

**Boutique Corporation Public Company Limited
and its Subsidiaries**

Condensed interim financial statements
for the three-month and six-month periods ended
30 June 2021

and
Independent auditor's review report

Independent Auditor's Report on Review of Interim Financial Information

To the Board of Directors of Boutique Corporation Public Company Limited

I have reviewed the accompanying consolidated and separate statements of financial position of Boutique Corporation Public Company Limited and its subsidiaries, and of Boutique Corporation Public Company Limited, respectively, as at 30 June 2021; the consolidated and separate statements of comprehensive income for the three-month and six-month periods ended 30 June 2021, changes in equity and cash flows for the six-month period ended 30 June 2021; and condensed notes ("interim financial information"). Management is responsible for the preparation and presentation of this interim financial information in accordance with Thai Accounting Standard 34, "Interim Financial Reporting". My responsibility is to express a conclusion on this interim financial information based on my review.

Scope of Review

I conducted my review in accordance with Thai Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Thai Standards on Auditing and consequently does not enable me to obtain assurance that I would become aware of all significant matters that might be identified in an audit. Accordingly, I do not express an audit opinion.

Conclusion

Based on my review, nothing has come to my attention that causes me to believe that the accompanying interim financial information is not prepared, in all material respects, in accordance with Thai Accounting Standard 34, "Interim Financial Reporting".

(Veerachai Ratanajaratkul)
Certified Public Accountant
Registration No. 4323

KPMG Phoomchai Audit Ltd.
Bangkok
11 August 2021

Boutique Corporation Public Company Limited and its Subsidiaries

Statement of financial position

	Note	Consolidated financial statements		Separate financial statements	
		30 June 2021 (Unaudited)	31 December 2020	30 June 2021 (Unaudited)	31 December 2020
		(in thousand Baht)			
Assets					
<i>Current assets</i>					
Cash and cash equivalents		82,417	119,060	331	3,227
Trade accounts receivable	3, 4	7,499	9,868	77,672	66,462
Other receivables	3	53,617	119,182	20,597	3,621
Inventories		1,086	1,127	-	-
Other current assets		23,016	16,103	10,069	8,857
Total current assets		167,635	265,340	108,669	82,167
<i>Non-current assets</i>					
Deposit pledged as collateral	8	34,528	34,497	3,000	3,000
Investments in subsidiaries	5	-	-	280,489	372,392
Investments in associates	5	7,268	-	-	-
Investments in joint ventures	5	132,346	149,703	-	-
Long-term loans to related parties	3	53,703	53,703	484,688	456,322
Interest receivable from related parties	3	20,435	19,359	104,273	94,369
Investment properties	6, 8	397,779	333,464	-	-
Property, plant and equipment	7, 8	3,117,682	2,971,083	2,582	3,171
Right-of-use assets	7	27,602	28,119	24,081	24,012
Intangible assets		5,082	5,469	963	1,074
Deferred tax assets		29,597	23,434	38,042	32,369
Deposit for land	12	39,485	41,985	39,485	41,985
Other non-current assets		9,103	9,898	872	869
Total non-current assets		3,874,610	3,670,714	978,475	1,029,563
Total assets		4,042,245	3,936,054	1,087,144	1,111,730

The accompanying notes are an integral part of these interim financial statements.

Boutique Corporation Public Company Limited and its Subsidiaries

Statement of financial position

Liabilities and equity	Note	Consolidated		Separate	
		financial statements		financial statements	
		30 June	31 December	30 June	31 December
		2021	2020	2021	2020
		(Unaudited)		(Unaudited)	
		(in thousand Baht)			
Current liabilities					
Bank overdrafts and short-term					
loans from financial institutions	8	112,496	119,082	42,611	40,740
Trade accounts payable		2,677	5,462	-	-
Construction payables		130,476	58,689	-	-
Other payables		164,673	115,215	37,461	35,071
Short-term loan from related party	3, 8	-	-	71,100	45,000
Interest payable to related party	3, 8	-	-	2,097	824
Current portion of long-term					
loans from financial institutions	8	76,355	56,038	-	-
Current portion of lease liabilities	8	8,247	9,694	6,465	6,279
Current income tax payable		-	15	-	-
Other current liabilities		9,514	7,821	6,961	5,831
Total current liabilities		504,438	372,016	166,695	133,745
Non-current liabilities					
Long-term loans from financial institutions	8	1,857,621	1,806,420	-	-
Long-term loans from related parties	3, 8	-	-	97,706	194,446
Long-term loans from other parties	8	485,133	417,689	64,444	-
Interest payable to financial institutions		14,308	33,178	-	-
Interest payable to related parties	3, 8	-	-	5,777	3,718
Interest payable to other parties		125,583	117,405	-	-
Lease liabilities	8	183,409	115,567	18,766	18,542
Non-current provisions for employee benefits		28,136	26,520	24,821	23,146
Deferred tax liabilities		117,842	115,323	-	-
Obligation in respect to losses					
of joint ventures	5	30,133	24,101	-	-
Other non-current liabilities		11,980	25,966	-	-
Total non-current liabilities		2,854,145	2,682,169	211,514	239,852
Total liabilities		3,358,583	3,054,185	378,209	373,597

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Boutique Corporation Public Company Limited and its Subsidiaries

Statement of financial position

	Consolidated		Separate	
	financial statements		financial statements	
	30 June	31 December	30 June	31 December
	2021	2020	2021	2020
<i>Equity</i>	(Unaudited)		(Unaudited)	
	<i>(in thousand Baht)</i>			
Share capital:				
Authorised share capital	507,000	507,000	507,000	507,000
Issued and paid-up share capital	507,000	507,000	507,000	507,000
Premium on common shares	294,620	294,620	294,620	294,620
Share premium on sale of interest in subsidiaries	226,237	226,237	-	-
Difference on business combination				
under common control	(86,102)	(86,102)	-	-
Retained earnings (Deficit)				
Appropriated				
Legal reserve	6,279	6,279	6,279	6,279
Deficit	(721,176)	(632,356)	(87,420)	(58,222)
Other components of equity	477,822	477,822	(11,544)	(11,544)
Equity attributable to owners of the parent	704,680	793,500	708,935	738,133
Non-controlling interests	(21,018)	88,369	-	-
Total equity	683,662	881,869	708,935	738,133
 Total liabilities and equity	 4,042,245	 3,936,054	 1,087,144	 1,111,730

The accompanying notes are an integral part of these interim financial statements.

Boutique Corporation Public Company Limited and its Subsidiaries

Statement of comprehensive income (Unaudited)

		Consolidated		Separate	
		financial statements		financial statements	
		Three - month period ended		Three - month period ended	
		30 June		30 June	
	Note	2021	2020	2021	2020
		(in thousand Baht)			
Revenue					
Revenue from hotel operation and community mall		19,946	12,727	-	-
Management income		5,978	5,241	22,440	30,058
Gain on sale of investment in subsidiaries	5	9,934	-	125	-
Interest income		595	794	6,194	5,616
Other income		7,523	566	4,413	388
Total revenue		43,976	19,328	33,172	36,062
Expenses					
Cost of hotel operation and community mall		11,896	8,639	-	-
Cost of renderring of services		1,759	1,916	28,738	22,735
Depreciation and amortisation		16,076	12,835	2,379	2,458
Distribution costs		1,294	808	179	62
Administrative expenses		56,747	33,517	13,053	5,242
Total expenses		87,772	57,715	44,349	30,497
Profit (loss) from operating activities		(43,796)	(38,387)	(11,177)	5,565
Finance costs		(34,160)	(25,134)	(3,873)	(2,118)
Impairment loss determined in accordance with TFRS 9		171	-	(3,456)	(2,367)
Share of loss of associates accounted for using equity method		(732)	-	-	-
Share of loss of joint ventures accounted for using equity method		(12,389)	(13,241)	-	-
Profit (loss) before income tax expense		(90,906)	(76,762)	(18,506)	1,080
Tax income	10	(3,738)	(1,249)	(3,541)	(1,478)
Profit (loss) for the period		(87,168)	(75,513)	(14,965)	2,558
Other comprehensive income					
Items that will not be reclassified to profit or loss					
Gain on remeasurements of defined benefit plans		-	1,081	-	1,081
Income tax relating to items that will not be reclassified		-	(216)	-	(216)
Total items that will not be reclassified to profit or loss		-	865	-	865
Total comprehensive income (expense) for the period		(87,168)	(74,648)	(14,965)	3,423

The accompanying notes are an integral part of these interim financial statements.

Boutique Corporation Public Company Limited and its Subsidiaries

Statement of comprehensive income (Unaudited)

	Consolidated		Separate	
	financial statements		financial statements	
	Three - month period ended		Three - month period ended	
	30 June		30 June	
	2021	2020	2021	2020
	<i>(in thousand Baht)</i>			
Profit (loss) attributable to:				
Owners of the parent	(46,638)	(32,619)	(14,965)	2,558
Non-controlling interests	(40,530)	(42,894)	-	-
Profit (loss) for the period	(87,168)	(75,513)	(14,965)	2,558
Other comprehensive income for the period, net of tax				
Owners of the parent	-	865	-	865
Non-controlling interests	-	-	-	-
Other comprehensive income for the period	-	865	-	865
Total comprehensive income (expense) attributable to:				
Owners of the parent	(46,638)	(31,754)	(14,965)	3,423
Non-controlling interests	(40,530)	(42,894)	-	-
Total comprehensive income (expense) for the period	(87,168)	(74,648)	(14,965)	3,423
Basic earnings (loss) per share <i>(in Baht)</i>				
Basic earnings (loss) per share	(0.09)	(0.06)	(0.03)	0.01

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Boutique Corporation Public Company Limited and its Subsidiaries

Statement of comprehensive income (Unaudited)

		Consolidated		Separate	
		financial statements		financial statements	
		Six - month period ended		Six - month period ended	
		30 June		30 June	
	Note	2021	2020	2021	2020
		(in thousand Baht)			
Revenue					
Revenue from hotel operation and					
community mall		41,715	70,360	-	-
Management income	3	11,541	10,482	42,835	65,984
Gain on sale of investment in subsidiaries	5	9,934	-	125	-
Interest income	3	1,190	1,452	11,906	11,211
Other income		10,072	1,658	5,704	558
Total revenue		74,452	83,952	60,570	77,753
Expenses					
Cost of hotel operation and					
community mall		23,507	37,802	-	-
Cost of renderring of services	3	3,518	3,833	55,196	67,285
Depreciation and amortisation		31,987	25,695	4,768	5,084
Distribution costs		3,119	7,362	180	179
Administrative expenses		105,610	100,129	22,037	16,055
Total expenses		167,741	174,821	82,181	88,603
Loss from operating activities		(93,289)	(90,869)	(21,611)	(10,850)
Finance costs	3	(51,404)	(51,533)	(6,661)	(4,282)
Impairment loss determined in accordance with TFRS 9	3	(2,453)	-	(6,599)	(3,765)
Share of loss of associates accounted for using					
equity method	5	(732)	-	-	-
Share of loss of joint ventures accounted for using					
equity method	5	(23,445)	(16,053)	-	-
Loss before income tax expense		(171,323)	(158,455)	(34,871)	(18,897)
Tax income	10	(3,642)	(2,511)	(5,673)	(3,851)
Loss for the period		(167,681)	(155,944)	(29,198)	(15,046)
Other comprehensive income					
Items that will not be reclassified to profit or loss					
Gain on remeasurements of defined benefit plans		-	1,081	-	1,081
Income tax relating to items that will not be reclassified		-	(216)	-	(216)
Total items that will not be reclassified to profit or loss		-	865	-	865
Total comprehensive expense					
for the period		(167,681)	(155,079)	(29,198)	(14,181)

The accompanying notes are an integral part of these interim financial statements.

Boutique Corporation Public Company Limited and its Subsidiaries

Statement of comprehensive income (Unaudited)

	Consolidated		Separate	
	financial statements		financial statements	
	Six - month period ended		Six - month period ended	
	30 June		30 June	
	2021	2020	2021	2020
	<i>(in thousand Baht)</i>			
Loss attributable to:				
Owners of the parent	(88,820)	(79,531)	(29,198)	(15,046)
Non-controlling interests	(78,861)	(76,413)	-	-
Loss for the period	(167,681)	(155,944)	(29,198)	(15,046)
Other comprehensive income for the period, net of tax				
Owners of the parent	-	865	-	865
Non-controlling interests	-	-	-	-
Other comprehensive income for the period	-	865	-	865
Total comprehensive expense attributable to:				
Owners of the parent	(88,820)	(78,666)	(29,198)	(14,181)
Non-controlling interests	(78,861)	(76,413)	-	-
Total comprehensive expense for the period	(167,681)	(155,079)	(29,198)	(14,181)
Basic loss per share <i>(in Baht)</i>				
Basic loss per share	(0.18)	(0.16)	(0.06)	(0.03)

The accompanying notes are an integral part of these interim financial statements.

Boutique Corporation Public Company Limited and its Subsidiaries
Statement of changes in equity (Unaudited)

	Note	Consolidated financial statements												
		Retained earnings/(Deficit)				Other components of equity				Differences of business combination under common control	Equity attributable to owners of the parent	Non-controlling interests	Total equity	
		Issued and paid-up share capital	Premium on shares	Premium on sale of share in subsidiaries	Legal reserve	Deficit	Losses on remeasurements of defined benefit plan	Revaluation surplus of land of subsidiaries (in thousand Baht)	Share of other comprehensive income of joint ventures					Total other components of equity
Six - month period ended 30 June 2020														
Balance at 1 January 2020		507,000	294,620	232,287	6,279	(464,993)	(13,092)	370,667	116,863	474,438	(86,102)	963,529	134,418	1,097,947
Transactions with owners, recorded directly in equity														
Changes in ownership interests in subsidiaries														
Disposal of interest in subsidiaries without change in control		-	-	-	-	-	-	-	-	-	-	-	62,747	62,747
Total changes in ownership interests in subsidiaries		-	-	-	-	-	-	-	-	-	-	-	62,747	62,747
Comprehensive income (expense) for the period														
Loss		-	-	-	-	(79,531)	-	-	-	-	-	(79,531)	(76,413)	(155,944)
Other comprehensive income		-	-	-	-	-	865	-	-	865	-	865	-	865
Total comprehensive income for the period		-	-	-	-	(79,531)	865	-	-	865	-	(78,666)	(76,413)	(155,079)
Balance at 30 June 2020		507,000	294,620	232,287	6,279	(544,524)	(12,227)	370,667	116,863	475,303	(86,102)	884,863	120,752	1,005,615
Six - month period ended 30 June 2021														
Balance at 1 January 2021		507,000	294,620	226,237	6,279	(632,356)	(9,258)	370,506	116,574	477,822	(86,102)	793,500	88,369	881,869
Transactions with owners, recorded directly in equity														
Changes in ownership interests in subsidiaries														
Liquidation of subsidiary	5	-	-	-	-	-	-	-	-	-	-	-	(33,515)	(33,515)
Disposal of interest in subsidiaries without change in control	5	-	-	-	-	-	-	-	-	-	-	-	2,989	2,989
Total changes in ownership interests in subsidiaries		-	-	-	-	-	-	-	-	-	-	-	(30,526)	(30,526)
Comprehensive income for the period														
Loss		-	-	-	-	(88,820)	-	-	-	-	-	(88,820)	(78,861)	(167,681)
Total comprehensive income for the period		-	-	-	-	(88,820)	-	-	-	-	-	(88,820)	(78,861)	(167,681)
Balance at 30 June 2021		507,000	294,620	226,237	6,279	(721,176)	(9,258)	370,506	116,574	477,822	(86,102)	704,680	(21,018)	683,662

The accompanying notes are an integral part of these interim financial statements.

Boutique Corporation Public Company Limited and its Subsidiaries

Statement of changes in equity (Unaudited)

	Issued and paid-up share capital	Premium on shares	Separate financial statements Retained earnings/(Deficit)		Losses on remeasurements of defined benefit plan	Total equity
			Legal reserve	Unappropriated (Deficit)		
			<i>(in thousand Baht)</i>			
Six - month period ended 30 June 2020						
Balance at 1 January 2020	507,000	294,620	6,279	15,139	(13,826)	809,212
Comprehensive income for the period						
Loss	-	-	-	(15,046)	-	(15,046)
Other comprehensive income	-	-	-	-	865	865
Total comprehensive income for the period	-	-	-	(15,046)	865	(14,181)
Balance at 30 June 2020	507,000	294,620	6,279	93	(12,961)	795,031
Six - month period ended 30 June 2021						
Balance at 1 January 2021	507,000	294,620	6,279	(58,222)	(11,544)	738,133
Comprehensive income for the period						
Loss	-	-	-	(29,198)	-	(29,198)
Total comprehensive income for the period	-	-	-	(29,198)	-	(29,198)
Balance at 30 June 2021	507,000	294,620	6,279	(87,420)	(11,544)	708,935

The accompanying notes are an integral part of these interim financial statements.

Boutique Corporation Public Company Limited and its Subsidiaries

Statement of cash flows (Unaudited)

	Consolidated		Separate	
	financial statements		financial statements	
	Six - month period ended		Six - month period ended	
	30 June		30 June	
	2021	2020	2021	2020
	<i>(in thousand Baht)</i>			
<i>Cash flows from operating activities</i>				
Loss for the period	(167,681)	(155,944)	(29,198)	(15,046)
<i>Adjustments to reconcile profit (loss) to cash receipts (payments)</i>				
Tax income	(3,642)	(2,511)	(5,673)	(3,851)
Finance costs	51,404	51,533	6,661	4,282
Depreciation and amortisation	31,987	25,695	4,768	5,084
Employee benefit obligations	2,174	282	1,675	(611)
Impairment loss recognised in profit or loss	2,453	-	6,599	3,765
Unrealised loss on foreign exchange	2,964	-	2,964	-
Unrealised gain on derivatives	(2,498)	-	(2,498)	-
Share of loss of associates accounted for using equity method, net of tax	732	-	-	-
Share of loss of joint ventures accounted for using equity method, net of tax	23,445	16,053	-	-
Gain (loss) on disposal of equipment	(6)	(8)	-	6
Interest income	(1,190)	(1,452)	(11,906)	(11,211)
Loss on liquidation of subsidiary	2,345	-	58	-
Loss on disposal of deposit for land	5,500	-	5,500	-
Gain on sale of investment in subsidiaries	(9,934)	-	(125)	-
	<u>(61,947)</u>	<u>(66,352)</u>	<u>(21,175)</u>	<u>(17,582)</u>
<i>Changes in operating assets and liabilities</i>				
Trade accounts receivable	(84)	4,683	(14,174)	(15,057)
Other receivables	25,729	(27,671)	(12,478)	(3,225)
Inventories	41	79	-	-
Other current assets	(5,554)	(2,689)	(303)	(111)
Other non-current assets	795	(9,507)	(3)	-
Trade accounts payable	(2,785)	3	-	-
Other payables	10,195	6,880	2,415	(6,244)
Other current liabilities	1,710	(1,252)	1,130	(435)
Employee benefits paid	(558)	(219)	-	-
Other non-current liabilities	<u>(13,986)</u>	<u>10,657</u>	<u>-</u>	<u>-</u>
Net cash used in operating	<u>(46,444)</u>	<u>(85,388)</u>	<u>(44,588)</u>	<u>(42,654)</u>
Taxes paid	<u>(1,441)</u>	<u>(1,558)</u>	<u>(909)</u>	<u>(1,178)</u>
Net cash used in operating activities	<u>(47,885)</u>	<u>(86,946)</u>	<u>(45,497)</u>	<u>(43,832)</u>

The accompanying notes are an integral part of these interim financial statements.

Boutique Corporation Public Company Limited and its Subsidiaries

Statement of cash flows (Unaudited)

	Consolidated		Separate	
	financial statements		financial statements	
	Six - month period ended		Six - month period ended	
	30 June		30 June	
	2021	2020	2021	2020
	(in thousand Baht)			
<i>Cash flows from investing activities</i>				
Net proceed from sales of investment in subsidiaries	9,028	-	125	-
Acquisition of investment in subsidiaries	-	-	(4,920)	(7,357)
Proceed from disposal of equipment	6	20	-	-
Acquisition of investment properties	(4,717)	(92,943)	-	-
Acquisition of property, plant and equipment	(97,634)	(84,854)	(88)	(645)
Acquisition of intangible assets	-	(549)	-	-
Acquisition of deposit of land	(5,000)	(34,485)	(5,000)	(34,485)
Increase of deposit pledge as collateral	(31)	-	-	-
Repayment from long-term loans to related parties	-	-	17,805	-
Increase in long-term loans to related parties	-	-	(47,809)	(51,520)
Interest received	57	215	5	31
Net cash used in investing activities	(98,291)	(212,596)	(39,882)	(93,976)
<i>Cash flows from financing activities</i>				
Proceed (repayment) from bank overdrafts and short-term loans from financial institutions	(6,586)	94,451	1,871	38,861
Payment of lease liabilities	(8,280)	(6,410)	(4,346)	(4,453)
Proceeds from loans from financial institutions	72,745	66,368	-	-
Repayment of loans from financial institutions	-	(99,140)	-	-
Proceeds from loans from related party	-	-	26,100	22,500
Repayment of loans from related party	-	-	-	(60,479)
Proceeds from loans from other parties	64,480	22,569	61,480	-
Dividends paid to owners of the Company	-	(55,770)	-	(55,770)
Proceeds from disposal of interests in subsidiaries without change in control	13,254	31,695	-	-
Interest paid	(25,917)	(39,177)	(2,622)	(30,143)
Net cash from (used in) financing activities	109,696	14,586	82,483	(89,484)
Net decrease in cash and cash equivalents	(36,480)	(284,956)	(2,896)	(227,292)
Cash and cash equivalents at 1 January	119,060	492,396	3,227	241,520
Cash and cash equivalents of liquidated subsidiary at the beginning of period	(163)	-	-	-
Cash and cash equivalents at 30 June	82,417	207,440	331	14,228
<i>Non-cash transactions</i>				
Conversion of other receivable to long-term loan to subsidiary	-	-	-	104,199
Conversion of other payable to long-term loan from subsidiary	-	-	-	96,740
Offsetting of disposal of investment in subsidiary with long-term loan	-	-	96,740	-

The accompanying notes are an integral part of these interim financial statements.

Boutique Corporation Public Company Limited and its Subsidiaries
Notes to the condensed interim financial statements
For the three-month and six-month periods ended 30 June 2021 (Unaudited)

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Boutique Corporation Public Company Limited and its Subsidiaries
Notes to the condensed interim financial statements
For the three-month and six-month periods ended 30 June 2021 (Unaudited)

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

The interim 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 11 August 2021.

1 Basis of preparation of the interim financial statements

The condensed interim financial statements are presented in the same format as the annual financial statements together with its notes to the interim financial statements on a condensed basis (“interim financial statements”) in accordance with Thai Accounting Standard (TAS) No. 34 Interim Financial Reporting, guidelines promulgated by the Federation of Accounting Professions and applicable rules and regulations of the Thai Securities and Exchange Commission. The interim financial statements focus on new activities, events and circumstances to avoid repetition of information previously reported in annual financial statements. Accordingly, these interim financial statements should be read in conjunction with the financial statements of the Company and its subsidiaries for the year ended 31 December 2020.

In preparing these interim financial statements, judgements and estimates are made by management in applying the Group’s accounting policies. Actual results may differ from these estimates. The accounting policies, methods of computation and the key sources of estimation uncertainty were the same as those that described in the financial statements for the year ended 31 December 2020.

Use of going concern basis of accounting

As at 30 June 2021, the Group and the Company’s current liabilities exceeded its current assets by Baht 337 million and Baht 58 million, respectively and their financial performance for the six-month period ended 30 June 2021, the Group and the Company incurred a net loss in the consolidated and separate statements of comprehensive expense of Baht 168 million and Baht 29 million, respectively. Moreover, the Group’s operation was and may continue to be significantly affected by the economic uncertainty resulting from the Government’s measures to control the spread of COVID-19.

Although COVID-19 pandemic is still on going, the Group’s management is confident that the COVID-19 is having tendencies of improving along with vaccines for COVID-19 are being rolled out during 2021 and easing of government’s measures to control the spread of COVID-19. The Group has implemented policies and procedures in order to manage its liquidity risk including reducing budgeted expenditures, sales of real estate projects in accordance with the Group’s normal business model, extending of loan payment terms from financial institutions and securing approvals from its shareholders to issue new ordinary shares to support warrant conventional and general mandate.

The aforementioned actions by management will enable the Group to have sufficient liquidity for its business operations and pay off debts when due. The consolidated and separate financial statements have been prepared by management on the going concern basis on the assumption that such further capital and facilities are secured to the extent that the Company’s operations require. Accordingly, the financial statements do not include any adjustments relating to the recoverability and classification of recorded assets amounts or to amounts and classifications of liabilities that may be necessary if the Company is unable to continue as a going concern.

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2 Impact of COVID-19 pandemic

In an effort to contain the impact of the COVID-19 outbreak, since 4 April 2020, management decided to temporarily close hotels located in some specified risk area. As at 30 June 2021, the hotel located in Phuket remained closed while operating hotels are under close monitoring with protective measures against the outbreak.

COVID-19 pandemic is still on going, while vaccines for COVID-19 are being rolled out during 2021. Due to uncertainty of the situation in 2020, the Group applied accounting guidance on temporary accounting relief measures for additional accounting options in response to impact from the situation of COVID-19 in preparing the financial statements for the year ended 31 December 2020 by excluding COVID-19 situation in impairment of assets, lease modification and deferred tax assets. As the accounting guidance already expired on 31 December 2020, the Group had assessed that no material impact from the said expired guidance to the financial statements for the six-month period ended 30 June 2021.

The COVID-19 pandemic continued subsequent to the expiration of the guidance as increasingly affected cases were found and spread all over Thailand. In response to the situation, Thailand has enacted measures to monitor and control the spread, encouraging people to keep social distancing, avoid crowded gathering and travel less. Meanwhile, according to information from the World Health Organization (WHO), vaccines for COVID-19 have become available and are being rolled out around the world. However, it is still not possible to predict for how long and to what extent the vaccines will provide protection and when the spread will be over.

As the situation is highly uncertain and fluid, it is currently not possible to determine the impact of the continued pandemic, government measures and roll out of the vaccination on the business of the Group. Management is closely monitoring the situation and managing to lessen the impact as much as possible.

3 Related parties

Relationship with key management and other related parties were not significantly changed.

<i>Significant transactions with related parties</i> <i>Six-month period ended 30 June</i>	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
	<i>(in thousand Baht)</i>			
Subsidiaries				
Management income	-	-	31,294	55,502
Interest income	-	-	11,900	11,180
Gain on sale of investment	-	-	40	-
Interest expense	-	-	3,333	2,731
Other expense	-	-	24	47
Associates				
Management income	250	-	250	-
Joint ventures				
Management income	9,251	8,982	9,251	8,982
Interest income	1,132	1,237	-	-
Other expense	4	-	-	-

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<i>Significant transactions with related parties</i> <i>Six-month period ended 30 June</i>	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
	<i>(in thousand Baht)</i>			
Directors				
Director's remuneration	2,050	1,603	2,050	1,603
Consultancy fee	3,450	3,450	3,450	3,450
Key management personnel				
<i>Key management personnel compensation</i>				
Short-term employee benefits	980	31,009	980	31,009
Post-employment benefits	16,572	1,669	16,572	1,669
Total key management personnel compensation	17,552	32,678	17,552	32,678
Other related parties				
Cost of services	-	19	-	-

Balances as at 30 June 2021 and 31 December 2020 with related parties were as follows:

	Consolidated financial statements		Separate financial statements	
	30 June 2021	31 December 2020	30 June 2021	31 December 2020
	<i>(in thousand Baht)</i>			
Trade accounts receivable				
Subsidiaries	-	-	84,936	71,619
Associates	711	-	692	-
Total	711	-	85,628	71,619
<i>Less allowance for expected credit loss</i>	<i>-</i>	<i>-</i>	<i>(8,231)</i>	<i>(5,267)</i>
Net	711	-	77,397	66,352
Other receivables				
Subsidiaries	-	-	14,673	2,513
Total	-	-	14,673	2,513

	Interest rate		Consolidated financial statements			
	31 December 2020	30 June 2021	31 December 2020	Increase	Decrease	30 June 2021
	<i>(% per annum)</i>			<i>(in thousand Baht)</i>		
Long-term loans						
Joint ventures	MLR-1	MLR-1	53,703	-	-	53,703
Total			53,703	-	-	53,703
Interest receivables						
Joint ventures			19,359	1,133	(57)	20,435
Total			19,359	1,133	(57)	20,435

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	Interest rate		Separate financial statements			
	31 December 2020 (% per annum)	30 June 2021	31 December 2020	Increase (in thousand Baht)	Decrease (in thousand Baht)	30 June 2021
Long-term loans						
Subsidiaries	MLR-1 to 1.5	MLR-1 to 1.5	500,341	47,809	(17,805)	530,345
Total			500,341	47,809	(17,805)	530,345
Less allowance for expected credit loss			(44,019)	(1,638)	-	(45,657)
Net			456,322	46,171	(17,805)	484,688
Interest receivables						
Subsidiaries			111,785	11,901	-	123,686
Total			111,785	11,901	-	123,686
Less allowance for expected credit loss			(17,416)	(1,997)	-	(19,413)
Net			94,369	9,904	-	104,273
Expected credit losses for the Six-month period ended 30 June						
			Consolidated financial statements		Separate financial statements	
			2021	2020	2021	2020
			<i>(in thousand Baht)</i>			
Trade accounts receivable			-	-	2,964	2,640
Long-term loans			-	-	1,638	-
Interest receivables			-	-	1,997	1,125
Other payables						
			Consolidated financial statements		Separate financial statements	
			30 June 2021	31 December 2020	30 June 2021	31 December 2020
			<i>(in thousand Baht)</i>			
Subsidiaries			-	-	225	244
Associates			102	-	102	-
Joint ventures			-	132	-	-
Director			1,340	1,340	1,340	1,340
Other related parties			3	2	-	-
Total			1,445	1,474	1,667	1,584
Short-term loans						
	Interest rate		Separate financial statements			
	31 December 2020 (% per annum)	30 June 2021	31 December 2020	Increase (in thousand Baht)	Decrease (in thousand Baht)	30 June 2021
Subsidiaries	MLR-1	MLR-1	45,000	26,100	-	71,100
Total			45,000	26,100	-	71,100
Interest payables of short-term loans						
Subsidiaries			824	1,273	-	2,097
Total			824	1,273	-	2,097

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	Interest rate		Separate financial statements			
	31	30	31			30
	December	June	December	Increase	Decrease	June
	2020	2021	2020			2021
	(% per annum)			(in thousand Baht)		
Long-term loans						
Subsidiaries	MLR-1	MLR-1	194,446	-	(96,740)	97,706
Total			194,446	-	(96,740)	97,706
Interest payables of long-term loans						
Subsidiaries			3,718	2,059	-	5,777
Total			3,718	2,059	-	5,777

Long-term loans from related parties

Principal and related interests are payable on demand with at least 30 days' notice.

Long-term loans from subsidiaries and shareholder of subsidiaries are loans which condition are to repay at call. Long-term loans from subsidiaries are classified as long-term liabilities because both parties currently no intention to require the borrower to repay any liability due to the lender within 12 months after the end of period based on shareholder agreements.

For Prakhonong and Chiang Mai projects, principal and related interests shall be repaid in whole or in part when exit of the investment, as condition that stipulated in agreement.

Management agreements

The Company entered into management agreements with related parties whereby the Company will provide services in relation to asset management and administrative works. The agreement is for an indefinite term with a fee charged at stipulated condition.

Financial support and guarantee (Note 8 and 13).

4 Trade accounts receivable

	Note	Consolidated financial statements		Separate financial statements	
		30	31	30	31
		June	December	June	December
		2021	2020	2021	2020
		(in thousand Baht)			
Related parties	3	711	-	85,628	71,619
Other parties		9,659	10,286	275	110
Total		10,370	10,286	85,903	71,729
Less allowance for expected credit loss		(2,871)	(418)	(8,231)	(5,267)
Net		7,499	9,868	77,672	66,462

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Aging analyses for trade accounts receivable were as follows:

	Consolidated financial statements		Separate financial statements	
	30 June 2021	31 December 2020	30 June 2021	31 December 2020
	<i>(in thousand Baht)</i>			
Related parties				
Within credit terms	3	-	364	86
Overdue:				
Less than 3 months	708	-	9,610	3,698
3-6 months	-	-	5,564	13,515
6-12 months	-	-	15,877	13,759
Over 12 months	-	-	54,213	40,561
	<u>711</u>	<u>-</u>	<u>85,628</u>	<u>71,619</u>
Other parties				
Within credit terms	4,824	5,130	165	55
Overdue:				
Less than 3 months	777	896	110	55
3-6 months	2	289	-	-
6-12 months	271	3,971	-	-
Over 12 months	3,785	-	-	-
	<u>9,659</u>	<u>10,286</u>	<u>275</u>	<u>110</u>
Total	10,370	10,286	85,903	71,729
Less allowance for expected credit loss	<u>(2,871)</u>	<u>(418)</u>	<u>(8,231)</u>	<u>(5,267)</u>
Net	<u>7,499</u>	<u>9,868</u>	<u>77,672</u>	<u>66,462</u>
	Consolidated financial statements		Separate financial statements	
Expected credit loss	2021	2020	2021	2020
For the six-month period ended 30 June	<i>(in thousand Baht)</i>			
- Additions	2,453	-	2,964	2,640

The normal credit term granted by the Group ranges from 15 days to 30 days.

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5 Investments in subsidiaries, associates and joint ventures

<i>Material movements for the six-month period ended 30 June 2021</i>	Consolidated financial statements <i>(in million Baht)</i>	Separate financial statements
Direct subsidiaries		
Additional investment in Bespoke Synergies Ltd.	-	4,895
Liquidation of Boutique Bangkok Sukhumvit 36 Holdings Ltd.	-	(96,798)
Associates		
Reclassification of investment of Bespoke Life Science Ltd. from subsidiary to associate	8,000	-
Share of net loss of associates	(732)	-
Joint ventures		
Share of net loss of joint ventures	(23,445)	-
Provision for obligation in respect to losses of joint ventures	6,032	-
Provision for interest receivables of joint ventures	57	-

The Group has recognised losses of joint venture in Boutique Boulevard Ltd. relating to certain investments accounted for using the equity method where its share of losses exceeds the carrying amount of the investment because the Group or the Company has loan guarantee under loan agreements.

Details of acquisitions of investments in subsidiaries are as follows:

In 2021

Boutique Bangkok Sukhumvit 16-2 Holdings 1 Ltd.

In February 2021, the non-controlling interest paid up additional capital of Boutique Bangkok Sukhumvit 16-2 Holdings 1 Ltd. for the share issued in June 2019 of Baht 0.77 per share for 3.88 million shares, for a consideration of Baht 2.99 million. The Group's continuing interest in the consolidated financial statements still remains 51%.

Summary effect from additional paid up capital of Boutique Bangkok Sukhumvit 16-2 Holdings 1 Ltd. to the consolidated financial statements is as follow:

	<i>(in million Baht)</i>
Consideration received	2.99
Less Carrying amount of non-controlling interest	(2.99)
Premium on sale of share in subsidiaries	-

Bespoke Synergies Ltd.

In March 2021, Bespoke Synergies Ltd., issued additional 0.79 million common shares. The Company made investment in the said 0.79 million shares at paid up Baht 6.20 per share, the par value of share is Baht 10 per shares, for a consideration of Baht 4.89 million which made its continuing interest in the consolidated financial statements will be 99.99%.

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Boutique Bangkok Sukhumvit 36 Holdings Ltd.

In May 2021, Boutique Bangkok Sukhumvit 36 Holdings Ltd., a subsidiary has been liquidated. On the liquidation date, non-controlling interest was Baht 33.51 million. The Group and the Company recognised loss from liquidation in consolidated statement of income of Baht 2.29 million and in separated statement of income of Baht 0.05 million.

Bespoke Life Science Ltd. Group

In May 2021, Bespoke Life Science Ltd., an indirect subsidiary, issued additional 3.40 million ordinary shares at par value of Baht 5 per share to other investors which made the Group has lost its controlling interest in such subsidiary, including Bespoke Labs Ltd., Bespoke Pharma Ltd. and Bespoke Wellness Ltd., held by Bespoke Life Science Ltd. which made the Group's continuing interest decreased from 99.99% to 32.00%, thereby ceased to be a subsidiary and became an associate. The carrying amount of Bespoke Life Science Ltd. Group's net assets in the Group's financial statements on the date of the transition was Baht 15.15 million. The fair value of the Group's retained interest in the associate at the date when control was lost was Baht 8 million, which became the carrying value of the Group's interest in the associate at that date. The Group recognised a gain on disposal of Baht 9.93 million in consolidated statement of income and Baht 0.13 million in separated statement of income.

6 Investment properties

Movement of right-of-use assets recognised as investment properties is as follows:

<i>Right-of-use assets</i>	Consolidated financial statements			
	Land	Plant and equipment (in thousand Baht)	Assets under Construction	Total
At 1 January 2021	78,215	255,249	-	333,464
Additions	66,682	3,506	1,171	71,359
Less depreciation/amortisation	(2,072)	(4,972)	-	(7,044)
At 30 June 2021	142,825	253,783	1,171	397,779

In 2021, the Group has recognised right-of-used of land for Charoenkrung project and remeasurement of Prakhnong project, under investment properties amounting to Baht 66.7 million.

7 Property, plant and equipment

Acquisitions, disposals and transfers of property, plant and equipment during the six-month periods ended 30 June were as follows:

<i>Six-month period ended 30 June</i>	Consolidated financial statements			
	2021		2020	
	Acquisitions and transfers in - at cost	Disposals, Write off and transfers out - net book value (in thousand Baht)	Acquisitions and transfers in - at cost	Disposals and transfers out - net book value
Building and building improvement	92	-	190	-
Equipment	-	-	43	-
Furniture, fixtures and office equipment	545	(405)	5,322	(6)
Assets under construction	173,589	(7,416)	111,882	(641)
Total	174,226	(7,821)	117,437	(647)

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<i>Six-month period ended 30 June</i>	Separate financial statements			
	2021		2020	
	Acquisitions and transfers in - at cost	Disposals and transfers out - net book value (in thousand Baht)	Acquisitions and transfers in - at cost	Disposals and transfers out - net book value
Furniture, fixtures and office equipment	87	-	597	-
Assets under construction	-	-	-	(213)
Total	87	-	597	(213)

As at 30 June 2021, the Group leased office space, apartment, vehicles, software, furniture, fixtures and office equipment for 3-30 years and made fixed payments and additional variable payments depending on the usage of the assets during the lease term.

Movement of right-of-use assets is as follows:

<i>Right-of-use assets</i>	Consolidated financial statements				
	Building	Furniture, fixtures and office equipment	Vehicle	Software	Total
		<i>(in thousand Baht)</i>			
At 1 January 2021	12,021	5,767	9,726	605	28,119
Addition	4,049	-	-	-	4,049
Less depreciation	(1,991)	(763)	(1,776)	(36)	(4,566)
At 30 June 2021	14,079	5,004	7,950	569	27,602

<i>Right-of-use assets</i>	Separate financial statements			
	Building	Furniture, fixtures and office equipment	Vehicle	Total
		<i>(in thousand Baht)</i>		
At 1 January 2021	12,021	2,361	9,630	24,012
Addition	4,049	-	-	4,049
Less depreciation	(1,991)	(307)	(1,682)	(3,980)
At 30 June 2021	14,079	2,054	7,948	24,081

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8 Interest-bearing liabilities

		Consolidated financial statements		Separate financial statements	
		30 June 2021	31 December 2020	30 June 2021	31 December 2020
	Note	(in thousand Baht)			
Current					
Bank overdrafts					
- secured		37,496	54,082	22,611	20,740
Promissory notes					
- secured		75,000	65,000	20,000	20,000
Bank overdrafts and short-term loans from financial institutions		112,496	119,082	42,611	40,740
Short-term loans from related party					
- unsecured	3	-	-	71,100	45,000
Current portion of long-term loans from financial institutions					
- secured		76,355	56,038	-	-
Current portion of lease liabilities		8,247	9,694	6,465	6,279
Total current interest-bearing liabilities		197,098	184,814	120,176	92,019
Non-current					
Long-term loans from financial institutions					
- secured		1,857,621	1,806,420	-	-
Long-term loans from related parties					
- unsecured	3	-	-	97,706	194,446
Long-term loans from other parties					
- unsecured		485,133	417,689	64,444	-
Lease liabilities		183,409	115,567	18,766	18,542
Total non-current interest-bearing liabilities		2,526,163	2,339,676	180,916	212,988

Long-term loans from other parties of subsidiaries and unpaid interest payable shall be repaid in full under the following circumstances:

- when the Company has excess cash proceed resulting from the sale of either the borrower or any of their subsidiaries or any of their assets; or
- any excess cash or profits surplus to on-going funding requirements distributed from the borrower or their respective subsidiaries; or
- any excess cash surplus to on-going funding requirements resulting from a refinancing of the debt of the borrower or their respective subsidiaries.

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Interest rates as at 30 June 2021 and 31 December 2020 were as follow:

	Consolidated financial statements		Separate financial statements	
	30 June 2021	31 December 2020	30 June 2021	31 December 2020
	<i>(% per annum)</i>			
Bank overdrafts	5.84 - 5.85	5.25 - 6.87	5.84 - 5.85	5.25 - 6.87
Promissory notes	2.00 - 4.25	4.25 - 4.78	4.25	4.25 - 4.78
Short-term loans from related parties	-	-	4.25	4.25 - 4.78
Long-term loans from financial institutions	3.50 - 5.25	3.50 - 5.78	-	-
Long-term loans from related parties	-	-	4.25	4.25 - 4.78
Long-term loans from other parties	4.25 - 8.50	4.25 - 6.00	8.50	-
Lease liabilities	5.47 - 9.52	5.48 - 9.52	5.55 - 9.52	5.48 - 9.52

Secured interest-bearing liabilities as at 30 June 2021 and 31 December 2020 were secured on the following assets.

	Consolidated financial statements		Separate financial statements	
	30 June 2021	31 December 2020	30 June 2021	31 December 2020
	<i>(in thousand Baht)</i>			
Deposit pledged as collateral	34,528	34,497	3,000	3,000
Property, plant and equipment	2,955,428	2,800,157	-	-
Investment properties	397,779	333,464	-	-
Total	3,387,735	3,168,118	3,000	3,000

Boutique Serviced Apartments Ltd.

The subsidiary's long term loan from a commercial bank is pledged by a related party's land as the second rank pledge collateral.

Boutique Chiang Mai Nimman 1 Ltd.

The subsidiary's long term loan from a commercial bank is pledged by its common shares which are owned by a related party totalling 35.82 million shares (par value Baht 5 per share).

Boutique Chiang Mai Nimman 2 Ltd.

The subsidiary's long term loan from a commercial bank is pledged by its common shares which are owned by a related party totalling 18.7 million shares (par value Baht 5 per share).

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Boutique Chiang Mai Nimman 3 Ltd.

The subsidiary's long term loan from a commercial bank is pledged by its common shares which are owned by a related party totalling 7.6 million shares (par value Baht 5 per share).

Boutique Kamala 2 Ltd.

The subsidiary's long term loan from a commercial bank is pledged by its common shares which are owned by a related party totalling 13.3 million shares (par value Baht 5 per share).

Boutique Bangkok Sukhumvit 36 Ltd.

The subsidiary's long term loan from a commercial bank is pledged by its common shares which are owned by a related party totalling 38.28 million shares (par value Baht 5 per share).

Boutique Prakhonong 3 Ltd.

The subsidiary's long term loan from a commercial bank is pledged by its common shares which are owned by a related party totalling 10.2 million shares (par value Baht 5 per share).

The Group has entered into loan agreements with the banks for financing the various projects related cost. The Group must comply with certain condition stipulated in the loan agreement such as the maintenance of financial ratio, status of shareholder's equity, asset insurance benefit to the banks.

As at 30 June 2021, the Company shall provide financial support to the borrower companies as stipulated in the loan agreements (See note 13).

As at 30 June 2021 the Company and the Group had unutilised credit facilities totalling Baht 40 million (31 December 2020: Baht 9 million) and Baht 1,710 million (31 December 2020: Baht 1,689 million), respectively.

9 Segment information and disaggregation of revenue

The Group has three reportable segments, as described below, which are the Group strategic divisions. The strategic divisions offer different services, and are managed separately because they require different technology and marketing strategies. For each of the strategic divisions, the chief operating decision maker (CODM) reviews internal management reports on at least a quarterly basis. The following summary describes the operations in each of the Group reportable segments.

- *Segment 1* Hotel business and serviced apartment
- *Segment 2* Community mall and office building
- *Segment 3* Management services and others

Information regarding the results of each reportable segment is included below. 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.

The Group's main revenue is derived from contracts with customers.

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Information about reportable segments and timing of revenue recognition

	Segment 1		Segment 2		Segment 3		Total	
<i>For the six-month period ended 30 June</i>	2021	2020	2021	2020	2021	2020	2021	2020
External revenue	31,929	72,440	15,338	434	27,185	11,078	74,452	83,952
Inter-segment revenue	3,465	2,957	-	183	43,234	66,683	46,699	69,823
Total segment revenue	<u>35,394</u>	<u>75,397</u>	<u>15,338</u>	<u>617</u>	<u>70,419</u>	<u>77,761</u>	<u>121,151</u>	<u>153,775</u>
Timing of revenue recognition								
At a point in time	30,351	70,205	2,946	382	15,678	566	48,975	71,153
Over time	1,578	2,235	12,392	52	11,507	10,512	25,477	12,799
Total external revenue	<u>31,929</u>	<u>72,440</u>	<u>15,338</u>	<u>434</u>	<u>27,185</u>	<u>11,078</u>	<u>74,452</u>	<u>83,952</u>
Segment loss before income tax	<u>(125,739)</u>	<u>(127,762)</u>	<u>(13,908)</u>	<u>(12,022)</u>	<u>(31,676)</u>	<u>(18,671)</u>	<u>(171,323)</u>	<u>(158,455)</u>
Segment assets as at 30 June / 31 December	3,181,286	3,060,250	416,454	359,345	27,740	31,044	3,625,480	3,450,639
Segment liabilities as at 30 June / 31 December	2,327,512	2,215,640	439,087	360,694	132,285	65,562	2,898,884	2,641,896

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Reconciliations of reportable segment assets and liabilities

	30 June 2021	31 December 2020
	<i>(in thousand Baht)</i>	
Assets		
Total assets for reportable segments	3,625,480	3,450,639
Other unallocated amounts:		
- Deferred tax assets	29,597	23,434
- Other assets	387,168	461,981
Consolidated total assets	<u>4,042,245</u>	<u>3,936,054</u>
Liabilities		
Total liabilities for reportable segments	2,898,884	2,641,896
Other unallocated amounts		
- Deferred tax liabilities	117,842	115,323
- Other liabilities	341,857	296,966
Consolidated total liabilities	<u>3,358,583</u>	<u>3,054,185</u>

Geographical segments

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

Major customer

The Group has no major customer with revenue of 10 percent or more of the Group's revenues except net gain from the sales of investments in subsidiaries for the six-month period ended 30 June 2021 of Baht 9.93 million as discussed in note 5 (2020: none).

10 Income tax expense

The tax expense in the separated statement of comprehensive income for the six-month period ended 30 June 2021 is less than the amount determined by applying the Thai corporation tax rate to the accounting profit for the period principally because of the different treatment for accounting and taxation purposes of certain items of expense.

The tax expense in the consolidated statement of comprehensive income for the six-month period ended 30 June 2021 is less than the amount determined by applying the Thai corporation tax rate to the accounting profit for the period principally because of loss for the period which no deferred tax asset has been recognised.

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11 Financial instruments

Carrying amount and fair values

The financial assets and financial liabilities of the Group and the Company measure at amortised cost except forward exchange contract measure at FVTPL.

The methods and assumptions used by the Company and its subsidiaries in estimating the fair value of financial instruments are as follows:

- a) For financial assets and liabilities which have short-term maturity, including cash and deposit at financial institutions, accounts receivables, accounts payables and finance lease liabilities, their carrying amounts in the statements of financial position approximate their fair values.
- b) For loans to and loans from carrying interest approximate to the market rate, their carrying amounts in the statements of financial position approximates their fair values.

Financial instruments measure at fair value

Type	Valuation technique
Derivative-forward exchange contracts	<i>Forward pricing:</i> The fair value is determined using quoted forward exchange rates at the reporting date and present value calculations based on high credit quality yield curves in the respective currencies.

Exposure to liquidity risk

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.

At 30 June 2021	Consolidated financial statements				Total
	Carrying amount	1 year or less	1 - 5 years (in thousand Baht)	Contractual cash flows More than 5 years	
Non-derivative financial liabilities					
Bank overdrafts and short-term loans from financial institutions	112,496	112,496	-	-	112,496
Trade accounts payable	2,677	2,677	-	-	2,677
Construction payables	130,476	130,476	-	-	130,476
Other payables	164,673	164,673	-	-	164,673
Loans from financial institutions	1,933,976	76,355	1,050,083	807,538	1,933,976
Loans from other parties	485,133	-	485,133	-	485,133
Interest payable to financial institutions	14,308	-	14,308	-	14,308
Interest payable to other parties	125,583	-	125,583	-	125,583
Lease liabilities	191,656	8,247	18,772	164,637	191,656
	3,160,978	494,924	1,693,879	972,175	3,160,978

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Separate financial statements					
Contractual cash flows					
At 30 June 2021	Carrying amount	1 year or less	1 – 5 years (in thousand Baht)	More than 5 years	Total
<i>Non-derivative financial liabilities</i>					
Bank overdrafts and short-term loans from financial institutions	42,611	42,611	-	-	42,611
Other payables	37,461	37,461	-	-	37,461
Loans from related parties	168,806	71,100	97,706	-	168,806
Interest payable to related party	7,874	2,097	5,777	-	7,874
Loans from other parties	64,444	-	64,444	-	64,444
Lease liabilities	25,231	6,465	18,766	-	25,231
	346,427	159,734	186,693	-	346,427

12 Commitments with non-related parties

	Consolidated financial statements		Separate financial statements	
	30 June 2021	31 December 2020	30 June 2021	31 December 2020
	<i>(in thousand Baht)</i>			
<i>Capital commitments</i>				
<i>Contracted but not provided for:</i>				
Land	305,365	377,865	305,365	377,865
Buildings and other constructions	606,285	593,949	-	-
Total	911,650	971,814	305,365	377,865
<i>Other commitment</i>				
Short-term and low value assets				
lease commitments	1,448	2,215	1,184	1,780
Bank guarantees	500	500	-	-
Total	1,948	2,715	1,184	1,780

In December 2019, the Company entered into sale and purchase agreement to buy a land in Suratthani for a consideration of Baht 75 million. As at 31 December 2020, the Company paid deposit of Baht 7.5 million. In June 2021, the Company has entered into settlement agreement and landlord paid back Baht 2 million deposit. The Company recognised loss from agreement cancellation amounting to Baht 5.5 million in consolidated and separated statement of income.

In January 2020, the Company entered into sale and purchase agreement to buy a land in Sukhumvit 5 for a consideration of Baht 344.85 million. As at 31 December 2020, the Company had paid deposit of Baht 34.48 million. The remaining portion of the purchase price of Baht 310.37 million would be paid within January 2021.

In January 2021, the Company paid additional deposit of Baht 5 million and postponed the land ownership transfer date by compensating from postpone of total payment of Baht 0.76 million per month until the land ownership will be transferred and the remaining portion of purchase price of Baht 305.37 million will be paid within January 2022.

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a) Land lease agreement

Subsidiaries

Boutique Prakhanong 3 Ltd.

In 2012, a director of the Company entered into memorandum and land lease agreement with a company (“sub lessor”) and paid deposit of Baht 7.7 million. In 2016, the Company’s subsidiaries (“sub lessee”) received the transferred of said right from the said director with compensation charge of transfer right to the sub lessor amounting to Baht 77 million.

Under the policy of financial institution as the lender, the transfer of leasehold right should be made with the landlord.

During September 2016, landlord, the director of the Company and Boutique Prakhanong 1 Ltd., Boutique Prakhanong 2 Ltd., and Boutique Prakhanong 3 Ltd. have entered into memorandum and land lease agreement for a period of 3 years, starting from 15 September 2016 to 14 September 2019 (Boutique Prakhanong 1 Ltd., Boutique Prakhanong 2 Ltd. and Boutique Prakhanong 3 of Baht 1,000/month) and for a period of 30 years starting from 15 September 2019 to 14 September 2049 (totalling Baht 1,355 million) with the right to extend for another 5 years. At the end of the lease term, the building on land will transfer to the owner of the land.

In July 2017, Boutique Prakhanong 1 Ltd. and Boutique Prakhanong 2 Ltd., have entered into a memorandum to pay monthly additional remuneration to landlord, starting from six months after the subsidiaries lease or provide service on the land to third parties until three years after lease agreement with landlord is effective or the lease or service provided to third parties have ended, whichever is earlier. The monthly additional remuneration for each rentable space amounting to Baht 0.10 million and Baht 0.17 million, respectively.

In July 2017, Boutique Prakhanong 3 Ltd., has entered into a memorandum to pay monthly additional remuneration to landlord, start from the subsidiary lease or provide service on the land to third parties until three years after lease agreement with landlord is effective or the lease or service provided to third parties have ended, whichever is earlier. The monthly additional remuneration amounting to Baht 0.08 million.

In December 2017, Boutique Prakhanong 1 Ltd., Boutique Prakhanong 2 Ltd., and Boutique Prakhanong 3 Ltd. have entered into an addendum with landlord to justify calculation basis of rental fee stated in land lease agreements as basic rental fee plus mutually agreed inflation rate on annually basis.

On 27 June 2019, the Group sold all ordinary shares of Boutique Prakhanong 1 Ltd. and Boutique Prakhanong 2 Ltd. As at 30 June 2021, the Group only had a land lease agreement of Boutique Prakhanong 3 Ltd.

Boutique Charoenkrung Ltd.

In March 2021, Boutique Charoenkrung Ltd. has entered into memorandum and land lease agreement with a lessor. The lessor will handover leased premise and right to ownership on 1 April 2021 for renovation. The compensation charge of transfer right to the lessor will be paid Baht 1.35 million on 1 April 2021 and Baht 1.35 million on 1 April 2023. Land lease agreement has term of 30 years starting from 1 April 2023 to 31 March 2053 totaling Baht 64.30 million and right to extend 5 years. At the end of the lease term, the building on leased land will transfer to the lessor unless the lessor notify at least 1 year in advance before the termination of agreement to refuse the transfer of ownership in such building.

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b) Hotel Management Agreement

Subsidiaries

Boutique Serviced Apartments Ltd.

In January 2005, a subsidiary entered into a management agreement with Oakwood Management Services (Thailand) Company Limited, whereby this company will provide assistance in managing the subsidiary's serviced apartment. The ten-year agreement is effective from the date that project commences, with an option to extend for another ten years, subject to agreement from both parties. The subsidiary is to pay various fees at a percentage of gross revenues and / or net operating profits of the project, as stated in the agreement.

In January 2005, a subsidiary entered into a license agreement with Oakwood Asia Pacific Ltd. permitting it to use "Oakwood" brand and logo. The ten-year agreement is effective from the date that project commences, with an option to extend for another ten years, subject to agreement from both parties. A fee is charged at a percentage of gross revenues.

Boutique Chiang Mai Nimman 1 Ltd.

In August 2018, a subsidiary entered into a management agreement with AAPC (Thailand) Limited, whereby this company will provide assistance in managing the subsidiary's hotel. The fifteen-year agreement is effective from the date that project commences, with an option to extend for another ten years, subject to agreement from both parties. The subsidiary is to pay various fees at a percentage of gross revenues and / or as stated in the agreement.

Boutique Kamala 1 Ltd.

In December 2018, a subsidiary entered into a management agreement with MH&R MAN (Thailand) Limited, whereby this company will provide assistance in managing the subsidiary's hotel. The fifteen-year agreement is effective from the date that project commences, with an option to extend for another ten years, subject to agreement from both parties. The subsidiary is to pay various fees at a percentage of gross revenues and / or as stated in the agreement.

Boutique Patong Sai 3 Ltd.

In October 2018, the Company entered into a management agreement with Oakwood Management Services (Thailand) Company Limited, whereby this company will provide assistance in managing the subsidiary's hotel and permitting it to use "Oakwood" brand and logo. The ten-year agreement is effective from the date that project commences, with an option to extend for another ten years, subject to agreement from both parties. The Company is to pay various fees at a percentage of gross revenues of the project, as stated in the agreement.

In February 2019, the Company and a subsidiary entered into an addendum to agreement with Oakwood Management Services (Thailand) Company Limited to obtain assistance in managing the subsidiary's hotel and permitting them to use "Oakwood" brand and logo under conditions stated in the main agreement.

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Boutique Mid Tier 2 Ltd.

In October 2018, the Company entered into a management agreement with Oakwood Management Services (Thailand) Company Limited, whereby this company will provide assistance in managing the subsidiary's hotel and permitting it to use "Oakwood" brand and logo. The ten-year agreement is effective from the date that project commences, with an option to extend for another ten years, subject to agreement from both parties. The Company is to pay various fees at a percentage of gross revenues of the project, as stated in the agreement.

In February 2019, the Company and a subsidiary entered into an addendum to agreement with Oakwood Management Services (Thailand) Company Limited to obtain assistance in managing the subsidiary's hotel and permitting them to use "Oakwood" brand and logo under conditions stated in the main agreement.

13 Contingent liabilities

Financial support

As stipulated in the loan agreements, the Company and its subsidiaries shall provide financial support to the borrower companies and shall make their best effort to provide financial support to the borrower companies.

As at 30 June 2021 and 31 December 2020, detail of financial supporter, borrower and outstanding loan are presented below.

Financial supporter	Borrower	Relationship with the Company	30 June 2021	31 December 2020
<i>(in thousand Baht)</i>				
The Company and Boutique Group Ltd.	Boutique Asset Ltd., Boutique Boulevard Ltd., Boutique Land Ltd. and Boutique Realty Ltd.	Joint ventures	631,797	631,163
Boutique Patong Sai3 Holdings Ltd.	Boutique Patong Sai3 Ltd.	Subsidiary	322,085	321,873
Boutique PKNS Ltd.	Boutique Prakanong 3 Ltd.	Subsidiary	193,740	188,474
Boutique Bangkok Sukhumvit 16-2 Holdings Ltd.	Boutique Bangkok Sukhumvit 16-2 Ltd.	Subsidiary	124,060	124,060
Boutique Kamala Holdings Ltd.	Boutique Kamala 1 Ltd.	Subsidiary	44,300	44,300
The Company	Boutique Serviced Apartments Ltd.	Subsidiary	8,926	-
Total contingent liabilities arising from financial support			<u>1,324,908</u>	<u>1,309,870</u>

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Agreements to sell investments in subsidiaries

Hyatt project

BT Phuket Holdings Ltd., (“Seller”) has contingent liabilities under an agreement to sell investments in subsidiaries. These include contingent liabilities if the Seller were to breach conditions as stipulated in the agreement, such as its warranties and representation concerning information of the disposed subsidiaries. In such a case, the aggregate liability of the Seller shall not exceed the purchase price and the purchaser was to provide the Seller with written notice of the claims within 28 February 2020 (within 2 years following the closing date) for any claim other than claims in respect of tax liabilities and within 28 February 2023 (within 5 years following the closing date) for any claim relating to tax liabilities.

In addition, according to the SPA, the seller and the purchaser agree that the purchase price is subject to post-closing adjustments as to be conducted and calculated by the seller, with the coordination and review by the purchaser.

As at 30 June 2021, the sellers (the Company’s subsidiaries) had not received written notice of any claim from the purchasers.

Prakhanong project

Boutique PKN Ltd. and BT PKN Holdings Limited, (“Sellers”) has contingent liabilities under an agreement to sell investments in subsidiaries. These include contingent liabilities if the Seller were to breach conditions as stipulated in the agreement, such as its warranties and representation concerning information of the disposed subsidiaries.

On 4 July 2019, Boutique PKN Ltd. and BT PKN Holdings Limited have obtained bank guarantee from a commercial bank and given to the buyer totalling Baht 47.85 million, which will be terminated in 2022.

In addition, according to the SPA, the seller and the purchaser agree that the purchase price is subject to post-closing adjustments as to be conducted and calculated by the seller, with the coordination and review by the purchaser.

As at 30 June 2021, the sellers (the Company’s subsidiaries) had not received written notice of any claim from the purchasers.

14 Events after the reporting period

At the Company’s of Extraordinary Meeting of Shareholders no. 1/2021 held on 14 July 2021, the shareholders approved the increase of the registered share capital of the Company by issuing new 267.1 million ordinary shares of 1 Baht per share amounting to Baht 267.1 million as follows:

- (a) To issue new shares for the exercise of warrants to subscribe shares of the Company (“BC-W1”) offered to the existing shareholders of the Company in proportion to their shareholding in the amount of not exceeding 101.4 million shares at the ratio of 5 existing shares per 1 unit of warrant to purchase 1 share. The price of the warrants is Baht 3.2 per share to be exercised within 2 years since BC-W1’s issuance date. The Board of Directors of the Company approved to authorize members of the Board of Directors or the Chief Executive Officer and/or any person authorized by the Board of Directors to specify conditions and details for BC-W1.

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- (b) To issue new shares for the exercise of ESOP to subscribe shares of the Company (“BC-ESOP-W1”) offered to the directors and employees of the Company and/or of its subsidiaries in the amount of not exceeding 15.0 million shares. The price of ESOP is Baht 2.0 per share to be exercised within 3 years since BC-ESOP-W1’s issuance date. The Board of Directors of the Company approved to authorize members of the Board of directors or the Chief Executive Officer and/or any person authorized by the Board of Directors to specify conditions and details for BC-ESOP-W1.
- (c) To issue new shares for the general mandate to the existing shareholders of the Company in proportion to their shareholding in the amount of not exceeding 100 million shares and to a private placement in the amount of not exceeding 50.7 million shares. The total amount of new shares for the general mandate will not exceed 100 million shares.