,474) |  | (2,474) |
| **At 31 December 2020**  **and 1 January 2021** |  | **3,161** |  | **13,757** |  | **2,123** |  | **544** |  | **127,505** |  | **95** |  | **147,185** |
| Depreciation charge for the year |  | 1,299 |  | 3,971 |  | 751 |  | 90 |  | 51,436 |  | - |  | 57,547 |
| Disposals |  | - |  | - |  | - |  | (201) |  | - |  | - |  | (201) |
| Reversal of impairment losses |  | - |  | - |  | - |  | - |  | - |  | (95) |  | (95) |
| **At 31 December 2021** |  | **4,460** |  | **17,728** |  | **2,874** |  | **433** |  | **178,941** |  | **-** |  | **204,436** |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| ***Net book value*** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **At 31 December 2020** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Owned assets |  | **3,354** |  | **8,642** |  | **1,607** |  | **190** |  | **179,132** |  | **349,320** |  | **542,245** |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **At 31 December 2021** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Owned assets |  | **2,091** |  | **9,011** |  | **1,577** |  | **92** |  | **183,435** |  | **351,164** |  | **547,370** |

The gross amount of the Group’s and Company’s fully depreciated building and equipment that were still in use as at 31 December 2021 amounted to Baht 317.85 million and Baht 6.59 million, respectively *(2020: Baht 5.00 million and Baht 0.86 million, respectively)*.

# **Asset for service**

|  |  |  |
| --- | --- | --- |
|  |  | **Consolidated**  **financial statements /**  **Separate financial statements** |
|  |  | *(in thousand Baht)* |
| ***Cost*** |  |  |
| At 1 January 2020 |  | 164,615 |
| Additions |  | 13,972 |
| Transfers from property, plant and equipment |  | 113,785 |
| Transfers to property, plant and equipment |  | (27,811) |
| **At 31 December 2020 and 1 January 2021** |  | **264,561** |
| Additions |  | 3,661 |
| Transfers from property, plant and equipment |  | 76,282 |
| Transfers to property, plant and equipment |  | (48,330) |
| **At 31 December 2021** |  | **296,174** |
|  |  |  |
| ***Accumulated depreciation*** |  |  |
| At 1 January 2020 |  | 15,887 |
| Depreciation for the year |  | 41,476 |
| **At 31 December 2020 and 1 January 2021** |  | **57,363** |
| Depreciation for the year |  | 57,251 |
| **At 31 December 2021** |  | **114,614** |
|  |  |  |
| ***Net book value*** |  |  |
| **At 31 December 2020** |  | **207,198** |
| **At 31 December 2021** |  | **181,560** |

# **Leases**

| ***Right-of-use assets*** |  | Consolidated  financial statements | | |  | Separate  financial statements | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| ***At 31 December*** |  | 2021 |  | 2020 |  | 2021 |  | 2020 |
|  |  | *(in thousand Baht)* | | | | | | |
| Vending machines |  | 237,157 |  | 100,932 |  | - |  | - |
| Area and warehouses |  | 55,852 |  | 116,262 |  | 13,812 |  | 21,089 |
| Vehicles |  | 17,462 |  | 20,203 |  | 10,943 |  | 13,388 |
| Office supplies |  | 1,249 |  | - |  | - |  | - |
| Machinery and equipment |  | 261 |  | - |  | - |  | - |
| **Total** |  | **311,981** |  | **237,397** |  | **24,755** |  | **34,477** |

In 2021, additions to the right-of-use assets of the Group and the Company were Baht 160.26 million and Baht 2.24 million, respectively *(2020: Baht 145.28 million and Baht 31.91 million, respectively).*

The Group leases a number of warehouses for 3 years, with extension options at the end of lease term. The rental is payable monthly as specified at the fixed rate in the contract.

*Extension options*

The Group has extension options on property leases exercisable up to one year before the end of the contract period. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options and will regularly reassess so.

| ***For the year ended 31 December*** | Consolidated  financial statements | | |  | Separate  financial statements | | |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 2021 |  | 2020 |  | 2021 |  | 2020 |
|  | *(in thousand Baht)* | | | | | | |
| ***Amounts recognised in profit or loss*** |  |  |  |  |  |  |  |
| Depreciation of right-of-use assets: |  |  |  |  |  |  |  |
| * + - Area and warehouses | 27,340 |  | 40,794 |  | 7,317 |  | 7,256 |
| * + - Vending machines | 15,162 |  | 11,556 |  | - |  | - |
| * + - Vehicles | 12,690 |  | 7,637 |  | 4,597 |  | 5,849 |
| * + - Land and buildings | 2,781 |  | - |  | - |  | - |
| * + - Office supplies | 2,638 |  | - |  | - |  | - |
| * + - Machinery and equipment | 409 |  | - |  | - |  | - |
| Interest on lease liabilities | 14,757 |  | 9,805 |  | 778 |  | 362 |
| Expenses relating to short-term leases | 7,262 |  | 7,436 |  | 6,590 |  | 9,280 |
| Expenses relating to leases of low-value assets | 54,809 |  | 56,669 |  | 848 |  | 782 |

In 2021, total cash outflow for leases of the Group and the Company were Baht 172.85 million and Baht 18.38 million, respectively *(2020: Baht 134.78 million and Baht 21.51 million, respectively)*.

# **Goodwill**

|  |  | Consolidated  financial statements | | |
| --- | --- | --- | --- | --- |
|  | *Note* | 2021 |  | 2020 |
|  |  | *(in million Baht)* | | |
| ***Cost*** |  |  |  |  |
| At 1 January |  | - |  | - |
| Acquired through business combinations | *4* | 1,228,507 |  | - |
| **At 31 December** |  | **1,228,507** |  | **-** |
|  |  |  |  |  |
| ***Impairment losses*** |  |  |  |  |
| At 1 January |  | **-** |  | **-** |
| Impairment loss |  | - |  | - |
| **At 31 December** |  | **-** |  | **-** |
|  |  |  |  |  |
| ***Net book value*** |  |  |  |  |
| **At 31 December** |  | **1,228,507** |  | **-** |

*Impairment testing for CGUs containing goodwill*

For the purposes of impairment testing, goodwill has been allocated to the Group’s CGUs (operating divisions) as follows.

|  |  | Consolidated  financial statements | | |
| --- | --- | --- | --- | --- |
|  |  | 2021 |  | 2020 |
|  |  | *(in thousand Baht)* | | |
| Goodwill from business combination of plastic card |  | 1,127,864 |  | - |
| Goodwill from business combination of transportation  “Shipsmile” |  | 100,643 |  | - |
| **Total** |  | **1,228,507** |  | **-** |
|  |  |  |  |  |

The recoverable amount of CGUs was based on fair value less costs of disposal, estimated using discounted cash flows. The fair value measurement was categorised as a Level 3 fair value.

The key assumptions used in the estimation of the recoverable amount are set out below. The values assigned to the key assumptions represent management’s assessment of future trends in the relevant industries and have been based on historical data from both external and internal sources.

*Goodwill from business combination of plastic card*

|  |  | Consolidated  financial statements | | |
| --- | --- | --- | --- | --- |
|  |  | 2021 |  | 2020 |
|  |  | *(%)* | | |
| Discount rate |  | 11.92 |  | - |
| Terminal value growth rate |  | 2.00 |  | - |

The estimated recoverable amount of the CGU exceeded its carrying amount. Management has identified that a reasonably possible change in no key assumptions could cause the recoverable amount to be less than the carrying amount.

*Goodwill from business combination of transportation “Shipsmile”*

|  |  | Consolidated  financial statements | | |
| --- | --- | --- | --- | --- |
|  |  | 2021 |  | 2020 |
|  |  | *(%)* | | |
| Discount rate |  | 11.66 |  | - |
| Terminal value growth rate |  | 0.00 |  | - |

The estimated recoverable amount of the CGU exceeded its carrying amount. Management has identified that a reasonably possible change in no key assumptions could cause the recoverable amount to be less than the carrying amount.

The discount rate was a pre-tax measure based on the rate of 5 years government bonds issued by the government in the relevant market and in the same currency as the cash flows, adjusted for a risk premium to reflect both the increased risk of investing in equities generally and the systematic risk of the specific CGU.

The cash flow projections included specific estimates for five years and a terminal growth rate. The terminal growth rate was determined based on management’s estimate of the long-term compound annual EBITDA growth rate, consistent with the assumptions that a market participant would make.

Budgeted EBITDA was estimated taking into account past experience, adjusted as follows.

* Revenue growth was projected taking into account the average growth levels experienced over the past five years and the estimated sales volume and price growth for the next five years. It was assumed that the sales price would increase in line with forecast inflation over the next five years.
* Significant one-off environmental costs have been factored into the budgeted EBITDA which is assumed to grow with inflation in other years.
* Estimated cash flows related to a restructuring that is expected to be carried out in 2022 were reflected in the budgeted EBITDA.

The estimated recoverable amount of each CGU exceeded its carrying amount therefore no impairment losses to be recognised as of 31 December 2021.

# **Intangible assets**

|  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | **Consolidated financial statement** | | | | | | | | | | |
|  |  | Software licences |  | Computer program under installation |  | Patent and trademark |  | Franchise agreements |  | Project backlog |  | Total |
|  |  | *(in thousand Baht)* | | | | | | | | | | |
| ***Cost*** |  |  |  |  |  |  |  |  |  |  |  |  |
| At 1 January 2020 |  | 31,095 |  | 85,247 |  | 232 |  | - |  | - |  | 116,574 |
| Additions |  | 8,018 |  | 52,718 |  | 50 |  | - |  | - |  | 60,786 |
| Transfers |  | 46,272 |  | (46,272) |  | - |  | - |  | - |  | - |
| **At 31 December 2020**  **and 1 January 2021** |  | **85,385** |  | **91,693** |  | **282** |  | **-** |  | **-** |  | **177,360** |
| Additions |  | 9,586 |  | 108,714 |  | 220 |  | - |  | - |  | 118,520 |
| Acquisitions through  business combinations  *(see note 4)* |  | 23,392 |  | 1,850 |  | - |  | 62,894 |  | 1,673 |  | 89,809 |
| Transfers |  | 51,333 |  | (51,333) |  | - |  | - |  | - |  | - |
| Disposals |  | (27) |  | (10,687) |  | - |  | - |  | - |  | (10,714) |
| **At 31 December 2021** |  | **169,669** |  | **140,237** |  | **502** |  | **62,894** |  | **1,673** |  | **374,975** |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
| ***Accumulated amortisation*** | |  |  |  |  |  |  |  |  |  |  |  |
| At 1 January 2020 |  | 5,084 |  | - |  | 6 |  | - |  | - |  | 5,090 |
| Amortisation for the year |  | 9,169 |  | - |  | 26 |  | - |  | - |  | 9,195 |
| **At 31 December 2020**  **and 1 January 2021** |  | **14,253** |  | **-** |  | **32** |  | **-** |  | **-** |  | **14,285** |
| Amortisation for the year |  | 19,265 |  | - |  | 37 |  | 6,289 |  | - |  | 25,591 |
| Disposals |  | (27) |  | - |  | - |  | - |  | - |  | (27) |
| **At 31 December 2021** |  | **33,491** |  | **-** |  | **69** |  | **6,289** |  | **-** |  | **39,849** |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
| ***Net book value*** |  |  |  |  |  |  |  |  |  |  |  |  |
| **At 31 December 2020** |  | **71,132** |  | **91,693** |  | **250** |  | **-** |  | **-** |  | **163,075** |
| **At 31 December 2021** |  | **136,178** |  | **140,237** |  | **433** |  | **56,605** |  | **1,673** |  | **335,126** |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  |  | **Separate financial statements** | | | | |
|  |  | Software licences |  | Computer program under installation |  | Total |
|  |  | *(in thousand Baht)* | | | | |
| ***Cost*** |  |  |  |  |  |  |
| At 1 January 2020 |  | 24,216 |  | 23,009 |  | 47,225 |
| Additions |  | 7,581 |  | 29,704 |  | 37,285 |
| Transfers |  | 27,458 |  | (27,458) |  | - |
| **At 31 December 2020 and**  **1 January 2021** |  | **59,256** |  | **25,254** |  | **84,510** |
| Additions |  | 3,857 |  | 88,118 |  | 91,975 |
| Transfers |  | 39,580 |  | (39,580) |  | - |
| **At 31 December 2021** |  | **102,693** |  | **73,792** |  | **176,485** |
|  |  |  |  |  |  |  |
| ***Accumulated amortisation*** |  |  |  |  |  |  |
| At 1 January 2020 |  | 4,455 |  | - |  | 4,455 |
| Amortisation for the year |  | 8,104 |  | - |  | 8,104 |
| **At 31 December 2020 and**  **1 January 2021** |  | **12,559** |  | **-** |  | **12,559** |
| Amortisation for the year |  | 14,049 |  | - |  | 14,049 |
| **At 31 December 2021** |  | **26,608** |  | **-** |  | **26,608** |
|  |  |  |  |  |  |  |
| ***Net book value*** |  |  |  |  |  |  |
| **At 31 December 2020** |  | **46,697** |  | **25,254** |  | **71,951** |
| **At 31 December 2021** |  | **76,085** |  | **73,792** |  | **149,877** |

# **Interest-bearing liabilities**

|  |  |  | **Consolidated financial statements** | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | Interest rate | Secured |  | Unsecured |  | **Total** |
|  |  | *(%)* | *(in thousand Baht)* | | | | |
| ***2021*** |  |  |  | | | | |
| Bank overdrafts |  | 5.82 - 5.84 | 13,217 |  | - |  | 13,217 |
| Short-term loans from financial institutions |  | 2.00 - 4.53 | 148,883 |  | 61,240 |  | 210,123 |
| Long-term loans from financial institutions |  | 2.00 - 5.25 | 564,183 |  | - |  | 564,183 |
| Lease liabilities |  | 1.89 - 18.36 | 306,488 |  | 45,945 |  | 352,433 |
| **Total interest-bearing liabilities** |  |  | **1,032,771** |  | **107,185** |  | **1,139,956** |
|  |  |  |  | | | | |
| ***2020*** |  |  |  | | | | |
| Short-term loans from financial institutions |  | 0.80 - 5.75 | 220,000 |  | 21,669 |  | 241,669 |
| Long-term loans from financial institutions |  | 2.00 - 6.03 | 254,141 |  | - |  | 254,141 |
| Lease liabilities |  | 4.52 - 19.33 | 260,855 |  | 106,198 |  | 367,053 |
| **Total interest-bearing liabilities** |  |  | **734,996** |  | **127,867** |  | **862,863** |

|  |  |  | **Separate financial statements** | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | *Note* | Interest rate | Secured |  | Unsecured |  | **Total** |
|  |  | *(%)* | *(in thousand Baht)* | | | | |
| ***2021*** |  |  |  | | | | |
| Bank overdrafts |  | 5.82 - 5.84 | 13,217 |  | - |  | 13,217 |
| Short-term loans from financial institutions |  | 3.00 - 4.53 | 135,000 |  | - |  | 135,000 |
| Short-term loans from related parties | *5* | 2.05 - 3.57 | - |  | 491,814 |  | 491,814 |
| Long-term loans from financial institutions |  | 2.75 - 4.35 | 465,053 |  | - |  | 465,053 |
| Lease liabilities |  | 4.66 - 18.36 | 11,211 |  | 13,106 |  | 24,317 |
| **Total interest-bearing liabilities** |  |  | **624,481** |  | **504,920** |  | **1,129,401** |
|  |  |  |  |  |  |  |  |
| ***2020*** |  |  |  | | | | |
| Short-term borrowings from financial institutions |  | 3.47 - 5.75 | 200,000 |  | - |  | 200,000 |
| Short-term loans from related parties | *5* | 0.55 - 3.72 | - |  | 63,970 |  | 63,970 |
| Long-term loans from financial institutions |  | 3.67 - 5.25 | 179,866 |  | - |  | 179,866 |
| Lease liabilities |  | 4.66 - 19.33 | 13,584 |  | 19,593 |  | 33,177 |
| **Total interest-bearing liabilities** |  |  | **393,450** |  | **83,563** |  | **477,013** |

| ***Assets pledged as security for liabilities*** |  | Consolidated  financial statements | | |  | Separate  financial statements | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| ***as at 31 December*** | *Note* | 2021 |  | 2020 |  | 2021 |  | 2020 |
|  |  | *(in thousand Baht)* | | | | | | |
| Financial assets | *29* | **158,417** |  | **224,400** |  | **144,001** |  | **200,000** |

As at 31 December 2021, a subsidiary had outstanding loan balances amounted to Baht 39.87 million *(2020: Baht 66.40 million)* with conditions and restrictions in the loan agreement including maintenance of the debt to equity ratio. The subsidiary has received the moratorium of 6 months installments and loan is repayable within June 2023. In this regard, the subsidiary could not maintain the debt to equity ratio as prescribed in the loan agreement as at 31 December 2021. However, the subsidiary had already obtained the debt covenant waiver confirmation from the financial institution after the reporting period.

As at 31 December 2021, the Group and the Company had unutilised credit facilities totalling Baht 517.05 million and Baht 45.62 million, respectively *(2020: Baht 48.33 million and Baht 40 million, respectively)*. These credit facilities were secured by deposits at financial institutions amounting Baht 4 million *(2020: Baht 4 million)* and shall to comply with conditions and restrictions in the loan agreement including maintenance of the debt to equity ratio.

# **Other payables**

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | **Consolidated** | | |  | **Separate** | | |
|  |  | **financial statements** | | |  | **financial statements** | | |
|  | *Note* | 2021 |  | 2020 |  | 2021 |  | 2020 |
|  |  | *(in thousand Baht)* | | | | | | |
| **Related parties** | *5* | **1,020,808** |  | **-** |  | **1,024,440** |  | **4,340** |
|  |  |  |  |  |  |  |  |  |
| **Other parties** |  |  |  |  |  |  |  |  |
| Accrued operating expenses |  | 95,131 |  | 20,760 |  | 5,446 |  | 5,645 |
| Payables for purchase of assets |  | 54,376 |  | 25,900 |  | - |  | - |
| Advance received from  customers |  | 38,916 |  | 42,991 |  | 6,070 |  | 8,819 |
| Accrued value added tax |  | 7,628 |  | 7,015 |  | 4,426 |  | 4,514 |
| Others |  | 23,877 |  | 12,235 |  | 14,329 |  | 6,233 |
|  |  | **219,928** |  | **108,901** |  | **30,271** |  | **25,211** |
|  |  |  |  |  |  |  |  |  |
| **Total** |  | **1,240,736** |  | **108,901** |  | **1,054,711** |  | **29,551** |

# **Provision for employee benefits**

***Defined benefit plan***

The Group operates a defined benefit plan based on the requirement of Thai Labour Protection Act B.E 2541 (1998) to provide retirement benefits to employees based on pensionable remuneration and length of service. The defined benefit plans expose the Group to actuarial risks, such as interest rate risk, future salary growth and turnover rate.

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| ***Present value of the defined*** |  | **Consolidated** | | |  | **Separate** | | |
| ***benefit obligations*** |  | **financial statements** | | |  | **financial statements** | | |
|  | *Note* | 2021 |  | 2020 |  | 2021 |  | 2020 |
|  |  | *(in thousand Baht)* | | | | | | |
| At 1 January |  | 6,521 |  | 4,075 |  | 4,148 |  | 2,658 |
| Acquisitions through  business combinations | *4* | 18,258 |  | - |  | - |  | - |
|  |  |  |  |  |  |  |  |  |
| **Recognised in profit or loss:** |  |  |  |  |  |  |  |  |
| Current service cost |  | 2,937 |  | 2,351 |  | 1,537 |  | 1,427 |
| Interest on obligation |  | 211 |  | 95 |  | 98 |  | 63 |
|  |  |  |  |  |  |  |  |  |
| **At 31 December** |  | **27,927** |  | **6,521** |  | **5,783** |  | **4,148** |

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated** | | |  | **Separate** | | |
| ***Principal actuarial assumptions*** | **financial statements** | | |  | **financial statements** | | |
|  | 2021 |  | 2020 |  | 2021 |  | 2020 |
|  | *(in thousand Baht)* | | | | | | |
| Discount rate | 1.46 - 3.96 |  | 1.78 - 3.96 |  | 1.78 - 3.96 |  | 1.78 - 3.96 |
| Future salary growth | 4.5 - 6 |  | 5.5 |  | 5.5 |  | 5.5 |
| Employee turnover | 0 - 35 |  | 0 - 35 |  | 0 - 35 |  | 0 - 35 |

Assumptions regarding future mortality have been based on published statistics and mortality tables.

At 31 December 2021, the weighted-average duration of the defined benefit obligation was 13.40 - 17.01 years *(2020: 13.4 years)*.

*Sensitivity analysis*

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated financial statements** | | | | | | |
| ***Effect to the defined benefit obligation*** | Increase in assumption | | |  | Decrease in assumption | | |
| ***At 31 December*** | 2021 |  | 2020 |  | 2021 |  | 2020 |
|  | *(in thousand Baht)* | | | | | | |
| Discount rate (1% movement) | (2,612) |  | (564) |  | 2,878 |  | 647 |
| Future salary growth (1% movement) | 2,841 |  | 684 |  | (2,595) |  | (606) |
| Turnover rate (20% movement) | (3,788) |  | (1,285) |  | 3,933 |  | 1,883 |
|  |  |  |  |  |  |  |  |
|  | **Separate financial statements** | | | | | | |
| ***Effect to the defined benefit obligation*** | Increase in assumption | | |  | Decrease in assumption | | |
| ***At 31 December*** | 2021 |  | 2020 |  | 2021 |  | 2020 |
|  | *(in thousand Baht)* | | | | | | |
| Discount rate (1% movement) | (514) |  | (404) |  | 584 |  | 461 |
| Future salary growth (1% movement) | 676 |  | 484 |  | (600) |  | (430) |
| Turnover rate (20% movement) | (1,289) |  | (938) |  | 1,812 |  | 1,326 |

# **Share capital**

|  | Par value |  | 2021 | | |  | 2020 | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | per share |  | Number |  | Amount |  | Number |  | Amount |
|  | *(in Baht)* |  | *(thousand shares / in thousand Baht)* | | | | | | |
| ***Authorised shares*** |  |  |  |  |  |  |  |  |  |
| At 1 January |  |  |  |  |  |  |  |  |  |
| - ordinary shares | 1 |  | 1,050,000 |  | 1,050,000 |  | 1,050,000 |  | 1,050,000 |
| Increase of new shares | 1 |  | 315,412 |  | 315,412 |  | - |  | - |
| **At 31 December** |  |  |  |  |  |  |  |  |  |
| **- ordinary shares** | 1 |  | **1,365,412** |  | **1,365,412** |  | **1,050,000** |  | **1,050,000** |
|  |  |  |  |  |  |  |  |  |  |
| ***Issued and paid-up shares*** |  |  |  |  |  |  |  |  |  |
| At 1 January |  |  |  |  |  |  |  |  |  |
| - ordinary shares | 1 |  | 1,005,000 |  | 1,005,000 |  | 887,983 |  | 887,983 |
| Increase of new shares | 1 |  | 196,380 |  | 196,380 |  | 117,017 |  | 117,017 |
| **At 31 December** |  |  |  |  |  |  |  |  |  |
| **- ordinary shares** | 1 |  | **1,201,380** |  | **1,201,380** |  | **1,005,000** |  | **1,005,000** |

The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company.

*2021*

During the year 2021, there were the exercise of warrants as follows:

1. 21,505,000 unit of warrants SABUY-ESOP1 were exercised to 21,505,000 ordinary shares at the exercise price of Baht 2 per share (par value of Baht 1 plus a premium of Baht 1 per share). The Company registered with the Ministry of Commerce on 7 April 2021.
2. 19,238,179 unit of warrants SABUY-ESOP2 were exercised to 19,628,693 ordinary shares at the exercise price of Baht 7.60 per share (par value of Baht 1 plus a premium of Baht 6.60 per share). The Company registered with the Ministry of Commerce on 22 December 2021.
3. 44,346,043 unit of warrants SABUY-W1 were exercised to 45,246,263 ordinary shares at the exercise price of Baht 3.19 per share (par value of Baht 1 plus a premium of Baht 2.19 per share). The Company registered with the Ministry of Commerce on 22 December 2021.

At the Annual General Meeting of shareholders of the Company held on 20 April 2021, the shareholders approved the resolution to approve the increase of the Company’s authorised share capital for the exercise of warrant from Baht 1,050.00 million to Baht 1,182.25 million by issuing new ordinary shares of 132.25 million shares with par value at Baht 1 per share. The Company will allot new shares not over 102.75 million shares for the exercise of SABUY-W1 and allot new shares not over 29.50 million shares for the exercise of SABUY-ESOP2 and approve the amendment to the Memorandum of Association of the Company to be in accordance with the increase of such registered capital. The Company has registered with the Ministry of Commerce on 30 April 2021.

At the Extraordinary Shareholders’ Meeting of the Company held on 27 August 2021, the shareholders approved the increase of the Company’s authorised share capital and offer to private placement which is T.K.S. Technology Public Company Limited. This purpose is to support the investing plan in TBSP Public Company Limited. The Company’s authorised share capital will increase from Baht 1,182.25 million to Baht 1,292.25 million by issuing new ordinary shares of 110.00 million shares with Baht 1 par value. The offering price is Baht 8.95 per share, totalling Baht 984.50 million. The Company has received proceeds from the increase of share capital and has registered with the Ministry of Commerce on 13 September 2021.

At the Extraordinary Shareholders’ Meeting of the Company held on 16 December 2021, the shareholders approved the increase of the Company’s authorised share capital from Baht 1,292.25 million to Baht 1,365.41 million by issuing new ordinary shares of 73.16 million shares with Baht 1 par value. The Company has registered with the Ministry of Commerce on 22 December 2021.

*2020*

***Initial public offering***

The Company offered 117.02 million issued ordinary shares that allotted for Initial Public Offering at a price of Baht 2.5 per share (par value of Baht 1 plus a premium of Baht 1.5 per share) for which the Company received Baht 292.54 million before deduction of expenses from the IPO. The shares of the Company began trading on the Stock Exchange of Thailand on 11 November 2020.

Expenses directly attributable to the IPO of Baht 14.16 million (net of income tax) were deducted from the IPO’s share premium, which was received from shares offering to investors, resulted in net share premium of Baht 161.37 million.

***Share premium***

Section 51 of the Public Companies Act B.E. 2535 requires companies to set aside share subscription monies received in excess of the par value of the shares issued to a reserve account (“share premium”). Share premium is not available for dividend distribution.

# **Warrant**

At the Annual General Meeting of shareholders of the Company held on 20 April 2021, the shareholders have approved the resolution to issue of 29,500,000 units of warrants with a term of 3 years (“Warrant” or “SABUY-ESOP 2”), name-registered and non-transferable unless the transfer to the directors or employees of the Company or its subsidiaries or the transfer due to the passing away of the directors or employees of the Company or its subsidiaries. The details of warrants are as follows:

| Description |  | Details |
| --- | --- | --- |
| Grant date |  | 20 April 2021 |
| Exercise ratio |  | 1 unit of warrant per 1 ordinary share unless there is a change in exercise ratio under the change conditions |
| Exercise price |  | Baht 7.75 per share unless there is a change in exercise price under the change conditions |
| Fair value of warrants |  | Baht 0.50 per 1 unit |
| Exercise period and proportion |  | The holders of SABUY-ESOP 2 can exercise the warrants to purchase ordinary shares of the Company on the last working day in every 6 months since the issuance date of warrant from 20 April 2021 to 19 April 2024. The last exercise date of the warrant is the last working day before 3 years since the issuance date of warrant. |

The fair value of the warrant is measured using a Black-Scholes Model with the following financial assumptions:

| Grant date share price (Baht) |  | 5.40 |
| --- | --- | --- |
| Exercise price (Baht) |  | 7.75 |
| Expected dividend yield (%) |  | 0.0045 |
| Risk free interest rate (%) |  | 0.65 |
| Warrants term life (years) |  | 3 |

The Company had adjusted the rights of SABUY-ESOP1 and SABUY-ESOP2 which became effective since 16 September 2021 as follows:

|  | SABUY-ESOP1 | SABUY-ESOP2 |
| --- | --- | --- |
| Exercise price (Baht) | 1.9602 | 7.5956 |
| Exercise ratio (Unit per share) | 1 per 1.0203 | 1 per 1.0203 |

Expenses for share-based payment transactions of SABUY-ESOP 1 and SABUY-ESOP 2 included in distribution costs and administrative expenses in the consolidated and separate financial statements for the year ended 31 December 2021 amounted to Baht 18.15 million *(2020: Baht 10.86 million)*.

# **Legal reserve**

Section 116 of the Public Companies Act B.E. 2535 requires that a public company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward, to a reserve account (“legal reserve”), until this account reaches an amount not less than 10% of the registered authorised capital. The legal reserve is not available for dividend distribution.

# **Segment information and disaggregation of revenue**

1. *Segment information*

Segment results that are reported to the Group’s CEO (chief operating decision maker) include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly selling and administrative cost, finance cost, other assets and liabilities

Management determined that the Group has five reportable segments, as described below, which are the Group’s strategic divisions for different products and services, and are managed separately because they require different technology and marketing strategies. The following summary describes the operations in each of the Group’s reportable segments.

**•** *Segment 1* Providing electronic payment services

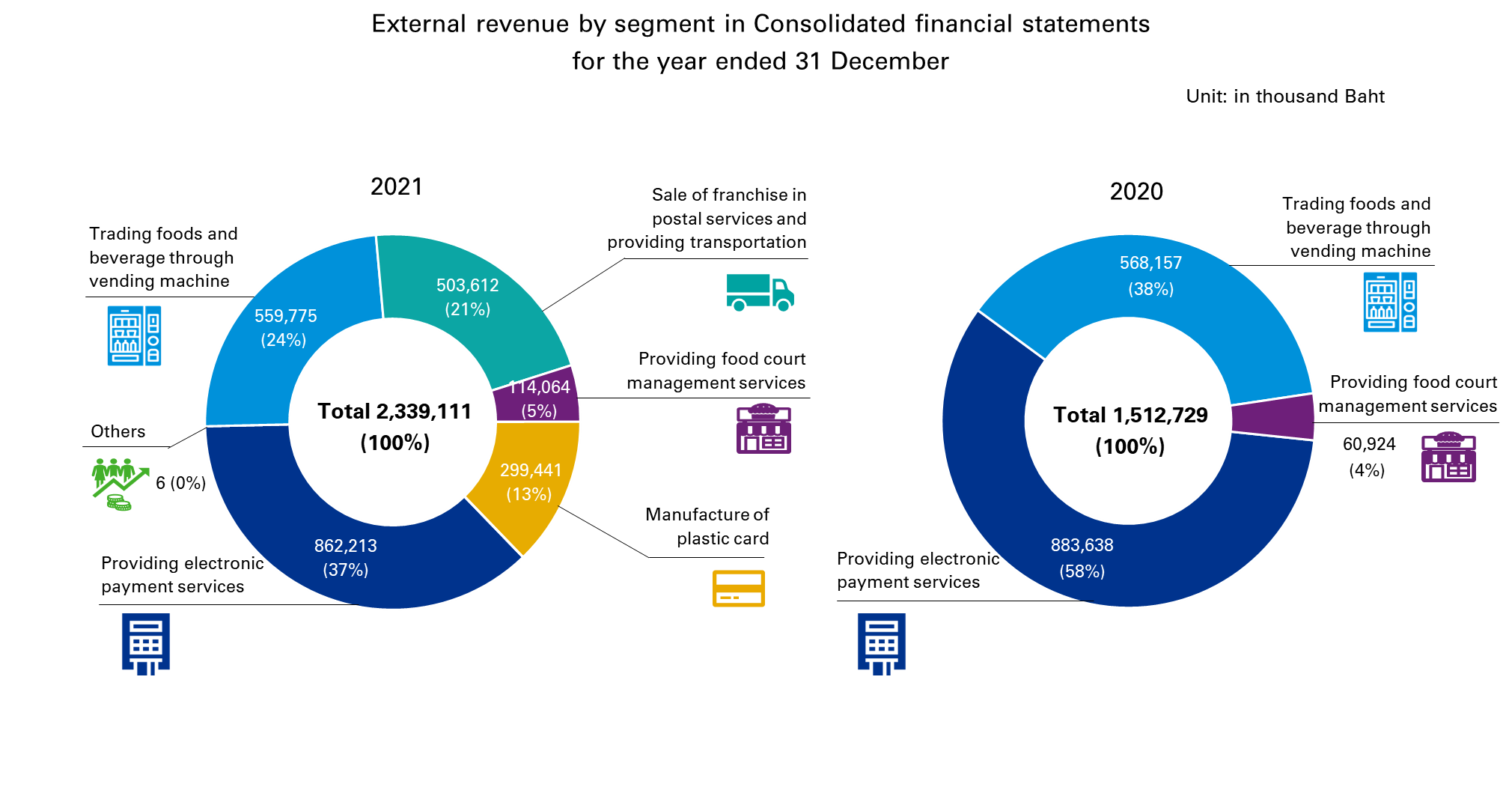
**•** *Segment 2* Trading foods and beverages through vending machines

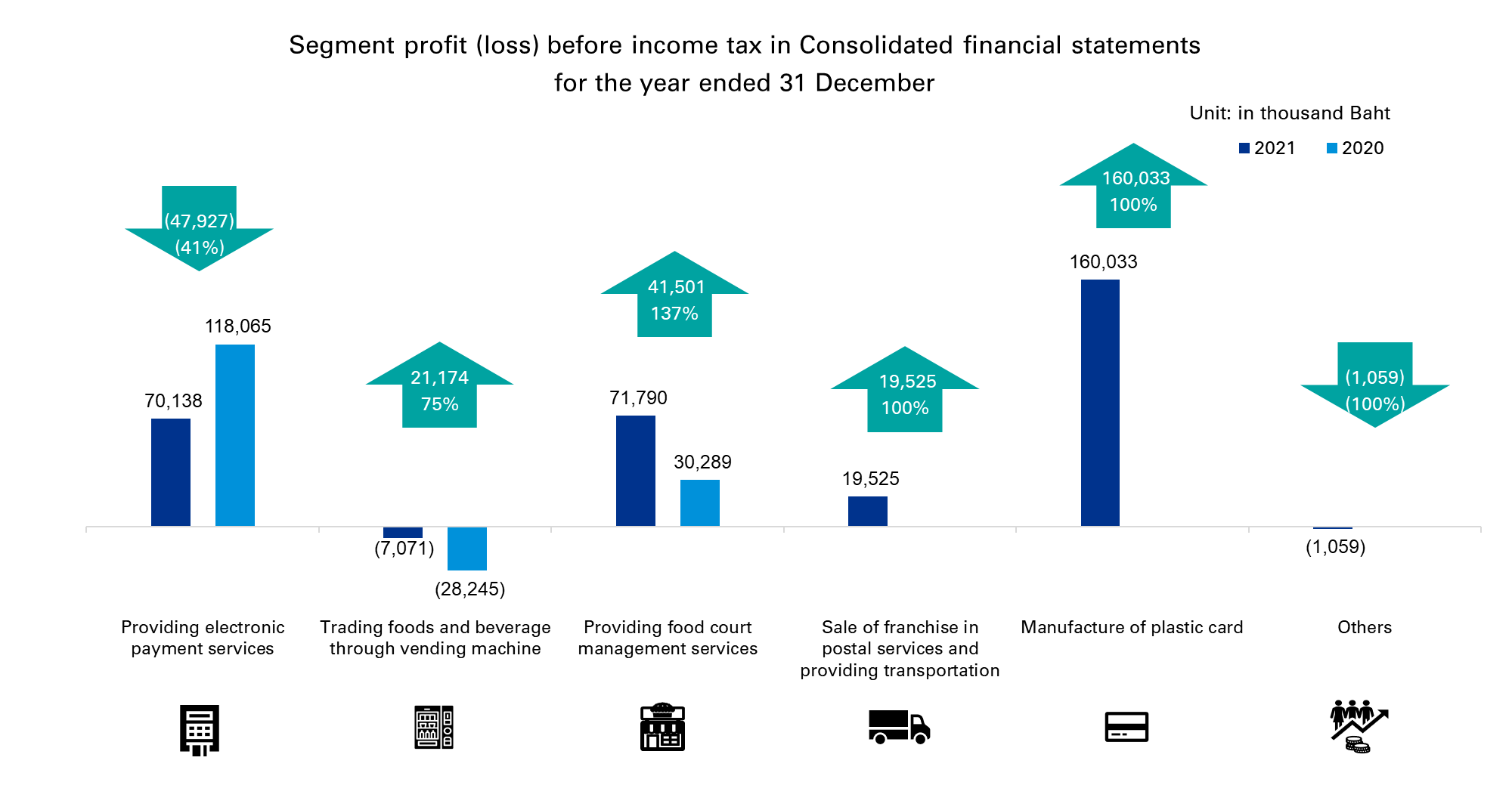
• *Segment 3* Providing food courts management services

• *Segment 4* Sale of franchise in postal services and providing transportation

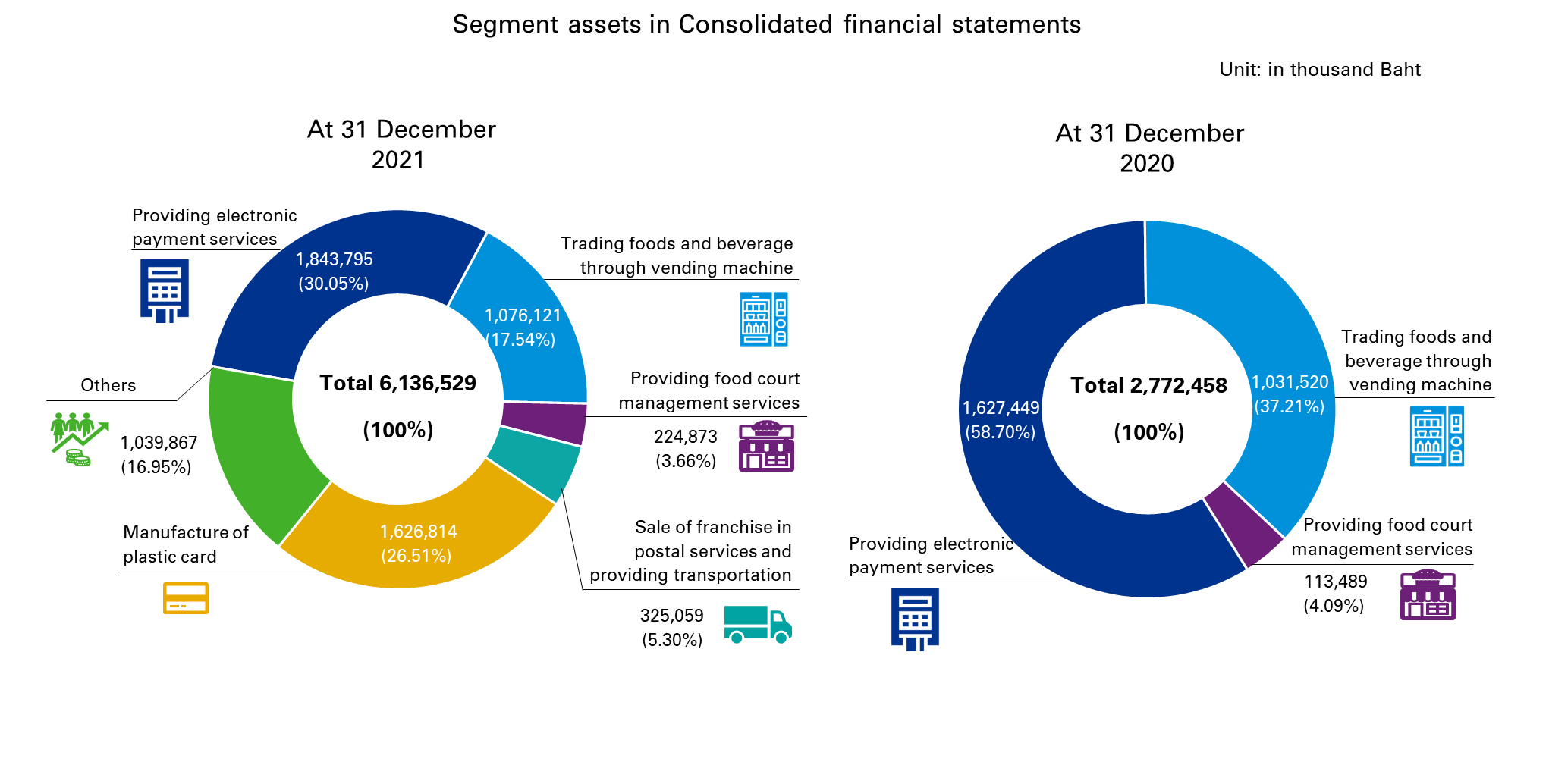
• *Segment 5* Manufacture of plastic card

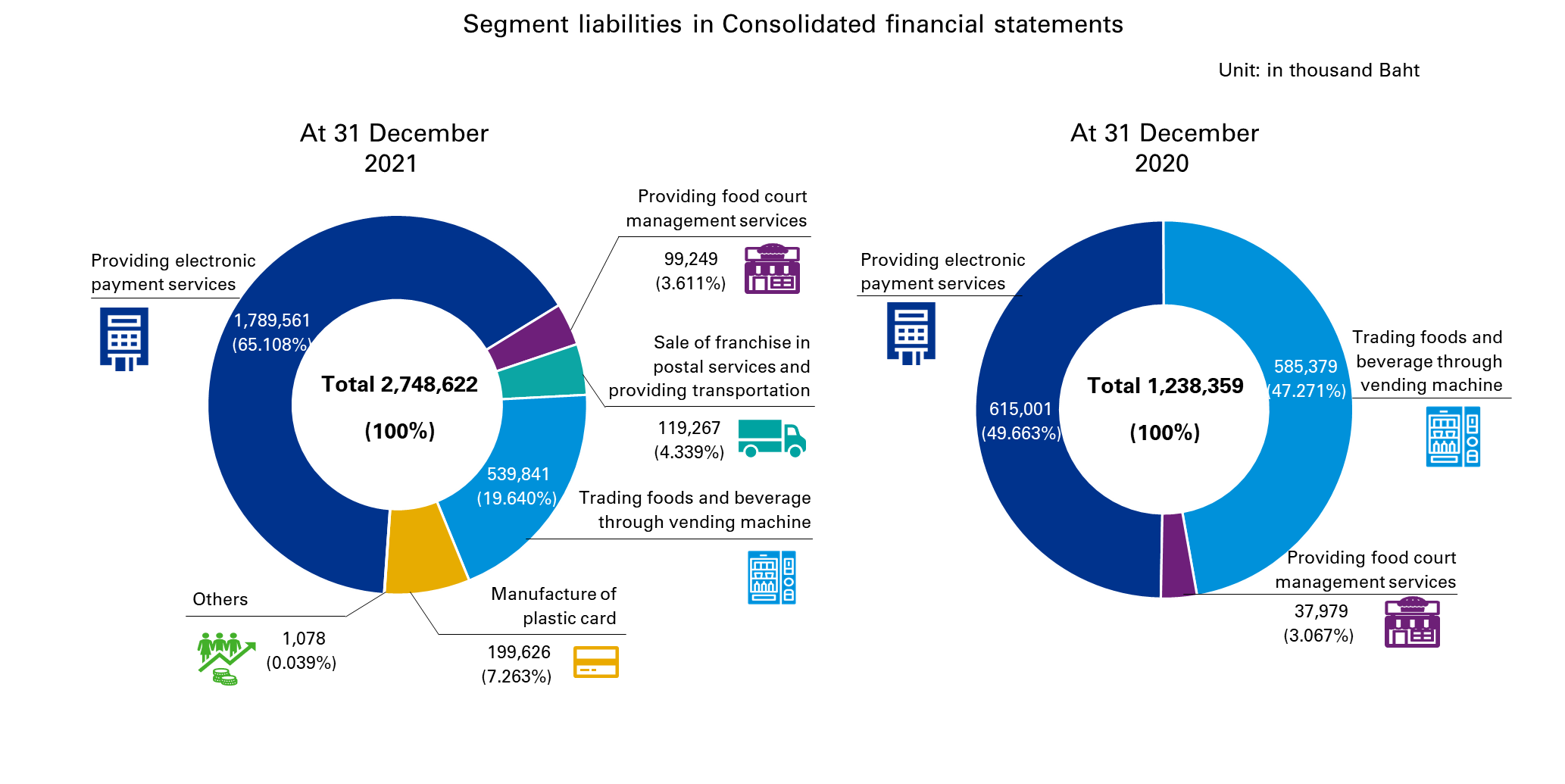
Each segment's performance is measured based on segment profit before tax, as included in the internal management reports that are reviewed by the Group’s CODM. Segment profit before tax is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

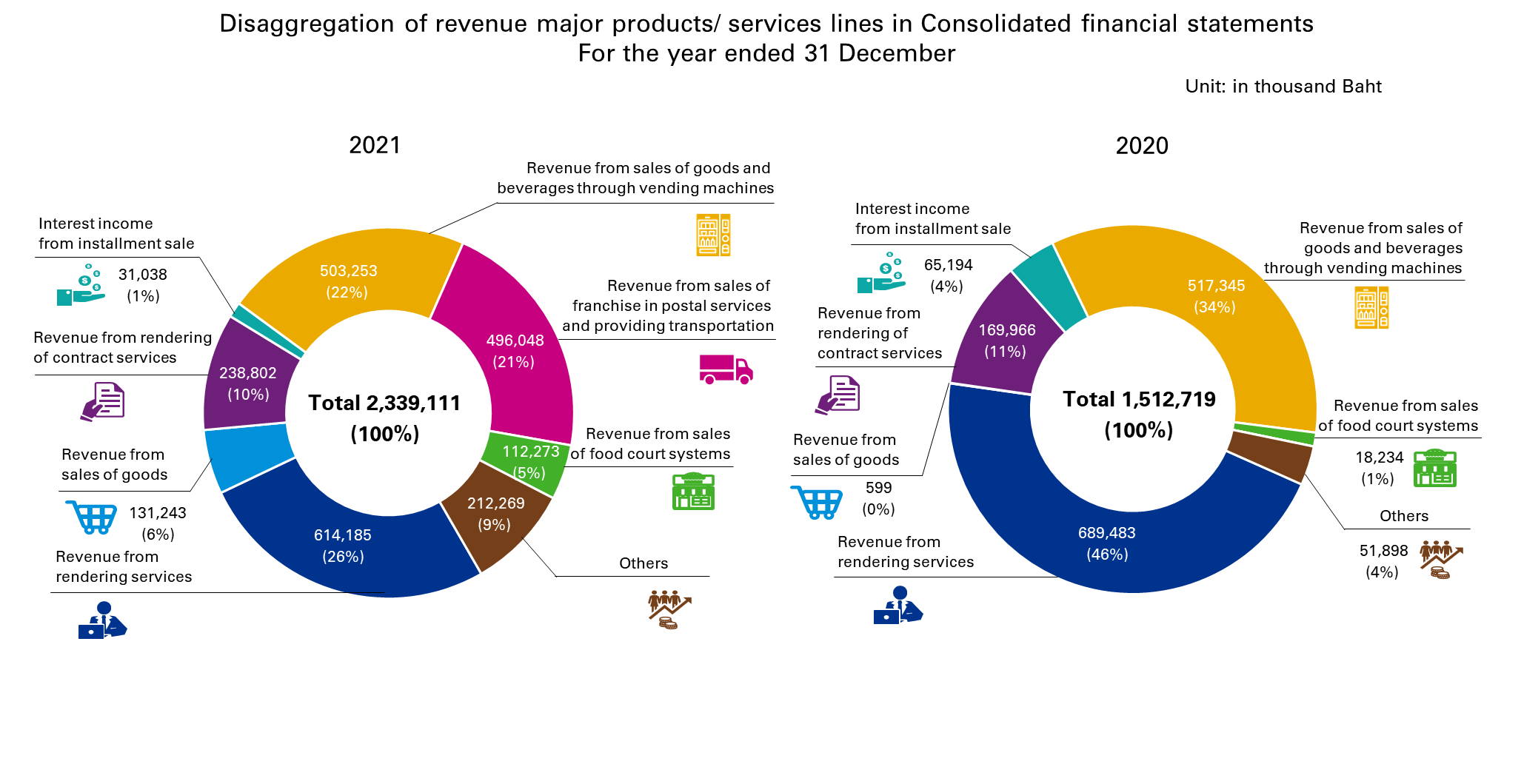
******



|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated financial statements** | | | | | | | | | | | | | | | | | | | | | | | | | | |
|  | **Providing electronic payment services** | | |  | **Trading foods and beverages through vending machine** | | |  | **Providing food court management services** | | |  | **Sale of franchise in**  **postal services and providing transportation** | | |  | **Manufacture of**  **plastic card** | | |  | **Others** | | |  | **Total**  **reportable segments** | | |
| ***Year ended 31 December*** | 2021 |  | 2020 |  | 2021 |  | 2020 |  | 2021 |  | 2020 |  | 2021 |  | 2020 |  | 2021 |  | 2020 |  | 2021 |  | 2020 |  | 2021 |  | 2020 |
|  | *(in thousand Baht)* | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Other material non-cash items: |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| - Loss on repossession | 58,451 |  | 53,331 |  | - |  | - |  | - |  | - |  | - |  | - |  | - |  | - |  | - |  | - |  | 58,451 |  | 53,331 |
| - (Reversal of) expected  credit loss | 5,341 |  | 32,069 |  | - |  | - |  | (284) |  | - |  | 4 |  | - |  | (784) |  | - |  | - |  | - |  | 4,277 |  | 32,069 |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Segment assets  at 31 December | **1,843,795** |  | **1,627,449** |  | **1,076,121** |  | **1,031,520** |  | **224,873** |  | **113,489** |  | **325,059** |  | **-** |  | **1,626,814** |  | **-** |  | **1,039,867** |  | **-** |  | **6,136,529** |  | **2,772,458** |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Segment liabilities  at 31 December | **1,789,561** |  | **615,001** |  | **539,841** |  | **585,379** |  | **99,249** |  | **37,979** |  | **119,267** |  | **-** |  | **199,262** |  | **-** |  | **1,078** |  | **-** |  | **2,748,622** |  | **1,238,359** |







|  | **Consolidated financial statements** | | | | | | | | | | | | | | | | | | | | | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Providing electronic payment services** | | |  | **Trading foods and beverages through vending machine** | | |  | **Providing food court management services** | | |  | **Sale of franchise in**  **postal services and providing transportation** | | |  | **Manufacture of**  **plastic card** | | |  | **Others** | | |  | **Total**  **reportable segments** | | | |
| ***Year ended 31 December*** | 2021 |  | 2020 |  | 2021 |  | 2020 |  | 2021 |  | 2020 |  | 2021 |  | 2020 |  | 2021 |  | 2020 |  | 2021 |  | 2020 |  | 2021 |  | 2020 | |
|  | *(in thousand Baht)* | | | | | | | | | | | | | | | | | | | | | | | | | | |
| ***Disaggregation of revenue*** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | |
| ***Major products/services lines*** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | |
| Revenue from rendering of services | 563,615 |  | 604,657 |  | 50,564 |  | 42,776 |  | - |  | - |  | - |  | - |  | - |  | - |  | 6 |  | - |  | 614,185 |  | 689,483 | |
| Revenue from sale of goods | 883 |  | 599 |  | - |  | - |  | - |  | - |  | - |  | - |  | 130,360 |  | - |  | - |  | - |  | 131,243 |  | 599 | |
| Revenue from rendering of  contract services | 236,911 |  | 169,966 |  | - |  | - |  | 545 |  | - |  | 1,346 |  | - |  | - |  | - |  | - |  | - |  | 238,802 |  | 169,966 | |
| Interest income from installment sale | 31,038 |  | 65,194 |  | - |  | - |  | - |  | - |  | - |  | - |  | - |  | - |  | - |  | - |  | 31,038 |  | 65,194 | |
| Revenue from sale of foods and  beverages through vending  machines | - |  | - |  | 503,253 |  | 517,345 |  | - |  | - |  | **-** |  | - |  | - |  | - |  | - |  | - |  | 503,253 |  | 517,345 | |
| Revenue from sale of food court  systems | - |  | - |  | - |  | - |  | 112,273 |  | 60,284 |  | - |  | - |  | - |  | - |  | - |  | - |  | 112,273 |  | 60,284 | |
| Revenue from sale of franchise in  postal services and providing  transportation | - |  | - |  | - |  | - |  | - |  | - |  | 496,048 |  | - |  | - |  | - |  | - |  | - |  | 496,048 |  | - | |
| Others | 29,766 |  | 43,222 |  | 5,958 |  | 8,036 |  | 1,246 |  | 640 |  | 6,218 |  | - |  | 169,081 |  | - |  | - |  | - |  | 212,269 |  | 51,898 | |
| **Total** | **862,213** |  | **883,638** |  | **559,775** |  | **568,157** |  | **114,064** |  | **60,924** |  | **503,612** |  | - |  | **299,441** |  | - |  | **6** |  | **-** |  | **2,339,111** |  | **1,512,719** | |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | |
| **Timing of revenue recognition** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | |
| At a point in time | 30,649 |  | 39,584 |  | 509,211 |  | 517,345 |  | 12,522 |  | 18,234 |  | 502,266 |  | - |  | 299,441 |  | - |  | - |  | - |  | 1,354,089 |  | 575,163 | |
| Over time | 831,564 |  | 844,054 |  | 50,564 |  | 50,812 |  | 101,542 |  | 42,690 |  | 1,346 |  | - |  | - |  | - |  | 6 |  | - |  | 985,022 |  | 937,556 | |
| **Total** | **862,213** |  | **883,638** |  | **559,775** |  | **568,157** |  | **114,064** |  | **60,924** |  | **503,612** |  | - |  | **299,441** |  | - |  | **6** |  | **-** |  | **2,339,111** |  | **1,512,719** | |

Management considers that the Company operates in a single line of business, namely providing electronic payment services, therefore, only one reportable segment.

1. *Geographical segments*

The Group is managed and operates principally in Thailand. There are no material revenues derived from, or assets located in, foreign countries.

1. *Major customer*

The Group’s customer base comprises the large number of parties. There are no material revenues derived from one customer of the Group’s total revenues.

1. *Contract balances*

| ***Contract liabilities*** |  | Consolidated financial statements | | |  | Separate financial statements | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | *Note* | 2021 |  | 2020 |  | 2021 |  | 2020 |
|  |  | *(in thousand Baht)* | | | | | | |
| At 1 January |  | 46,168 |  | 63,656 |  | 46,168 |  | 63,656 |
| Recognised as revenue during the period |  | (158,565) |  | (97,635) |  | (155,618) |  | (97,635) |
| Acquisition through business combination | *4* | 2,946 |  | - |  | - |  | - |
| Advance received |  | 247,070 |  | 145,219 |  | 245,266 |  | 145,219 |
| Reverse |  | (123,804) |  | (65,072) |  | (123,804) |  | (65,072) |
| **At 31 December** |  | **13,815** |  | **46,168** |  | **12,012** |  | **46,168** |

# **Expenses by nature**

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | **Consolidated** | | |  | **Separate** | | |
|  |  | **financial statements** | | |  | **financial statements** | | |
|  |  | 2021 |  | 2020 |  | 2021 |  | 2020 |
|  |  | *(in thousand Baht)* | | | | | | |
| Transportation expenses |  | 455,953 |  | 8,704 |  | 7,880 |  | 8,451 |
| Changes in inventories used |  | 436,512 |  | 322,315 |  | 11,722 |  | 241 |
| Depreciation and amortisation |  | 293,428 |  | 220,815 |  | 162,831 |  | 122,072 |
| Cost of profit sharing |  | 290,126 |  | 326,119 |  | 290,660 |  | 326,118 |
| Employee benefit expenses |  | 197,362 |  | 202,902 |  | 91,932 |  | 114,847 |
| Minimum lease payments under  operating leases |  | 59,701 |  | 64,105 |  | 7,978 |  | 10,062 |
| Internet expenses for top-up machines |  | 29,204 |  | 27,617 |  | 29,204 |  | 27,617 |
| Raw materials and consumables used |  | 22,653 |  | 33,072 |  | 11,972 |  | 27,588 |
| Professional fees |  | 16,411 |  | 9,788 |  | 6,175 |  | 5,407 |
| Promotions and advertising expenses |  | 13,556 |  | 5,024 |  | 5,403 |  | 4,050 |
| Bank fees |  | 6,079 |  | 8,001 |  | 6,079 |  | 8,001 |
| Commissions |  | 4,367 |  | 3,550 |  | 4,367 |  | 3,550 |
| Others |  | 109,700 |  | 113,517 |  | 72,823 |  | 66,376 |
| **Total costs of sale of goods and**  **rendering of services,**  **distribution costs and**  **administrative expenses** |  | **1,935,052** |  | **1,345,529** |  | **709,026** |  | **724,380** |

During the year 2021, the Group has contributed provident funds for its employees amounting to Baht 0.68 million *(2020: Baht 0.06 million for the Group and Baht 0.05 million for the Company)*, which included in employee benefit expenses.

# **Income tax**

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| ***Income tax recognised in profit or loss*** | | **Consolidated**  **financial statements** | | |  | **Separate**  **financial statements** | | |
|  |  | 2021 |  | 2020 |  | 2021 |  | 2020 |
|  |  | *(in thousand Baht)* | | | | | | |
| **Current tax expense** |  |  |  |  |  |  |  |  |
| Current year |  | 54,662 |  | 32,383 |  | 17,661 |  | 28,166 |
|  |  |  |  |  |  |  |  |  |
| **Deferred tax expense** |  |  |  |  |  |  |  |  |
| Movements in temporary differences |  | 1,167 |  | (9,907) |  | 7,053 |  | (463) |
|  |  |  |  |  |  |  |  |  |
| **Total income tax** |  | **55,829** |  | **22,476** |  | **24,714** |  | **27,703** |

| ***Reconciliation of effective tax rate*** | Consolidated financial statements | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | 2021 | | |  | 2020 | | |
|  | Rate  *(%)* |  | *(in thousand Baht)* |  | Rate  *(%)* |  | *(in thousand Baht)* |
| Profit before income tax expense |  |  | 313,356 |  |  |  | 120,100 |
| Income tax using the Thai corporation tax rate | 20.00 |  | 62,671 |  | 20.00 |  | 24,020 |
| Income not subject to tax |  |  | (59) |  |  |  | - |
| Expenses not deductible for tax purposes |  |  | 3,462 |  |  |  | 501 |
| Expenses for tax incentives |  |  | (9,886) |  |  |  | (2,045) |
| Recognition of previously unrecognised  tax losses |  |  | (359) |  |  |  | - |
| **Total** | **17.82** |  | **55,829** |  | **18.71** |  | **22,476** |

| ***Reconciliation of effective tax rate*** | Separate financial statements | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | 2021 | | |  | 2020 | | |
|  | Rate  *(%)* |  | *(in thousand Baht)* |  | Rate  *(%)* |  | *(in thousand Baht)* |
| Profit before income tax expense |  |  | 104,946 |  |  |  | 137,614 |
| Income tax using the Thai corporation tax rate | 20.00 |  | 20,989 |  | 20.00 |  | 27,523 |
| Expenses not deductible for tax purposes |  |  | 3,798 |  |  |  | 237 |
| Expenses for tax incentives |  |  | (73) |  |  |  | (57) |
| **Total** | **23.55** |  | **24,714** |  | **20.13** |  | **27,703** |

|  | Consolidated financial statements | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- |
| ***Deferred tax*** | Assets | | |  | Liabilities | | |
| ***At 31 December*** | 2021 |  | 2020 |  | 2021 |  | 2020 |
|  | *(in thousand Baht)* | | | | | | |
| Total | 162,340 |  | 140,115 |  | (87,609) |  | (62,100) |
| Set off of tax | (64,748) |  | (62,100) |  | 64,748 |  | 62,100 |
| **Net deferred tax assets** | **97,592** |  | **78,015** |  | **(22,861)** |  | **-** |

|  | Separate financial statements | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- |
| ***Deferred tax*** | Assets | | |  | Liabilities | | |
| ***At 31 December*** | 2021 |  | 2020 |  | 2021 |  | 2020 |
|  | *(in thousand Baht)* | | | | | | |
| Total | 118,015 |  | 122,420 |  | (64,748) |  | (62,100) |
| Set off of tax | (64,748) |  | (62,100) |  | 64,748 |  | 62,100 |
| **Net deferred tax assets** | **53,267** |  | **60,320** |  | **-** |  | **-** |

|  | **Consolidated financial statements** | | | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  | (Charged) / Credited to: | | |  |  |  |  |
| ***Deferred tax*** | **At**  **1 January** |  | Profit or  loss |  | Other comprehensive income |  | Acquisitions through business combinations |  | **At**  **31 December** |
|  | *(in thousand Baht)* | | | | | | | | |
| ***2021*** |  | | | | | | | | |
| ***Deferred tax assets*** |  |  |  |  |  |  |  |  |  |
| Trade and installment accounts  receivable | 14,578 |  | (644) |  | - |  | 716 |  | 14,650 |
| Differences arising from revenue recognition | 801 |  | (2) |  | - |  | - |  | 799 |
| Provisions | 3,250 |  | (374) |  | - |  | - |  | 2,876 |
| Inventories *(allowance for decline*  *in value)* | 220 |  | 67 |  | - |  | 4,326 |  | 4,613 |
| Property plant and equipment  *(loss on impairment)* | - |  | - |  | - |  | 3,143 |  | 3,143 |
| Provision for employee benefits | 1,304 |  | 517 |  | - |  | 3,652 |  | 5,473 |
| Contract liabilities | 102,843 |  | (3,722) |  | - |  | - |  | 99,121 |
| Depreciation of assets under leases | 311 |  | (26) |  | - |  | 155 |  | 440 |
| Loss carry forward | 16,808 |  | 1,676 |  | - |  | 12,741 |  | 31,225 |
| **Total** | **140,115** |  | **(2,508)** |  | **-** |  | **24,733** |  | **162,340** |
|  |  |  |  |  |  |  |  |  |  |
| ***Deferred tax liabilities*** |  |  |  |  |  |  |  |  |  |
| Contract cost assets | (62,100) |  | (2,648) |  | - |  | - |  | (64,748) |
| Fair value adjustments assets acquired  through acquisition of subsidiaries | - |  | 6,323 |  | - |  | (29,184) |  | (22,861) |
| **Total** | **(62,100)** |  | **3,675** |  | **-** |  | **(29,184)** |  | **(87,609)** |
|  |  |  |  |  |  |  |  |  |  |
| **Net** | **78,015** |  | **1,167** |  | **-** |  | **(4,451)** |  | **74,731** |

|  | **Consolidated financial statements** | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  | (Charged) / Credited to: | | |  |  |
| ***Deferred tax*** | **At**  **1 January** |  | Profit or  loss |  | Other comprehensive income |  | **At**  **31 December** |
|  | *(in thousand Baht)* | | | | | | |
| ***2020*** |  | | | | | | |
| ***Deferred tax assets*** |  |  |  |  |  |  |  |
| Trade and installment accounts  receivable | 25,763 |  | (11,185) |  | - |  | 14,578 |
| Differences arising from revenue recognition | 824 |  | (23) |  | - |  | 801 |
| Provisions | 2,513 |  | 737 |  | - |  | 3,250 |
| Inventories *(allowance for decline*  *in value)* | 220 |  | - |  | - |  | 220 |
| Provision for employee benefits | 814 |  | 490 |  | - |  | 1,304 |
| Contract liabilities | 70,448 |  | 32,395 |  | - |  | 102,843 |
| Loss carry forward | 7,745 |  | 9,063 |  | - |  | 16,808 |
| Depreciation of assets under leases | - |  | 311 |  | - |  | 311 |
| **Total** | **108,327** |  | **31,788** |  | **-** |  | **140,115** |
|  |  |  |  |  |  |  |  |
| ***Deferred tax liabilities*** |  |  |  |  |  |  |  |
| Depreciation of assets under leases | (218) |  | 218 |  | - |  | - |
| Contract cost assets | (40,001) |  | (22,099) |  | - |  | (62,100) |
| **Total** | **(40,219)** |  | **(21,881)** |  | **-** |  | **(62,100)** |
|  |  |  |  |  |  |  |  |
| **Net** | **68,108** |  | **9,907** |  | **-** |  | **78,015** |

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Separate financial statements** | | | | | | |
|  |  |  | (Charged) / Credited to: | | |  |  |
| ***Deferred tax*** | **At**  **1 January** |  | Profit or  loss |  | Other comprehensive income |  | **At**  **31 December** |
|  | *(in thousand Baht)* | | | | | | |
| ***2021*** |  | | | | | | |
| ***Deferred tax assets*** |  |  |  |  |  |  |  |
| Trade and installment accounts  receivable | 14,574 |  | (822) |  | - |  | 13,692 |
| Differences arising from revenue recognition | 801 |  | (2) |  | - |  | 799 |
| Provisions | 3,247 |  | (374) |  | - |  | 2,873 |
| Provision for employee benefits | 830 |  | 327 |  | - |  | 1,157 |
| Contract liabilities | 102,843 |  | (3,722) |  | - |  | 99,121 |
| Depreciation of assets under leases | 125 |  | 248 |  | - |  | 373 |
| **Total** | **122,420** |  | **(4,405)** |  | **-** |  | **118,015** |
|  |  |  |  |  |  |  |  |
| ***Deferred tax liabilities*** |  |  |  |  |  |  |  |
| Contract cost assets | (62,100) |  | (2,648) |  | - |  | (64,748) |
| **Total** | **(62,100)** |  | **(2,648)** |  | - |  | **(64,748)** |
|  |  |  |  |  |  |  |  |
| **Net** | **60,320** |  | **(7,053)** |  | - |  | **53,267** |
|  |  | | | | | | |
|  | **Separate financial statements** | | | | | | |
|  |  |  | (Charged) / Credited to: | | |  |  |
| ***Deferred tax*** | **At**  **1 January** |  | Profit or  loss |  | Other comprehensive income |  | **At**  **31 December** |
|  | *(in thousand Baht)* | | | | | | |
| ***2020*** |  | | | | | | |
| ***Deferred tax assets*** |  |  |  |  |  |  |  |
| Trade and installment accounts  receivable | 25,763 |  | (11,189) |  | - |  | 14,574 |
| Differences arising from revenue recognition | 824 |  | (23) |  | - |  | 801 |
| Provisions | 2,510 |  | 737 |  | - |  | 3,247 |
| Provision for employee benefits | 531 |  | 299 |  | - |  | 830 |
| Contract liabilities | 70,448 |  | 32,395 |  | - |  | 102,843 |
| Depreciation of assets under leases | - |  | 125 |  | - |  | 125 |
| **Total** | **100,076** |  | **22,344** |  | **-** |  | **122,420** |
|  |  |  |  |  |  |  |  |
| ***Deferred tax liabilities*** |  |  |  |  |  |  |  |
| Depreciation of assets under leases | (218) |  | 218 |  | - |  | - |
| Contract cost assets | (40,001) |  | (22,099) |  | - |  | (62,100) |
| **Total** | **(40,219)** |  | **(21,881)** |  | - |  | **(62,100)** |
|  |  |  |  |  |  |  |  |
| **Net** | **59,857** |  | **463** |  | - |  | **60,320** |

The subsidiaries determined deferred tax assets benefit from tax losses and temporary differences by actual estimates and future business expectations based on the estimation of assumptions of management in growth of revenues and the increase of profit from operation of the subsidiaries. The Group recognised tax losses as deferred tax assets because the Group considered it is probable that the Group will have sufficient future taxable profit to utilise the benefits therefrom. However, it is possible that the entire or portion of deferred tax assets from tax losses may be expired and cannot be finally realised. The tax losses will expire in 2026.

# **Earnings per share**

|  | **Consolidated** | | |  | **Separate** | | |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **financial statements** | | |  | **financial statements** | | |
|  | 2021 |  | 2020 |  | 2021 |  | 2020 |
|  | *(in thousand Baht / thousand shares)* | | | | | | |
| **Profit attributable to ordinary** |  |  |  |  |  |  |  |
| **shareholders of the Company**  **(basic)** | **213,605** |  | **102,058** |  | **80,232** |  | **109,911** |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |
| ***Ordinary shares outstanding*** |  |  |  |  |  |  |  |
| Number of ordinary shares outstanding  at 1 January | 1,005,000 |  | 887,983 |  | 1,005,000 |  | 887,983 |
| Effect of shares issued on 11 November | - |  | 16,306 |  | - |  | 16,306 |
| Effect of shares issued on 17 September | 31,644 |  | - |  | 31,644 |  | - |
| Effect of shares warrants exercised | 24,980 |  | - |  | 24,980 |  | - |
| **Weighted average number of**  **ordinary shares outstanding (basic)** | **1,061,624** |  | **904,298** |  | **1,061,624** |  | **904,298** |
| Effect of exercise of share warrants | 62,302 |  | - |  | 62,302 |  | - |
| **Weighted average number of**  **ordinary shares outstanding (dilute)** | **1,123,926** |  | **904,298** |  | **1,123,926** |  | **904,298** |
|  |  |  |  |  |  |  |  |
| **Earnings per share (basic) *(in Baht)*** | **0.201** |  | **0.112** |  | **0.076** |  | **0.122** |
| **Earnings per share (dilute) *(in Baht)*** | **0.190** |  | **0.112** |  | **0.071** |  | **0.122** |

# **Dividends**

|  | Approval date | Payment schedule | Dividend rate  per share |  | Amount |
| --- | --- | --- | --- | --- | --- |
|  |  |  | *(Baht)* |  | *(in million Baht)* |
| ***2021*** |  |  |  |  |  |
| 2020 Annual dividend | 20 April 2021 | May 2021 | 0.03 |  | 30.83 |
| 2021 Interim dividend | 4 August 2021 | September 2021 | 0.03 |  | 30.80 |

|  | Approval date | Payment schedule | Dividend rate  per share |  | Amount |
| --- | --- | --- | --- | --- | --- |
|  |  |  | *(Baht)* |  | *(in million Baht)* |
| ***2020*** |  |  |  |  |  |
| 2020 Interim dividend | 19 June 2020 | July 2020 | 0.023 |  | 20.42 |
| 2020 Interim dividend | 3 September 2020 | September 2020 | 0.340 |  | 301.92 |

# **Financial instruments**

1. *Carrying amounts and fair values*

Cash and cash equivalents, account receivables, loans, account payables, short-term borrowings and current portion of long-term loans have the carrying values approximate their fair values as these financial instruments have short-term maturity.

Long-term loans and lease liabilities have the carrying values approximate to their fair values as interest rates approximate to market rates.

1. *Financial risk management policies*

*Risk management framework*

The Group’s board of directors has overall responsibility for the establishment and oversight of the Group’s risk management framework. The board of directors has established the risk management committee, which is responsible for developing and monitoring the Group’s risk management policies. The committee reports regularly to the board of directors on its activities.

The Group’s risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group’s activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group audit committee oversees how management monitors compliance with the Group’s risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Group audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

*(b.1) Credit risk*

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group’s receivables from customers.

(b.1.1) Trade accounts receivable and installment accounts receivable

The Group’s exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry in which customers operate. Detail of concentration of revenue are included in note 24.

The risk management committee has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group’s commercial terms and conditions are offered. The Group’s review sale limits are established for each customer and reviewed quarterly. Any sales exceeding those limits require approval from the risk management committee.

The Group limits its exposure to credit risk from trade accounts receivables by establishing a maximum payment period of 3 months. Outstanding trade receivables are regularly monitored by the Group. An impairment analysis is performed by the Group at each reporting date. The provision rates of expected credit loss are based on days past due for individual trade receivables/groupings of various customer segments with similar credit risks to reflect differences between economic conditions in the past, current conditions and the Group’s view of economic conditions over the expected lives of the receivables.

Information relevant to trade accounts receivable and installment accounts receivable are disclosed in note 7 and 8 respectively.

(b.1.2) Cash and cash equivalent

The Group’s exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks and financial institutions which the Group considers to have low credit risk.

(b.1.3) Guarantees

The Group’s policy is to provide financial guarantees only for subsidiaries’ liabilities. At 31 December 2021, the Group has issued a guarantee to certain banks in respect of credit facilities granted to two subsidiaries (see note 18).

*(b.2) Liquidity risk*

The Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group’s operations and to mitigate the effects of fluctuations in cash flows.

The following table are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted and include contractual interest payments and exclude the impact of netting agreements.

|  | **Consolidated financial statements** | | | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Contractual cash flows | | | | | | | | |
| ***At 31 December*** | Carrying amount |  | 1 year  or less |  | More than  1 years but  less than  5 years |  | More than  5 years |  | Total |
|  | *(in thousand Baht)* | | | | | | | | |
| ***2021*** |  | | | | | | | | |
| ***Non-derivative financial liabilities*** |  |  |  |  |  |  |  |  |  |
| Trade payables | 277,403 |  | 277,403 |  | - |  | - |  | 277,403 |
| Loans from financial institutions | 787,522 |  | 401,767 |  | 385,755 |  | - |  | 787,522 |
| Lease liabilities | 352,433 |  | 148,357 |  | 230,651 |  | - |  | 379,008 |
|  | **1,471,358** |  | **827,527** |  | **616,406** |  | - |  | **1,443,933** |
|  |  |  |  |  |  |  |  |  |  |
| ***2020*** |  |  |  |  |  |  |  |  |  |
| ***Non-derivative financial liabilities*** |  |  |  |  |  |  |  |  |  |
| Trade payables | 181,618 |  | 181,618 |  | - |  | - |  | 181,618 |
| Loans from financial institutions | 495,810 |  | 368,676 |  | 126,910 |  | 224 |  | 495,810 |
| Lease liabilities | 367,053 |  | 128,079 |  | 246,349 |  | - |  | 374,428 |
|  | **1,044,481** |  | **678,373** |  | **373,259** |  | **224** |  | **1,051,856** |
|  |  |  |  |  |  |  |  |  |  |

|  | **Separate financial statements** | | | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Contractual cash flows | | | | | | | | |
| ***At 31 December*** | Carrying amount |  | 1 year  or less |  | More than  1 years but  less than  5 years |  | More than  5 years |  | Total |
|  | *(in thousand Baht)* | | | | | | | | |
| ***2021*** |  | | | | | | | | |
| ***Non-derivative financial liabilities*** |  |  |  |  |  |  |  |  |  |
| Trade payables | 76,112 |  | 76,112 |  | - |  | - |  | 76,112 |
| Borrowings from related parties | 491,814 |  | 491,814 |  | - |  | - |  | 491,814 |
| Loans from financial institutions | 613,270 |  | 270,086 |  | 343,184 |  | - |  | 613,270 |
| Lease liabilities | 24,317 |  | 13,001 |  | 13,122 |  | - |  | 26,123 |
|  | **1,201,867** |  | **851,013** |  | **356,306** |  | - |  | **1,207,319** |
|  |  |  |  |  |  |  |  |  |  |
| ***2020*** |  |  |  |  |  |  |  |  |  |
| ***Non-derivative financial liabilities*** |  |  |  |  |  |  |  |  |  |
| Trade payables | 98,977 |  | 98,977 |  | - |  | - |  | 98,977 |
| Borrowings from related parties | 63,970 |  | 63,970 |  | - |  | - |  | 63,970 |
| Loans from financial institutions | 379,866 |  | 259,080 |  | 120,786 |  | - |  | 379,866 |
| Lease liabilities | 33,177 |  | 12,161 |  | 24,054 |  | - |  | 36,215 |
|  | **575,990** |  | **434,188** |  | **144,840** |  | - |  | **579,028** |

*(b.3) Market risk*

The Group is exposed to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk is as follows:

(b.3.1) Foreign currency risk

The Group is exposed to foreign currency risk relating to the purchase of inventories and equipment which are denominated in foreign currencies.

|  | **Consolidated financial statements** | | | | | | | | | | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | 2021 | | | | | | | | |  | 2020 | | | | | |
| ***Exposure to foreign currencies at***  ***31 December*** | United States Dollars |  | Euro |  | Pound sterling |  | Japanese yen |  | Total |  | | United States Dollars |  | Euro |  | Total | |
|  | *(in thousand baht)* | | | | | | | | | | | | | | | |
| Trade accounts  payable | (8,195) |  | 11 |  | (19) |  | - |  | (8,203) |  | | (3,093) |  | - |  | (3,093) | |
| Other payables | (38) |  | (266) |  | - |  | - |  | (304) |  | | - |  | (11,402) |  | (11,402) | |
| **Net statement of**  **financial position  exposure** | **(8,233)** |  | **(255)** |  | **(19)** |  | - |  | **(8,507)** |  | | **(3,093)** |  | (11,402) |  | **(14,495)** | |
|  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  | |
| Purchase of goods  forecast | (82,622) |  | (520) |  | (340) |  | (148) |  | (83,630) |  | | (9,740) |  | - |  | (9,740) | |
| Purchase of assets  forecast | (24) |  | - |  | - |  | - |  | (24) |  | | (6,136) |  | - |  | (6,136) | |
| **Net forecast**  **transaction**  **exposure** | **(90,879)** |  | **(775)** |  | **(359)** |  | **(148)** |  | **(92,161)** |  | | **(18,969)** |  | **(11,402)** |  | **(30,371)** | |
|  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  | |
| **Total exposure** | **(90,879)** |  | **(775)** |  | **(359)** |  | **(148)** |  | **(92,161)** |  | | **(18,969)** |  | **(11,402)** |  | **(30,371)** | |

(b.3.2) Interest rate risk

Interest rate risk is the risk that future movements in market interest rates will affect the results of the Group’s operations and its cash flows because loan interest rates are mainly floated. The Group is primarily exposed to interest rate risk from loans. The Group mitigates this risk by ensuring that the majority of its loans are floated at interest rates closely to market rates.

| ***Exposure to interest rate risk*** | **Consolidated**  **financial statements** | | |  | **Separate**  **financial statements** | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| ***At 31 December*** | 2021 |  | 2020 |  | 2021 |  | 2020 |
|  | *(in thousand Baht)* | | | | | | | |
| ***Financial instruments with***  ***fixed interest rates*** |  |  |  |  |  |  |  |
| Financial liabilities | **(6,457)** |  | **(7,879)** |  | **-** |  | **-** |
|  |  |  |  |  |  |  |  |
| ***Financial instruments with***  ***variable interest rates*** |  |  |  |  |  |  |  |
| Financial assets | 18,500 |  | - |  | 258,111 |  | 163,266 |
| Financial liabilities | (781,065) |  | (487,931) |  | (1,105,084) |  | (443,836) |
|  | **(762,565)** |  | **(487,931)** |  | **(846,973)** |  | **(280,570)** |

*Cash flow sensitivity analysis for variable-rate instruments*

The Group has no interest rate swaps and financial asset or financial liabilities measured fair value through profit or loss. Therefore, a changes in variable interest rates at the reporting date would not affect profit or loss.

# **Capital management**

The Board of Directors’ policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board regularly monitors the return on capital, by evaluating result from operating activities divided by total shareholders’ equity, excluding non-controlling interests and also monitors the level of dividends to ordinary shareholders.

# **Commitments with non-related parties**

|  | Consolidated  financial statements | | |  | Separate  financial statements | | |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | 2021 |  | 2020 |  | 2021 |  | 2020 |
|  | *(in thousand Baht)* | | | | | | |
| ***Future minimum lease payments under*** |  | | | | | | |
| ***non-cancellable agreements*** |  | | | | | | |
| Within 1 year | 46,083 |  | 20,874 |  | 2,044 |  | 1,561 |
| 1 -5 years | 3,587 |  | 2,526 |  | 318 |  | 2,526 |
| **Total** | **49,670** |  | **23,400** |  | **2,362** |  | **4,087** |
|  |  |  |  |  |  |  |  |
| ***Capital commitment*** |  |  |  |  |  |  |  |
| Machinery and equipment | **3,006** |  | **-** |  | **-** |  | **-** |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |
| ***Other commitments*** |  |  |  |  |  |  |  |
| Purchase orders for goods and supplies | 22,243 |  | 145,858 |  | 3,728 |  | 18,809 |
| Bank guarantees | 122,086 |  | 47,835 |  | 25,960 |  | 25,460 |
| **Total** | **144,329** |  | **193,693** |  | **29,688** |  | **44,269** |

***Significant agreements***

The Group entered into office equipment lease agreements with various persons and local companies for periods ranging from 1 year to 4 years, which had different expire date of the agreements up to 2026.

As at 31 December 2021, the Group and the Company had commitments from bank guarantees for utility payments through electronic payment systems, electronic payment services provider, goods purchasing, electricity usage, and contractual obligation amounting to Baht 122.14 million and 25.96 million, respectively *(2020: 47.84 million and 25.46 million, respectively).* These amounts were secured by deposits at financial institutions amounting to Baht 2.9 million *(2020: Baht 2.9 million).*

# **Events after the reporting period**

At the Board of Directors Meeting of the Company held on 10 January 2022, the Board of Directors approved the resolutions as follows:

1) To approve the acquisition of the ordinary shares of Payspost Service Company Limited from the existing shareholders in proportion not over 75% of the authorised share capital amounting to not over Baht 56.25 million.

2) To approve the acquisition of the ordinary shares of Laundry Bar Thai Company Limited from the existing shareholders in proportion not over 20% of the authorised share capital amounting to not over Baht 45 million.

3) To approve the acquisition of the ordinary shares of Citysoft Infotech Company Limited from the existing shareholders in proportion not over 60% of the authorised share capital amounting to not over Baht 58.50 million.

4) To approve Sabuy Accelerator Company Limited, a subsidiary, to acquire the ordinary shares of Eatlab Company Limited in proportion not over 10.15% of the authorised share capital amounting to not over Baht 27.55 million and acquire the ordinary shares of Keen Profile (Thailand) Company Limited in proportion not over 15% of the authorised share capital amounting to not over Baht 10 million.

5) To approve the increase of the authorised share capital of Sabuy Accelerator Company Limited and the proportion shareholding of 100%.

On 14 January 2022, the Company registered Sabuy Accelerator Company Limited and Sabuy Speed Company Limited, the authorised share capital amounting to Baht 1 million (100,000 shares at Baht 10 par value).

At the Board of Directors Meeting of the Company held on 30 January 2022, the Board of Directors approved the resolutions as follows:

1) To approve the jointly investment with OMoney Group to set up jointly company in proportion of 60% amounting to not over Baht 50 million.

2) To approve the acquisition of the ordinary shares of CarFinn Company Limited in proportion not over 20% of the authorised share capital amounting to not over Baht 30 million.

At the Board of Directors Meeting of the Company held on 12 February 2022, the Board of Directors approved the resolutions as follows:

1) To approve the Company to invest in Indeem Group Company Limited equivalent to 30% amounting to not over Baht 49.50 million and jointly invest with Indeem Group Company Limited to set up the jointly company equivalent to 60% amounting to Baht 3 million.

2) To approve the Company and/or Sabuy Accelerator Company Limited, a subsidiary, invest in Lockbox Group Company Limited equivalent to 20% amounting to not over Baht 48.75 million.

3) To approve the Company and/or Sabuy Accelerator Company Limited, a subsidiary, acquire the increase of ordinary shares of The Achiever 59 Company Limited equivalent to 20% amounting to not over Baht 1.25 million.

4) To approve the Company and Sabuy Accelerator Company Limited, a subsidiary, jointly invest in The Achiever 59 Company Limited to set up company equivalent to 50% amounting to not over Baht 35 million.

On 18 February 2022, the Company issued and offered debentures of the Company amounting to Baht 500 million, bearing interest rate at 6.25% per annum.

At the Board of Directors Meeting of the Company held on 21 February 2022, the Board of Directors resolved to propose to the Annual General Meeting of the shareholders of 2021 as follows:

1) To approve the appropriation of dividend of Baht 0.03 per share amounting to approximately Baht 38.86 million.

2) To approve the acquisition of new ordinary shares of Nakhonluang Capital Public Company Limited in proportion of 25% amounting to Baht 779.25 million in cash of Baht 584.44 million and new ordinary shares of 6,896,005 shares at offering price of 28.25 Baht per share amounting to Baht 194.81 million.

3) To approve the acquisition of the ordinary shares of Buzzebees Co., Ltd. in proportion 30% amounting to not over United States Dollar 30 million, equivalent to Baht 970.80 million in cash.

4) To approve the acquisition of new ordinary shares of Advanced Information Technology Public Company Limited of 30 million shares at offering price of 7.08 Baht per share amounting to Baht 212.40 million and the 2nd warrant (“AIT-W2”) of such company of 140,000,000 units at 3.55 Baht per warrant totalling Baht 497 million by issuing new ordinary shares of 25,111,504 shares at offering price of 28.25 Baht per share.

5) To approve the issuance and offering of warrant (“SABUY-W2”) to the existing shareholders by the right offering, not over 508,511,983 units.

6) To approve the issuance and offering of the 3rd warrant (“SABUY-ESOP3) to directors and employees of the Company and subsidiaries, not over 40,000,000 units.

7) To approve the increase of the Company’s authorised share capital and the amendment to the Memorandum of Association of the Company to be in accordance with the increase of such registered capital and allot new ordinary shares as follows:

7.1) To allot new ordinary shares and offer to private placement to Nakhonluang Capital Public Company Limited of 6,896,005 shares and Advanced Information Technology Public Company Limited of 25,111,504 shares.

7.2) To allot new ordinary shares and offer to private placement of 100 million shares.

7.3) To allot new ordinary shares of 508,511,983 shares for the exercise of SABUY-W2

7.4) To allot new ordinary shares of 40 million shares for the exercise of SABUY-ESOP3.

7.5) To allot new ordinary shares for right adjustment of SABUY-W2 of 32,087,909 shares.

8) To approve the issue and offer of debentures of the Company of Baht 3,000 million.