

Siam Wellness Group Public Company Limited

and its subsidiaries

Review report and interim financial information

For the three-month and six-month periods ended 30 June 2022

Independent Auditor's Report on Review of Interim Financial Information

To the Shareholders of Siam Wellness Group Public Company Limited

I have reviewed the accompanying consolidated statement of financial position of Siam Wellness Group Public Company Limited and its subsidiaries as at 30 June 2022, and the related consolidated statements of comprehensive income for the three-month and six-month periods then ended, the related consolidated statement of changes in shareholders' equity and cash flows for the six-month period then ended, as well as the condensed notes to the interim consolidated financial statements. I have also reviewed the separate financial information of Siam Wellness Group Public Company Limited for the same periods (collectively "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*.

Emphasis of Matter

I draw attention to Note 1.2 to the interim consolidated financial statements. The business operation of the Group has been affected from the effect of the COVID-19 pandemic in terms of spa and hotel service business. Since the COVID-19 situation has not subsided from 2020 up to the present, the number of customers has yet to return to pre-pandemic levels. This situation is significantly impacting the Group's financial position, operating results, and cash flows at present, and is expected to do so in the future, also the assessment of the financial impact in respect of an uncertainty of the COVID-19 pandemic situation.

As a result of such situation, as at 30 June 2022 the Group had total current liabilities exceeded its total current assets by Baht 134.6 million (the Company only: Baht 188.0 million) and had operating losses for the three-month and six-month periods ended 30 June 2022 of Baht 29.3 million and 86.7 million, respectively (the Company only: Baht 29.4 million and Baht 91.3 million, respectively). The Group had the measures to maintain its cash flow level for debt settlement and for its business operations by negotiation with the lessors to obtain the rental discount for each spa retail store. The Group has also successfully negotiated with its bank to defer loan principal repayments at least by 12 months for most of loan facilities, and seeking source of funds. The Group believes that there will be the adequate cash flows for settlement of liabilities which to be due within one year and for using in its operations. Furthermore, the Group is in the process of implementing a business plan to improve its operations and turn a profit in the future. In addition, the government approved for the relief of COVID-19 pandemic control measures since 1 May 2022 onwards. The Group believes that it will be able to continue its operation as a going concern. However, these circumstances indicate that a material uncertainty exists that may cast significant doubts on the Group's ability to continue its operations as a going concern. This may depend on the outcome of the ability of the Group to achieve its operational plans, and the relief of the COVID-19 pandemic situation in the future.

My conclusion is not modified in respect of this matter.



Kirdsiri Kanjanaprakasit

Certified Public Accountant (Thailand) No. 6014

EY Office Limited

Bangkok: 10 August 2022

Siam Wellness Group Public Company Limited and its subsidiaries

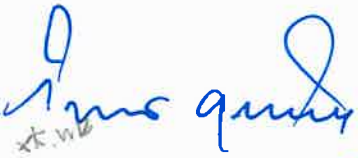
Statement of financial position

As at 30 June 2022

(Unit: Thousand Baht)

		Consolidated financial statements		Separate financial statements	
	Note	30 June 2022	31 December 2021	30 June 2022	31 December 2021
		(Unaudited but reviewed)	(Audited)	(Unaudited but reviewed)	(Audited)
Assets					
Current assets					
Cash and cash equivalents		110,265	109,854	66,094	79,629
Current investments		4	4	1	1
Trade and other receivables	3, 4	14,678	15,260	13,370	12,483
Lease receivables - current portion	3	-	-	319	359
Share return receivables - current portion	5	9,070	9,197	9,070	9,197
Inventories	6	28,343	27,812	24,871	23,020
Other current assets		11,546	8,371	10,073	6,765
		173,906	170,498	123,798	131,454
Non-current assets classified as held for sale	7	32,295	32,295	32,295	32,295
Total current assets		206,201	202,793	156,093	163,749
Non-current assets					
Lease receivables - net of current portion	3	-	-	22,677	25,755
Share return receivables - net of current portion	5	31,526	32,192	31,526	32,192
Investments in subsidiaries		-	-	101,705	101,705
Property, plant and equipment	8	971,091	946,642	905,306	877,074
Right-of-use assets	9	810,324	945,575	784,759	914,943
Goodwill		24,536	24,536	20,340	20,340
Intangible assets		6,979	8,005	6,912	7,924
Deferred tax assets		1,132	1,187	-	-
Deposits	10	72,318	73,050	71,269	72,449
Advance payment for purchase of assets		3,576	16,981	3,576	16,981
Other non-current assets		3,488	6,875	3,359	6,733
Total non-current assets		1,924,970	2,055,043	1,951,429	2,076,096
Total assets		2,131,171	2,257,836	2,107,522	2,239,845

The accompanying notes are an integral part of the financial statements.



SIAM WELLNESS GROUP
 บริษัท สยามเวลเนสกรุ๊ป จำกัด (มหาชน)
 SIAM WELLNESS GROUP PUBLIC COMPANY LIMITED

Slam Wellness Group Public Company Limited and its subsidiaries

Statement of financial position (continued)

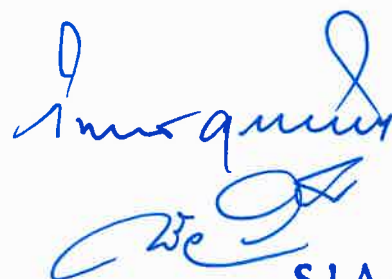
As at 30 June 2022

(Unit: Thousand Baht)

		Consolidated financial statements		Separate financial statements	
	Note	30 June 2022	31 December 2021	30 June 2022	31 December 2021
		(Unaudited but reviewed)	(Audited)	(Unaudited but reviewed)	(Audited)
Liabilities and shareholders' equity					
Current liabilities					
Trade and other payables	3	51,029	37,039	64,870	50,206
Current portion of long-term loans	11	72,964	114,469	69,516	108,214
Current portion of lease liabilities	3, 12	165,062	175,496	162,078	172,503
Income tax payable		2,383	316	-	-
Advance received - current portion		45,312	45,140	44,045	44,176
Other current liabilities		4,005	1,780	3,562	1,133
Total current liabilities		340,755	374,240	344,071	376,232
Non-current liabilities					
Long term loans - net of current portion	11	523,671	407,166	482,969	369,271
Long-term loans from related parties	3	-	-	29,000	30,000
Lease liabilities - net of current portion	3, 12	702,587	822,644	699,524	818,035
Advance received - net of current portion		4,408	5,989	4,408	5,989
Provision for long-term employee benefits		10,649	9,951	9,319	8,699
Deferred tax liabilities		3,603	3,025	3,603	3,025
Other non-current liabilities		13,707	16,329	12,861	15,526
Total non-current liabilities		1,258,625	1,265,104	1,241,684	1,250,545
Total liabilities		1,599,380	1,639,344	1,585,755	1,626,777

The accompanying notes are an integral part of the financial statements.

k.w.B



Siam Wellness Group Public Company Limited and its subsidiaries

Statement of financial position (continued)

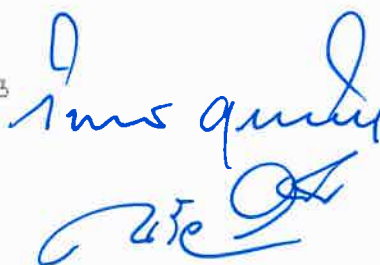
As at 30 June 2022

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	30 June 2022	31 December 2021	30 June 2022	31 December 2021
	(Unaudited but reviewed)	(Audited)	(Unaudited but reviewed)	(Audited)
Shareholders' equity				
Share capital				
Registered				
855,000,000 ordinary shares of Baht 0.25 each	213,750	213,750	213,750	213,750
Issued and paid-up				
854,999,928 ordinary shares of Baht 0.25 each	213,750	213,750	213,750	213,750
Share premium	278,906	278,906	278,906	278,906
Discount on business combination under common control	(46,226)	(46,226)	-	-
Retained earnings (deficit)				
Appropriated - statutory reserve	17,399	17,399	14,250	14,250
Unappropriated	(22,608)	64,093	(75,706)	15,595
Other components of shareholders' equity	90,567	90,567	90,567	90,567
Equity attributable to shareholders' of the Company	531,788	618,489	521,767	613,068
Non-controlling interests of the subsidiaries	3	3	-	-
Total shareholders' equity	531,791	618,492	521,767	613,068
Total liabilities and shareholders' equity	2,131,171	2,257,836	2,107,522	2,239,845

The accompanying notes are an integral part of the financial statements.

Directors

x KWB 

(Unaudited but reviewed)

Siam Wellness Group Public Company Limited and its subsidiaries

Statement of comprehensive income

For the three-month period ended 30 June 2022

(Unit: Thousand Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
Profit or loss:					
Revenues					
Revenue from sales		17,267	7,313	7,376	1,866
Revenue from services		115,145	14,901	113,429	14,748
Interest income		363	558	340	550
Other income		1,398	679	2,212	1,434
Total revenues		<u>134,173</u>	<u>23,451</u>	<u>123,357</u>	<u>18,598</u>
Expenses					
Cost of sales		11,378	5,089	5,424	1,859
Cost of services		109,818	69,646	109,850	66,399
Selling and distribution expenses		7,415	5,632	5,620	3,770
Administrative expenses		24,119	21,622	21,825	19,234
Total expenses		<u>152,730</u>	<u>101,989</u>	<u>142,719</u>	<u>91,262</u>
Loss from operating activities		<u>(18,557)</u>	<u>(78,538)</u>	<u>(19,362)</u>	<u>(72,664)</u>
Finance cost		<u>(10,829)</u>	<u>(11,366)</u>	<u>(10,528)</u>	<u>(11,111)</u>
Loss before tax income		<u>(29,386)</u>	<u>(89,904)</u>	<u>(29,890)</u>	<u>(83,775)</u>
Tax income	13	<u>121</u>	<u>3,049</u>	<u>533</u>	<u>2,881</u>
Loss for the period		<u>(29,265)</u>	<u>(86,855)</u>	<u>(29,357)</u>	<u>(80,894)</u>
Other comprehensive income:					
Other comprehensive income		-	-	-	-
Other comprehensive income for the period		-	-	-	-
Total comprehensive income for the period		<u>(29,265)</u>	<u>(86,855)</u>	<u>(29,357)</u>	<u>(80,894)</u>
Profit attributable to:					
Equity holders of the Company		<u>(29,265)</u>	<u>(86,855)</u>	<u>(29,357)</u>	<u>(80,894)</u>
Non-controlling interests of the subsidiaries		-	-	-	-
		<u>(29,265)</u>	<u>(86,855)</u>		
Total comprehensive income attributable to:					
Equity holders of the Company		<u>(29,265)</u>	<u>(86,855)</u>	<u>(29,357)</u>	<u>(80,894)</u>
Non-controlling interests of the subsidiaries		-	-	-	-
		<u>(29,265)</u>	<u>(86,855)</u>		

(Unit: Baht per share)

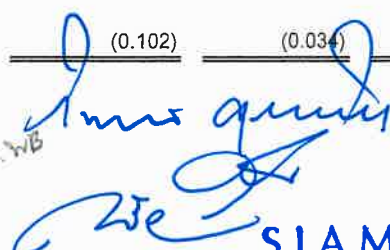
Earnings per share

Basic loss per share

Loss attributable to equity holders of the Company

(0.034)	(0.102)	(0.034)	(0.095)
---------	---------	---------	---------

The accompanying notes are an integral part of the financial statements.


SIAM WELLNESS GROUP
 บริษัท สยามเวลเนสกรุ๊ป จำกัด (มหาชน)
 SIAM WELLNESS GROUP PUBLIC COMPANY LIMITED

(Unaudited but reviewed)

Siam Wellness Group Public Company Limited and its subsidiaries

Statement of comprehensive income

For the six-month period ended 30 June 2022

(Unit: Thousand Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
Profit or loss:					
Revenues					
Revenue from sales		58,203	16,032	15,982	4,012
Revenue from services		184,230	61,202	181,598	60,478
Interest income		764	1,068	1,408	1,057
Other income		5,105	1,420	6,820	2,980
Total revenues		248,302	79,722	205,808	68,527
Expenses					
Cost of sales		35,424	10,942	11,706	3,309
Cost of services		214,925	162,049	212,130	155,067
Selling and distribution expenses		14,505	11,946	10,880	8,192
Administrative expenses		45,884	40,667	40,994	35,590
Total expenses		310,738	225,604	275,710	202,158
Loss from operating activities		(62,436)	(145,882)	(69,902)	(133,631)
Finance cost		(21,238)	(22,410)	(20,821)	(22,092)
Loss before tax income expenses		(83,674)	(168,292)	(90,723)	(155,723)
Tax income (expenses)	13	(3,027)	5,433	(578)	5,091
Loss for the period		(86,701)	(162,859)	(91,301)	(150,632)
Other comprehensive income:					
Other comprehensive income		-	-	-	-
Other comprehensive income for the period		-	-	-	-
Total comprehensive income for the period		(86,701)	(162,859)	(91,301)	(150,632)
Profit attributable to:					
Equity holders of the Company		(86,701)	(162,858)	(91,301)	(150,632)
Non-controlling interests of the subsidiaries		-	(1)		
		(86,701)	(162,859)		
Total comprehensive income attributable to:					
Equity holders of the Company		(86,701)	(162,858)	(91,301)	(150,632)
Non-controlling interests of the subsidiaries		-	(1)		
		(86,701)	(162,859)		

(Unit: Baht per share)

Earnings per share

Basic loss per share

Loss attributable to equity holders of the Company	(0.101)	(0.190)	(0.107)	(0.176)
--	---------	---------	---------	---------

The accompanying notes are an integral part of the financial statements.

SIAM
WELLNESS
GROUP

บริษัท สยามเวลเนสกรุ๊ป จำกัด (มหาชน)
SIAM WELLNESS GROUP PUBLIC COMPANY LIMITED

(Unaudited but reviewed)

The accompanying notes are an integral part of the financial statements.

**SIAM
WELLNESS
—GROUP**
บริษัท สยามเวลเนส จำกัด (มหาชน)
SIAM WELLNESS GROUP PUBLIC COMPANY LIMITED

(Unaudited but reviewed)

Siam Wellness Group Public Company Limited and its subsidiaries

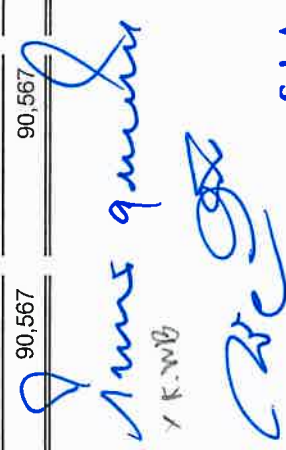
Statement of changes in shareholders' equity (continued)

For the six-month period ended 30 June 2022

(Unit: Thousand Baht)

Separate financial statements							
	Issued and fully paid-up share capital	Share premium	Retained earnings (deficit)		Other components of shareholders' equity		
			Appropriated - statutory reserve	Unappropriated	Other comprehensive		
					income		
					Surplus on revaluation of assets	other components of shareholders' equity	Total
Balance as at 1 January 2021	213,750	278,906	14,250	287,303	90,567	90,567	884,776
Loss for the period	-	-	-	(150,632)	-	-	(150,632)
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive income for the period	-	-	-	(150,632)	-	-	(150,632)
Balance as at 30 June 2021	213,750	278,906	14,250	136,671	90,567	90,567	734,144
Balance as at 1 January 2022	213,750	278,906	14,250	15,595	90,567	90,567	613,068
Loss for the period	-	-	-	(91,301)	-	-	(91,301)
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive income for the period	-	-	-	(91,301)	-	-	(91,301)
Balance as at 30 June 2022	213,750	278,906	14,250	(75,706)	90,567	90,567	521,767

The accompanying notes are an integral part of the financial statements.



K. Wiboon

(Unaudited but reviewed)

Siam Wellness Group Public Company Limited and its subsidiaries

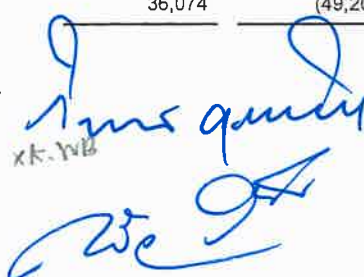
Statement of cash flows

For the six-month period ended 30 June 2022

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Cash flows from operating activities				
Loss before tax	(83,674)	(168,292)	(90,723)	(155,723)
Adjustments to reconcile loss before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	150,593	163,895	144,416	156,480
Unrealised loss on change in fair value of share return receivable	793	606	793	606
Bad debts and expected credit losses (reversal)	(358)	6,717	(79)	6,550
Reduction of inventories to net realisable value (reversal)	(1,841)	4,384	(1,799)	2,574
Gain on disposal of property, plant and equipment	(1)	(7)	-	(7)
Loss on write-off of property, plant and equipment	3,910	-	3,910	-
Gain on lease agreements cancellation	(1,669)	-	(1,669)	-
Loss on impairment of property, plant and equipment and right-of-use assets	1,054	1,438	1,054	1,438
Gain from rental discount - lease liabilities	(49,445)	(61,305)	(48,483)	(59,780)
Gain from rental discount - interest expenses	(6,960)	(9,903)	(6,604)	(9,841)
Loss from rental discount given to the lessees	-	-	152	88
Long-term employee benefit expenses (reversal)	698	(872)	620	(949)
Withholding tax write-off	393	-	327	-
Interest income	(753)	(1,064)	(1,399)	(1,054)
Interest expenses	21,238	22,410	20,821	22,092
Profit (loss) from operating activities before changes in operating assets and liabilities	33,978	(41,993)	21,337	(37,526)
Decrease (increase) in operating assets				
Trade and other receivables	940	7,400	(808)	5,773
Inventories	1,310	2,612	(52)	4,985
Other current assets	(2,675)	3,444	(2,754)	2,301
Deposits	1,370	5,888	1,815	5,888
Other non-current assets	1,949	(3,078)	1,951	(2,992)
Increase (decrease) in operating liabilities				
Trade and other payables	15,722	(6,394)	16,346	(3,888)
Advance received	(1,409)	583	(1,712)	(508)
Other current liabilities	2,225	(1,215)	2,429	(710)
Other non-current liabilities	(2,783)	(671)	(2,820)	(646)
Cash flows from (used in) operating activities	50,627	(33,424)	35,732	(27,323)
Cash paid for interest expenses	(14,025)	(12,237)	(13,924)	(11,988)
Cash paid for income tax	(528)	(3,542)	(198)	(269)
Net cash flows from (used in) operating activities	36,074	(49,203)	21,610	(39,580)

The accompanying notes are an integral part of the financial statements.



SIAM WELLNESS GROUP
 บริษัท สยามเวลเนสกรุ๊ป จำกัด (มหาชน)
 SIAM WELLNESS GROUP PUBLIC COMPANY LIMITED

(Unaudited but reviewed)

Siam Wellness Group Public Company Limited and its subsidiaries

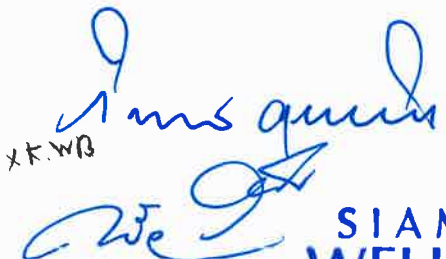
Statement of cash flows (continued)

For the six-month period ended 30 June 2022

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Cash flows from investing activities				
Increase in restricted deposits at financial institution	-	5,159	-	-
Cash paid for acquisition of property, plant and equipment	(75,440)	(10,187)	(75,078)	(9,993)
Cash paid for acquisition of intangible assets	(11)	(28)	(11)	(28)
Cash paid in advance for purchase of assets	(2,433)	(4,144)	(2,433)	(4,144)
Proceed from disposal of property, plant and equipment	1	121	-	121
Cash received from interest income	47	58	701	47
Net cash flows used in investing activities	(77,836)	(9,021)	(76,821)	(13,997)
Cash flows from financing activities				
Repayment in liabilities under lease agreements	(32,827)	(21,251)	(32,324)	(21,363)
Cash received from long-term loans from financial institution	-	90,000	-	80,000
Cash received from long-term loans from third party	75,000	-	75,000	-
Cash paid for repayment of long-term loans from financial institution	-	(10,680)	-	(10,680)
Cash paid for repayment of long-term loans from subsidiaries	-	-	(1,000)	-
Net cash flows from financing activities	42,173	58,069	41,676	47,957
Net increase (decrease) in cash and cash equivalents	411	(155)	(13,535)	(5,620)
Cash and cash equivalents at beginning of period	109,854	114,526	79,629	91,133
Cash and cash equivalents at end of period	110,265	114,371	66,094	85,513
Supplemental cash flows information				
Non-cash transactions				
Decrease in liabilities from acquisition of property, plant and equipment	(1,731)	(1,265)	(1,731)	(1,246)
Increase in provision for dismantling, removing and restoring of leasehold improvements	161	163	155	159
Increase (decrease) in right-of-use assets from effect of changes from agreements	(29,929)	314	(26,873)	(101)
Increase (decrease) in lease liabilities from the effect of changes from lease agreements	(29,929)	326	(29,839)	(88)
Increase in lease liabilities from new agreements	263	531	263	531

The accompanying notes are an integral part of the financial statements.


SIAM WELLNESS GROUP
 บริษัท สยามเวลเนสกรุ๊ป จำกัด (มหาชน)
 SIAM WELLNESS GROUP PUBLIC COMPANY LIMITED

Siam Wellness Group Public Company Limited and its subsidiaries

Notes to interim consolidated financial statements

For the three-month and six-month periods ended 30 June 2022

1. General information

1.1 General information of the Company

Siam Wellness Group Public Company Limited (“the Company”) was incorporated as limited company under the laws of Thailand on 28 November 2001. The Company operates in Thailand and principally engages in spa services business. Its registered head office is at No. 483, Soi Suthiporn, Pracha-Songkroh Road, Dindang, Dindang, Bangkok. As at 30 June 2022, the Company has a total of 62 branches in Bangkok and upcountry (31 December 2021: 65 branches) and 5 foreign branches according to the franchise agreement (31 December 2021: 5 foreign branches).

The Company registered in the Stock Exchange of Thailand on 31 October 2014 and its common shares had been approved to be listed in the MAI (MAI: Market of Alternative Investment).

1.2 Coronavirus disease 2019 Pandemic and fundamental accounting assumptions

The business operation of the Group has been affected from the effect of the COVID-19 pandemic in terms of spa and hotel service business. Since the COVID-19 situation has not subsided from 2020 up to the present, the number of customers has yet to return to pre-pandemic levels. This situation is significantly impacting the Group’s financial position, operating results, and cash flows at present, and is expected to do so in the future, also the assessment of the financial impact in respect of an uncertainty of the COVID-19 pandemic situation.

As a result of such situation, as at 30 June 2022 the Group had total current liabilities exceeded its total current assets by Baht 134.6 million (the Company only: Baht 188.0 million) and had operating losses for the three-month and six-month periods ended 30 June 2022 of Baht 29.3 million and Baht 86.7 million, respectively (the Company only: Baht 29.4 million and Baht 91.3 million, respectively). Although these circumstances may cast significant doubt on the Group’s ability to continue its business as a going concern, the Group had the measures to maintain its cash flow level for debt settlement and for its business operations by negotiation with the lessors to obtain the rental discount for each spa retail store. In addition, the Group received waiver letters for not complying with such covenants from the bank and has also successfully negotiated with its bank to defer loan principal repayments at least by 12 months for most of loan facilities as discussed in Note 11 to the interim consolidated

financial statements, and seeking source of funds. The Group believes that there will be the adequate cash flows for settlement of liabilities which to be due within one year and for using in its operations. Furthermore, the Group is in the process of implementing a business plan to improve its operations and turn a profit in the future. In addition, the government approved for the relief of COVID-19 pandemic control measures since 1 May 2022 onwards. The Group believes that it will be able to continue its operation as a going concern.

The management believes that it is appropriate to prepare the Group's interim financial statements for the three-month and six-month periods ended 30 June 2022 based on the assumption that the Group will continue its operations as a going concern.

1.3 Basis for the preparation of interim financial information

These interim financial statements are prepared in accordance with Thai Accounting Standard No. 34 Interim Financial Reporting, with the Company choosing to present condensed interim financial statements. However, the Company has presented the statements of financial position, comprehensive income, changes in shareholders' equity, and cash flows in the same format as that used for the annual financial statements.

The interim financial statements are intended to provide information additional to that included in the latest annual financial statements. Accordingly, they focus on new activities, events and circumstances so as not to duplicate information previously reported. These interim financial statements should therefore be read in conjunction with the latest annual financial statements.

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

1.4 Basis of preparation of the interim consolidated financial statements

The interim consolidated financial statements include the financial statements of Siam Wellness Group Public Company Limited ("the Company") and its subsidiaries ("the subsidiaries") (collectively as "the Group") and have been prepared on the same basis as that applied for the consolidated financial statements for the year ended 31 December 2021, with no change in shareholding structure of subsidiaries during the current period. Except, the dissolution of Siam Wellness Group (Cambodia) Co., Ltd., a subsidiary, which was approved by a relevant authority in Cambodia on 15 March 2022 (this subsidiary did not have any operations since its incorporation date).

xK.WB



**SIAM
WELLNESS
GROUP**

SIAM WELLNESS GROUP PUBLIC COMPANY LIMITED

2. Significant accounting policies

The interim financial statements are prepared using the same accounting policies and methods of computation as were used for the financial statements for the year ended 31 December 2021.

The revised financial reporting standards which are effective for fiscal years beginning on or after 1 January 2022, do not have significant impact on the Group's financial statements.

3. Related party transactions

During the period, the Group had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business. There were no significant changes in the transfer pricing policy of transactions with related parties during the current period.

Summaries significant business transactions with related parties as follows.

(Unit: Million Baht)

	For the three-month periods ended 30 June			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
<u>Transactions with subsidiaries</u>				
(Being eliminated from the consolidated financial statements)				
Revenue from sales and services	-	-	0.1	1.1
Revenue from rental and utilities	-	-	1.3	1.1
Other income	-	-	1.1	1.0
Purchase of goods	-	-	6.0	-
Service expenses	-	-	1.8	0.1
Commission expenses	-	-	0.1	-
Advertising expenses	-	-	0.1	0.1
Interest expenses	-	-	0.1	0.1
Rental and utilities expenses	-	-	0.2	-
<u>Transactions with related parties</u>				
Revenue from sales and services	0.1	0.1	-	0.1
Other income	0.3	0.4	-	-
Purchase of goods	1.3	-	1.0	0.1
Service expenses	0.4	0.7	0.1	0.2
Rental and utilities expenses (reversal)	(3.0)	1.7	(3.7)	1.1

(Unaudited but reviewed)

(Unit: Million Baht)

For the six-month periods ended 30 June			
Consolidated		Separate	
financial statements		financial statements	
2022	2021	2022	2021

Transactions with subsidiaries

(Being eliminated from the consolidated financial statements)

Revenue from sales and services	-	-	0.8	1.6
Revenue from rental and utilities	-	-	2.5	2.2
Other income	-	-	2.2	2.0
Purchase of goods	-	-	13.1	0.5
Service expenses	-	-	2.4	0.6
Commission expenses	-	-	0.1	-
Advertising expenses	-	-	0.1	0.1
Interest expenses	-	-	0.3	0.3
Rental and utilities expenses	-	-	0.3	-

Transactions with related parties

Revenue from sales and services	2.1	0.2	0.1	0.1
Other income	0.3	0.9	-	-
Purchase of goods	1.9	0.2	1.2	0.1
Service expenses	1.1	1.7	0.3	0.6
Rental and utilities expenses	3.8	3.5	2.3	2.2

The balances of the accounts as at 30 June 2022 and 31 December 2021 between the Company, subsidiaries and those related companies are as follows:

(Unit: Thousand Baht)

Consolidated		Separate	
financial statements		financial statements	
30 June	31 December	30 June	31 December
2022	2021	2022	2021
	(Audited)		(Audited)

Trade receivables - subsidiaries (Note 4)

(Being eliminated from the consolidated financial statements)

Siam Wellness Resort Co., Ltd.	-	-	1,521	710
Siam Wellness Lab Co., Ltd.	-	-	2,943	1,544
Siam Wellness Education Co., Ltd.	-	-	598	224
Tiger Eyes Trading (Thailand) Co., Ltd.	-	-	414	496
Total	-	-	5,476	2,974

Handwritten signature and initials

(Unaudited but reviewed)

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	30 June 2022	31 December 2021	30 June 2022	31 December 2021
		(Audited)		(Audited)
<u>Trade receivables - related parties (Note 4)</u>				
Blooming Co., Ltd.	2,385	2,398	-	-
Cyberprint Group Co., Ltd.	16	32	16	-
B.U. Enterprise Co., Ltd.	-	6	-	2
Sawangasuk Co., Ltd.	2,325	2,188	-	23
Director of subsidiaries	19	16	-	-
Total	4,745	4,640	16	25
<u>Other receivables - subsidiaries (Note 4)</u>				
(Being eliminated from the consolidated financial statements)				
Siam Wellness Resort Co., Ltd.	-	-	-	10
Siam Wellness Group (Hong Kong) Co., Ltd.	-	-	281	270
Shanghai Jia Tai Health Management Co., Ltd.	-	-	230	230
Total	-	-	511	510
<u>Other receivables - related parties (Note 4)</u>				
Klom Kliao Pattana Co., Ltd.	300	300	300	300
Related person	116	116	116	116
Total	416	416	416	416
<u>Lease receivables - subsidiaries</u>				
(Being eliminated from the consolidated financial statements)				
Siam Wellness Resort Co., Ltd.	-	-	20,293	23,150
Siam Wellness Lab Co., Ltd.	-	-	1,383	1,512
Siam Wellness Education Co., Ltd.	-	-	240	264
Tiger Eyes Trading (Thailand) Co., Ltd.	-	-	1,080	1,188
Total	-	-	22,996	26,114
Current	-	-	319	359
Non-current	-	-	22,677	25,755
	-	-	22,996	26,114

x.k.w. 

(Unaudited but reviewed)

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	30 June	31 December	30 June	31 December
	2022	2021	2022	2021
		(Audited)		(Audited)
<u>Long-term loans from subsidiaries</u>				
(Being eliminated from the consolidated financial statements)				
Siam Wellness Resort Co., Ltd.	-	-	15,000	15,000
Siam Wellness Lab Co., Ltd.	-	-	10,000	10,000
Siam Wellness Education Co., Ltd.	-	-	4,000	5,000
Total	-	-	29,000	30,000
<u>Trade payables - subsidiaries</u>				
(Being eliminated from the consolidated financial statements)				
Siam Wellness Resort Co., Ltd.	-	-	2,336	1,925
Siam Wellness Lab Co., Ltd.	-	-	9,053	6,743
Siam Wellness Education Co., Ltd.	-	-	5,164	3,909
Tiger Eyes Trading (Thailand) Co., Ltd.	-	-	887	3,275
Total	-	-	17,440	15,852
<u>Trade payables - related parties</u>				
Blooming Co., Ltd.	61	514	17	160
Blooming Intergift Co., Ltd.	-	833	-	833
B.U. Enterprise Co., Ltd.	98	58	64	41
Cyberprint Group Co., Ltd.	95	189	93	174
Asian Fortune Property Co., Ltd.	953	82	953	82
Klom Kliao Pattana Co., Ltd.	22	20	-	-
Sawangasuk Co., Ltd.	98	301	-	-
Total	1,327	1,997	1,127	1,290
<u>Other payables - subsidiaries</u>				
(Being eliminated from the consolidated financial statement)				
Siam Wellness Resort Co., Ltd.	-	-	205	195
Siam Wellness Education Co., Ltd.	-	-	11	11
Tiger Eyes Trading (Thailand) Co., Ltd.	-	-	70	70
Total	-	-	286	276

Handwritten signature and initials

(Unaudited but reviewed)

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	30 June 2022	31 December 2021	30 June 2022	31 December 2021
		(Audited)		(Audited)
<u>Other payables - related parties</u>				
Directors of the Company	98	220	81	182
Total	98	220	81	182
<u>Interest payables - subsidiaries</u>				
(Being eliminated from the consolidated financial statement)				
Siam Wellness Resort Co., Ltd.	-	-	28	-
Siam Wellness Lab Co., Ltd.	-	-	12	-
Siam Wellness Education Co., Ltd.	-	-	9	-
Total	-	-	49	-
<u>Lease liabilities - a subsidiary</u>				
(Being eliminated from the consolidated financial statements)				
Siam Wellness Education Co., Ltd.	-	-	1,219	1,502
Total	-	-	1,219	1,502
Current	-	-	577	570
Non-Current	-	-	642	932
	-	-	1,219	1,502
<u>Lease liabilities - related parties</u>				
Blooming Intergift Co., Ltd.	2,393	2,690	2,393	2,690
B.U. Enterprise Co., Ltd.	8,310	11,509	1,680	3,338
Asian Fortune Property Co., Ltd.	37,812	43,757	37,812	43,757
Klom Kliao Pattana Co., Ltd.	56,622	65,862	55,986	64,929
G.G.P. Property Co., Ltd.	2,326	2,774	2,326	2,774
Director of the related company	7,672	9,049	7,672	9,049
Total	115,135	135,641	107,869	126,537
Current	21,979	24,020	18,417	20,457
Non-Current	93,156	111,621	89,452	106,080
	115,135	135,641	107,869	126,537

~K. WB


Long-term loans from related parties

As at 30 June 2022 and 31 December 2021, the balance of long-term loan from subsidiaries and the movement is as follows:

(Unit: Thousand Baht)

	Separate financial statements				
	Interest rate	Balance as at 31 December	During the period		Balance as at 30 June
Lender	(% p.a.)	2021	Increase	Decrease	2022
Siam Wellness Resort Co., Ltd.	2.25	15,000	-	-	15,000
Siam Wellness Lab Co., Ltd.	1.52	10,000	-	-	10,000
Siam Wellness Education Co., Ltd.	2.25	5,000	-	(1,000)	4,000
Total		30,000	-	(1,000)	29,000

The outstanding balance as at 30 June 2022 and 31 December 2021 of long-term loans from subsidiaries are in the form of an unsecured loans due within 5 years from the date of signing the contracts (within September 2025).

Directors and management's benefits

During the three-month and six-month periods ended 30 June 2022 and 2021, employee benefit expenses payable to their directors and management of the Company and its subsidiaries are as follows:

(Unit: Million Baht)

	For the three-month periods ended 30 June			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Short-term employee benefits	3.5	2.8	3.5	2.8
Post-employment benefits	0.2	0.1	0.2	0.1
Total	3.7	2.9	3.7	2.9

(Unit: Million Baht)

Consolidated		Separate	
financial statements		financial statements	
2022	2021	2022	2021
7.0	5.2	7.0	5.2
0.3	(1.3)	0.3	(1.3)
7.3	3.9	7.3	3.9

The Company has guarantee obligations to subsidiaries as disclosed in Note 17 to the consolidated financial statements of the year 2021.

Consolidated financial statements		Separate financial statements	
30 June 2022	31 December 2021	30 June 2022	31 December 2021
	(Audited)		(Audited)

Not yet due	274	45	1,227	825
Past due				
Up to 3 months	622	1,860	1,478	676
3 - 6 months	1,464	350	985	374
6 - 12 months	-	-	622	1,087
Over 12 months	2,385	2,385	1,180	37
Total trade receivables - related parties, net	4,745	4,640	5,492	2,999



SIAM
WELLNESS
GROUP

บริษัท สยามเวลเนสกรุ๊ป จำกัด (มหาชน)
SIAM WELLNESS GROUP PUBLIC COMPANY LIMITED

(Unaudited but reviewed)

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	30 June 2022	31 December 2021	30 June 2022	31 December 2021
		(Audited)		(Audited)
<u>Trade receivables - unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	1,127	2,020	376	1,321
Past due				
Up to 3 months	7,394	7,092	6,084	6,515
3 - 6 months	113	68	112	15
6 - 12 months	61	1,867	51	1,762
Over 12 months	8,860	7,426	8,488	6,847
Total	17,555	18,473	15,111	16,460
Less: Allowance for expected credit loss	(8,908)	(9,266)	(8,531)	(8,610)
Total trade receivables - unrelated parties, net	8,647	9,207	6,580	7,850
Total trade receivable - net	13,392	13,847	12,072	10,849
<u>Other receivables</u>				
Other receivables - related parties (Note 3)	416	416	927	926
Other receivables - unrelated parties	1,183	1,310	684	1,021
Less: Allowance for expected credit loss	(313)	(313)	(313)	(313)
Total other receivables, net	1,286	1,413	1,298	1,634
Total trade and other receivables - net	14,678	15,260	13,370	12,483

Set out below is the movement in the allowance for expected credit losses of trade and other receivables.

	(Unit: Thousand Baht)	
	Consolidated financial statement	Separate financial statement
As at 1 January 2022	9,579	8,923
Loss on expected credit losses during the period	47	23
Reversal during the period	(405)	(102)
As at 30 June 2022	9,221	8,844

5. Share return receivables

On 17 December 2018, the meeting of the Company's Board of Directors No. 7/2018 passed the resolutions approving the acquisition of 349,600 ordinary shares of Chaba Elegance Co., Ltd. which principally engaged in nails polish, hand and foot spa, and eyelash extension business, or 76% of total share capital, in order to beneficially expand the Company's business. This investment acquisition was approximately amounting to Baht 125 million. The Company made partial payment for the shares totalling Baht 93.75 million on 3 January 2019, 5 February 2019, and 2 May 2019. The Company had the remaining amount of the shares totalling Baht 31.25 million. The Company received shares of Chaba Elegance Co., Ltd. from the former shareholders on 1 January 2019.

Later, on 4 October 2019, the meeting of the Company's Board of Directors No. 7/2019 passed a resolution approving the cancellation of investment in Chaba Elegance Co., Ltd. since such business needs a high expertise and competency level, resulting in the slowing down of the business expansion which does not follow the Company's objective. The Company entered into the separation agreement for the investment in Chaba Elegance Co., Ltd. with the former shareholders on 6 October 2019.

Under the separation agreement, the former shareholders agreed to cancel the remaining amount of shares totalling Baht 31.25 million that the Company has not yet paid according to the share purchase agreement and the former shareholders agreed to return the Company amount of Baht 93.75 million that the former shareholders received to the Company in 8 installments i.e., within 2019 totaling Baht 43.75 million, within 2021 totaling Baht 35 million, and within 2021 totaling 15 million. The former shareholders agreed to pay the Company with 8 advance dated checks with amounts and at due dates specified in the separation agreement.

Subsequently, the Company could not draw the money from the cheques which were due on 30 June 2020, 30 September 2020, 31 December 2020, 31 March 2021, and 30 June 2021 totaling Baht 45 million (cheques No. 4 to No. 8). The management of the Company has followed up and filed a lawsuit against the former shareholders for these five cheques that cannot be drawn on August 2020, October 2020, January 2021, May 2021, and July 2021 respectively. The former shareholders informed that they are in the process of arranging their assets and following procedures in order to pay for such amounts due to the Company. According to the judgment of the Court of First Instance in January 2022, the defendant lost the case relating to the cheque No.4. Currently, the case is in the process of consideration by the Appeal Court. For the cheques No.5 to No.8, the Court allowed to consolidate the cases, which the Court of First Instance had the judgment that the defendant lost the cases in June

2022. Currently, it is during the period that the defendant can submit an appeal to the Court. The management of the Company considers that the former shareholders have an ability to pay for such share returns to the Company in full amount. The Company expected the amount to be received within one year amounting to Baht 9.1 million.

The movement of share return receivables from the former shareholders for the six-month period ended 30 June 2022 are as detailed below.

	(Unit: Thousand Baht)
	Consolidated and Separate financial statements
Net book value as at 1 January 2022	41,389
Decrease from change in fair value during the period	(793)
Share return receivables as at 30 June 2022	40,596
Less: Current portion	(9,070)
Share return receivables - net of current portion	31,526

6. Inventories

Movements in the allowance for diminution in value of inventories account during the six-month period ended 30 June 2022, are summarised below.

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
Balance as at 1 January 2022	10,781	8,031
Add: Allowance for diminution in value of inventories made during the period	733	465
Less: Reversal of allowance for diminution in value of inventories made during the period	(2,574)	(2,264)
Balance as 30 June 2022	8,940	6,232

Handwritten signature
K. W. B.

7. Non-current assets classified as held for sale

On 31 December 2019, the Company entered into the sales and purchase agreement of condominium unit with a non-related person with the amount of Baht 36.5 million. During the year ended 31 December 2021, the Company received the deposit totaling Baht 2 million. According to the agreement, the buyer shall pay for the remaining amount of Baht 34.5 million within 31 December 2020. However, due to the COVID-19 pandemic situation which has not yet relieved, the Company entered into the memorandum of the agreement with the buyer to postpone the settlement for the remaining amount to be within December 2022.

As at 30 June 2022, the Company has pledged its non-current assets classified as held for sale with net book value of Baht 32.3 million (31 December 2021: Baht 32.3 million) as collateral against its bank overdrafts facilities and long-term loans facilities as disclosed in Note 11 to the interim consolidated financial statements.

8. Property, plant and equipment

A reconciliation of net book value of property, plant and equipment for the six-month period ended 30 June 2022 is presented below.

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
Net book value as at 1 January 2022	946,642	877,074
Acquisition during the period	89,546	89,185
Written-off during the period (net book value as at write-off date)	(3,910)	(3,910)
Depreciation for the period	(60,133)	(55,989)
Increase in allowance for impairment during the period	(1,054)	(1,054)
Net book value as at 30 June 2022	971,091	905,306

As at 30 June 2022, the Company has pledged its land and structures thereon with net book value of Baht 315.1 million as collateral against its bank overdrafts facilities and long-term loans facilities as disclosed in Note 11 to the interim consolidated financial statements.

9. Right-of-use assets

Movements of right-of-use assets account during the six-month period ended 30 June 2022 are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Net book value as at 1 January 2022	945,575	914,943
Additions	263	263
Amortisation for the period	(88,701)	(86,690)
Effect of cancellation of lease agreements	(16,884)	(16,884)
Effect of modification of lease agreements	(29,929)	(26,873)
Net book value as at 30 June 2022	810,324	784,759

10. Deposits

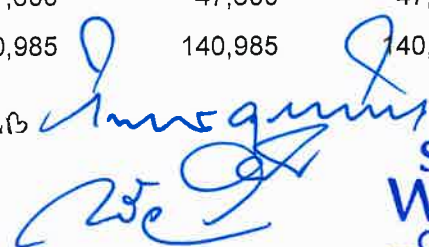
(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Net book value as at 1 January 2022	73,050	72,449
Additions during the period	2,562	2,117
Decrease during the period	(3,932)	(3,932)
Interest income	706	700
Effect of modification agreements	17	17
Adjustment to the present value during the period	(85)	(82)
Net book value as at 30 June 2022	72,318	71,269

11. Long-term loans

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
Loan no.	30 June 2022	31 December 2021	30 June 2022	31 December 2021
		(Audited)		(Audited)
1	56,900	56,900	56,900	56,900
2	47,600	47,600	47,600	47,600
3	140,985	140,985	140,985	140,985

*ก.น.บ. 

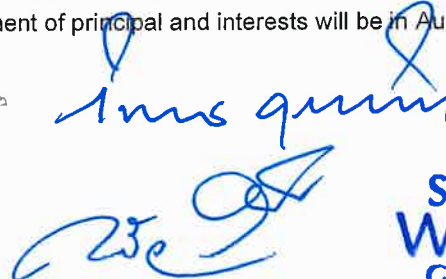
(Unaudited but reviewed)

Loan no.	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	30 June 2022	31 December 2021	30 June 2022	31 December 2021
		(Audited)		(Audited)
4	20,000	20,000	20,000	20,000
5	10,000	10,000	-	-
6	5,000	5,000	-	-
7	10,000	10,000	-	-
8	23,000	23,000	23,000	23,000
9	89,000	89,000	89,000	89,000
10	80,000	80,000	80,000	80,000
11	10,000	10,000	-	-
12	6,150	6,150	-	-
13	3,000	3,000	-	-
14	95,000	20,000	95,000	20,000
Total	596,635	521,635	552,485	477,485
Less: Current portion	(72,964)	(114,469)	(69,516)	(108,214)
Long-term loans, net of current portion	523,671	407,166	482,969	369,271

During the current period, there were no significant changes in the facility amount, interest rate, repayment condition, and collateral of the above loan facilities as have been disclosed in Note 6, Note 13, and Note 17 to the consolidated financial statements of the year 2021, except loan facilities regarding revision of repayment condition as follows:

Loan no.	Facility amount (Million Baht)	Modified loan agreement date	Repayment
1	240	22 March 2022	Revised its principal repayment condition since March 2022 onwards, with the first repayment will be proceeded in March 2023. The last repayment of principal and interests will be in Mach 2024.
2	80	22 March 2022	Revised its principal repayment condition since March 2022 onwards, with the first repayment will be proceeded in March 2023. The last repayment of principal and interests will be in February 2026.
3	160	6 May 2022	Revised its principal repayment condition since May 2022 onwards, with the first repayment will be proceeded in January 2023. The last repayment of principal and interests will be in August 2027.

xK-WB



Loan no.	Facility amount (Million Baht)	Modified loan agreement date	Repayment
4	20	22 March 2022	Revised its principal repayment condition since April 2022 onwards, with the first repayment will be proceeded in March 2023. The last repayment of principal and interests will be in February 2026.
5	10	22 March 2022	Revised its principal repayment condition since April 2022 onwards, with the first repayment will be proceeded in March 2023. The last repayment of principal and interests will be in February 2026.
6	5	22 March 2022	Revised its principal repayment condition since April 2022 onwards, with the first repayment will be proceeded in March 2023. The last repayment of principal and interests will be in February 2026.
7	10	22 March 2022	Revised its principal repayment condition since April 2022 onwards, with the first repayment will be proceeded in March 2023. The last repayment of principal and interests will be in February 2026.
8	23	22 March 2022	Revised its principal repayment condition since March 2022 onwards, with the first repayment will be proceeded in March 2023. The last repayment of principal and interests will be in October 2026.
9	89	22 March 2022	Revised its principal repayment condition since March 2022 onwards, with the first repayment will be proceeded in March 2023. The last repayment of principal and interests will be in November 2026.

The loan agreements contain several covenants which, among other things, require the Company and subsidiaries to maintain debt-to-equity ratio (the Company only) and debt service coverage ratio at the rate prescribed in the agreements.

As at 30 June 2022, the Company was unable to maintain some financial ratio covenants under the loan agreements (unrelated to principal and interest payment) for loan facilities No. 1, No. 2 and No. 8 to No. 10 which in June 2022, the Company and subsidiaries have received waiver letters for not complying with such covenants from the financial institution. As a result, the outstanding balances as at 30 June 2022 of the loan facilities are classified as current liabilities according to the conditions specified in the loan agreements.

As at 30 June 2022, long-term credit facilities of a Company which have not yet been drawn down amounted to Baht 37 million (31 December 2021: Baht 112 million).

xk-wb 



(Unaudited but reviewed)

Movements in the long-term loans during the six-month period ended 30 June 2022 is summarised below:

(Unit: Thousand Baht)

	Consolidated financial statement	Separate financial statement
Balance as at 1 January 2022	521,635	477,485
Add: Increase during the period	75,000	75,000
Balance as at 30 June 2022	596,635	552,485

12. Lease liabilities

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	30 June 2022	31 December 2021	30 June 2022	31 December 2021
		(Audited)		(Audited)
Lease payments	965,350	1,106,431	959,157	1,098,606
Less: Deferred interest expenses	(97,701)	(108,291)	(97,555)	(108,068)
Total	867,649	998,140	861,602	990,538
Less: Current portion	(165,062)	(175,496)	(162,078)	(172,503)
Lease liabilities - net of current portion	702,587	822,644	699,524	818,035

Movements of lease liabilities during the six-month period ended 30 June 2022 are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Balance as at 1 January 2022	998,140	990,538
Increase during the period	263	263
Decrease from repayment during the period	(32,827)	(32,324)
Decrease from rental discount received during the period	(49,445)	(48,483)
Effect of changes from cancellation of lease agreements	(18,553)	(18,553)
Effect of changes from modification of lease agreements	(29,929)	(29,839)
Balance as at 30 June 2022	867,649	861,602

A.K. WB
[Signature]
[Signature]

13. Income tax

Interim corporate income tax was calculated on profit before income tax for the period, using the estimated effective tax rate for the year.

Tax expenses (income) for the three-month and six-month periods ended 30 June 2022 and 2021 are made up as follows:

(Unit: Thousand Baht)

	For the three-month periods ended 30 June			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Current income tax:				
Interim corporate income tax charge	365	38	-	-
Deferred tax:				
Relating to origination and reversal of temporary differences	(486)	(3,087)	(533)	(2,881)
Tax income reported in profit or loss	<u>(121)</u>	<u>(3,049)</u>	<u>(533)</u>	<u>(2,881)</u>

(Unit: Thousand Baht)

	For the six-month periods ended 30 June			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Current income tax:				
Interim corporate income tax charge	2,394	42	-	-
Deferred tax:				
Relating to origination and reversal of temporary differences	633	(5,475)	578	(5,091)
Tax expense (income) reported in profit or loss	<u>3,027</u>	<u>(5,433)</u>	<u>578</u>	<u>(5,091)</u>

AKWB


14. Segment information

The Company and its subsidiaries are organised into business units based on its products and services. During the current period, the Company and its subsidiaries have not changed the organisation of their reported segments.

The following table presents revenue and profit (loss) information regarding the Company and its subsidiaries' operating segments for the three-month and six-month periods ended 30 June 2022 and 2021.

(Unit: Million Baht)

	For the three-month periods ended 30 June									
	Spa services		Sales of spa products and healthy products		Hotel and restaurant		Elimination		Total	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
Revenues from external customers	113	15	14	6	5	1	-	-	132	22
Internal - segment revenues	1	-	9	2	1	-	(11)	(2)	-	-
Total revenues	114	15	23	8	6	1	(11)	(2)	132	22
Segment profit (loss)	4	(53)	6	3	1	(3)	-	-	11	(53)
Revenues and expenses which have not been allocated:										
Interest income									1	1
Other income									1	1
Selling and distribution expenses									(7)	(6)
Administrative expenses									(24)	(22)
Finance cost									(11)	(11)
Loss before tax income									(29)	(90)
Tax income									-	3
Loss for the period									(29)	(87)
Other significant non-cash items:										
Depreciation and amortisation	(73)	(79)	-	-	(2)	(3)	-	-	(75)	(82)
Loss on impairment of property, plant and equipment and right-of-use assets	(2)	-	-	-	-	-	-	-	(2)	-
Expected credit losses	-	(7)	-	-	-	-	-	-	-	(7)
Gain on lease agreements cancellation	2	-	-	-	-	-	-	-	2	-

Ime qun
x.k. WB

(Unaudited but reviewed)

(Unit: Million Baht)

For the six-month periods ended 30 June

	Spa services		Sales of spa products and healthy products		Hotel and restaurant		Elimination		Total	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
Revenues from external customers	181	61	51	13	10	3	-	-	242	77
Internal - segment revenues	2	-	33	3	1	-	(36)	(3)	-	-
Total revenues	183	61	84	16	11	3	(36)	(3)	242	77
Segment profit (loss)	(31)	(97)	23	7	-	(6)	-	-	(8)	(96)
Revenues and expenses which have not been allocated:										
Interest income									1	1
Other income									5	1
Selling and distribution expenses									(15)	(12)
Administrative expenses									(46)	(41)
Finance cost									(21)	(22)
Loss before tax income									(84)	(168)
Tax income (expenses)									(3)	5
Loss for the period									(87)	(163)
Other significant non-cash items:										
Write-off property, plant and equipment	(4)	-	-	-	-	-	-	-	(4)	-
Depreciation and amortisation	(147)	(159)	-	-	(4)	(5)	-	-	(151)	(164)
Loss on impairment of property, plant and equipment and right-of-use assets	(1)	(1)	-	-	-	-	-	-	(1)	(1)
Expected credit losses	-	(7)	-	-	-	-	-	-	-	(7)
Gain on lease agreements cancellation	2	-	-	-	-	-	-	-	2	-


 K-WB


SIAM WELLNESS GROUP
 บริษัท สยามเวลเนส กรุ๊ป จำกัด (มหาชน)
 SIAM WELLNESS GROUP PUBLIC COMPANY LIMITED

15. Commitments and contingent liabilities

(Unit: Million Baht)

	Consolidated and Separate financial statements	
	30 June 2022	31 December 2021
		(Audited)
Capital commitments		
Building construction agreements	14.9	49.5
Other commitments		
Service agreement, short-term lease agreements and low-value assets lease agreement	81.1	73.4
Guarantees		
Letter of utility guarantee	0.1	0.1

In addition, the Company had made operating agreements with certain lessors that the rental and service fees are to be calculated taking into account the proportion of service income that the Company received from the customers relating to its spa services. During the three-month and six-month periods ended 30 June 2022, the Company recognised rental and service expenses amounting to Baht 4.7 million and Baht 7.4 million, respectively (2021: Baht 1.0 million and Baht 2.0 million, respectively).

16. Fair value

Since the majority of the Group's financial instruments are short-term in nature or carrying interest at rates close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in the statement of financial position, except:

- The fair value of share return receivables are estimated by discounting expected future cash flows by the current market interest rate adjusted with appropriate risk factors.
- For fixed rate long-term loans, their fair values are estimated by discounting expected future cash flow by the current market interest rate of the loans with similar terms and conditions. The details are as follows:

Signature
x.k.-wb

Signature

(Unaudited but reviewed)

(Unit: Million Baht)

	Consolidated financial statements				Separate financial statements			
	Carrying amount		Fair value		Carrying amount		Fair value	
	30	31	30	31	30	31	30	31
	June	December	June	December	June	December	June	December
	2022	2021	2022	2021	2022	2021	2022	2021
		(Audited)		(Audited)		(Audited)		(Audited)
Long-term loans from financial institutions - fixed interest rate	167	167	164	161	123	123	121	118

Fair value hierarchy

As of 30 June 2022 and 31 December 2021, the Company had the following assets that were measured at fair value using different levels of inputs as follows:

(Unit: Million Baht)

	30 June 2022			
	Consolidated and Separate financial statements			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Lands	-	279	-	279

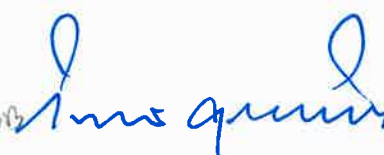
(Unit: Million Baht)

	31 December 2021			
	Consolidated and Separate financial statement			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Lands	-	279	-	279

Valuation techniques and inputs to Level 2 valuation

The fair value of lands was revalued using the comparable market approach appraised by an independent professional valuer.

During the current period, there were no transfers within the fair value hierarchy.

AK. 



17. Event after the reporting period

On 10 August 2022, the meeting of the Company's Board of Directors approved Siam Wellness Lab Co., Ltd. (its subsidiary) to jointly invest with Amara Asia Co., Ltd. (a non-related party) to establish Siam Wellness Amara Co., Ltd., with 10,000 registered ordinary shares of Baht 100 each, totaling Baht 1 million, with the proportion of 51% and 49% holding percentage of registered share capital of such company, respectively. The main business is to establish sleep clinics where provide medical treatments and consultation to improve sleep quality and develop cannabis products for medical purpose.

18. Approval of interim financial statements

These interim financial statements were authorised to issue by the Company's Board of Directors on 10 August 2022.

๑
xk-wib
Imo quiny

25 9A