

**Miss Grand International Public Company Limited**  
**Condensed notes to interim financial statements**  
**For the three-month and six-month periods ended 30 June 2024**

**1. General information**

**1.1 Corporate information**

Miss Grand International Company Limited (“the Company”) is a limited company under Thai laws and registered the transformation to a public company under the Public Limited Companies Act on 15 June 2022 and domiciled in Thailand. The Company is principally engaged in the wholesale and retail for beauty product, cosmetics product, skincare product, food dietary supplement, and food products under Company’s branding name. Moreover, the Company is beauty pageant organiser for the stage “Miss Grand Thailand” and “Miss Grand International” and also artist management agency. The registered office of the Company is at 1213/414 Lat Phrao 94 (Panjamit), Lat Phrao Rd., Phlapphla, Wang Thong Lang, Bangkok. There are two branches located at Bangkok.

**1.2 Basis for the preparation of interim financial statements**

The interim financial statements are prepared in accordance with Thai Accounting Standard No. 34 “Interim Financial Reporting”, with the Company presenting condensed interim financial statements. 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 and has presented notes to the interim financial statements on a condensed basis.

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

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

### 1.3 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 2023, except the account policy for investment in listed equity instruments which the Company applied for the financial statement in current period as follows.

#### Financial assets designated at FVOCI (equity instruments)

Upon initial recognition, the Company can elect to irrevocably classify its equity investments which are not held for trading as equity instruments designated at FVOCI. The classification is determined on an instrument-by-instrument basis.

Gains and losses recognised in other comprehensive income on these financial assets are never recycled to profit or loss.

Dividends are recognised as other income in profit or loss, except when the dividends clearly represent a recovery of part of the cost of the financial asset, in which case, the gains are recognised in other comprehensive income.

Equity instruments designated at FVOCI are not subject to impairment assessment.

The revised financial reporting standards which are effective for fiscal years beginning on or after 1 January 2024, do not have any significant impact on the Company's financial statements.

## 2. Related party transactions

During the period, the Company had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Company and those related parties.

	(Unit: Million Baht)				<u>Transfer Pricing Policy</u>
	<u>For the three-month</u>		<u>For the six-month</u>		
	<u>period ended 30 June</u>		<u>period ended 30 June</u>		
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	
<u>Transactions with management and directors</u>					
Rental expense	0.1	0.1	0.2	0.2	Contract price
<u>Transactions with joint venture</u>					
Purchase of goods	0.4	-	2.0	-	Agreed prices
Service income	0.5	-	0.7	-	Contract price

(Unaudited but reviewed)

The outstanding balances of the accounts as at 30 June 2024 and 31 December 2023 between the Company and related person/party are as follows:

	(Unit: Thousand Baht)	
	30 June 2024	31 December 2023
		(Audited)
<u>Deposit - related person</u>		
Management and directors	109	109
<u>Trade payables - joint venture (Note 9)</u>		
Joint venture	299	509
<u>Deferred revenue - joint venture</u>		
Joint venture	253	-
<u>Directors and management's benefits</u>		

During the three-month and six-month periods ended 30 June 2024 and 2023, the Company had employee benefit expenses payable to its directors and management as below.

	(Unit: Thousand Baht)			
	For the three-month period ended 30 June		For the six-month period ended 30 June	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Short-term employee benefits	2,633	2,410	5,266	4,820
Post-employment benefits	186	174	372	347
Total	<u>2,819</u>	<u>2,584</u>	<u>5,638</u>	<u>5,167</u>

### 3. Cash and cash equivalents

	(Unit: Thousand Baht)	
	30 June 2024	31 December 2023
		(Audited)
Cash	52	60
Bank deposits	12,258	397,588
Total	<u>12,310</u>	<u>397,648</u>

As at 30 June 2024, bank deposits in savings carried interests 0.50 - 0.75 percent per annum (31 December 2023: 0.50 - 1.25 percent per annum).

(Unaudited but reviewed)

4. Trade and other receivables

	(Unit: Thousand Baht)	
	30 June 2024	31 December 2023
		(Audited)
<b><u>Trade accounts receivable - unrelated parties</u></b>		
Aged on the basis of due dates		
Not yet due	6,906	1,634
Past due		
Up to 3 months	16,103	10,810
Over 12 months	492	595
Total trade receivables - unrelated parties	23,501	13,039
Less: Allowance for expected credit losses	(703)	(606)
Total trade accounts receivable - unrelated parties - net	22,798	12,433
<b><u>Other receivables</u></b>		
Post date cheques	-	47
Advance payments	220	75
Accrued income	6,666	2,474
Others	850	69
Total other receivables	7,736	2,665
Total trade and other receivables - net	30,534	15,098

(Unaudited but reviewed)

## 5. Other financial assets

	(Unit: Thousand Baht)	
	30 June 2024	31 December 2023
		(Audited)
<b><u>Financial assets at fair value through profit and loss</u></b>		
Mutual fund	203,211	-
Others	580	563
<b><u>Financial assets measured at fair value through other comprehensive income</u></b>		
Listed equity instruments - Sabuy Technology Public Company Limited	23,700	-
Total other financial assets	<u>227,491</u>	<u>563</u>
Current	203,695	467
Non-current	<u>23,796</u>	<u>96</u>
	<u>227,491</u>	<u>563</u>

On 1 April 2024, the Company invested in Sabuy Technology Public Company Limited of 30 million ordinary shares of Baht 4.50 each, totaling Baht 135 million. The Company has classified this investment as equity instruments measured at fair value through other comprehensive income (FVOCI).

Financial assets which invest in mutual fund were measured at fair value with hierarchy level 2, listed equity instruments were measured at fair value with hierarchy level 1 and there were no transfers within the fair value hierarchy during the current period.

## 6. Investment in joint venture

### 6.1 Details of investment in joint venture

Investment in joint venture represents investment in entity which is jointly controlled by the Company and other company. Details of this investment are as follows:

		(Unit: Thousand Baht)							
Joint venture	Nature of business	Paid-up capital		Shareholding percentage		Financial statements in which the equity method is applied		Separate financial statements	
		30 June 2024	31 December 2023	30 June 2024	31 December 2023	Carrying amount based on equity method		Carrying amount based on cost method	
				(Percent)	(Percent)	30 June 2024	31 December 2023	30 June 2024	31 December 2023
						(Audited)		(Audited)	
KMGI Company Limited	Production and distribution of cosmetic and consumer products	30,000	10,000	50	50	12,445	4,811	15,000	5,000
Total investment in joint venture						12,445	4,811	15,000	5,000

On 8 February 2023, the Company entered into a joint investment agreement to establish KMGI Company Limited, which is engaged the production and distribution of cosmetic and consumer products both domestically and overseas. This company has a registered capital of Baht 1 million, comprising 0.1 million ordinary shares of Baht 10 each, which have been fully paid.

On 22 June 2023, KMGI Company Limited completed issuance of additional ordinary shares of Baht 10 million in accordance with the agreement. The registered capital subsequent to this issuance totals to Baht 10 million, comprising 1 million ordinary shares of Baht 10 each, which have been fully paid. The Company had a 50 percent interest in this company.

On 17 May 2024, KMGI Company Limited completed issuance of additional ordinary shares of Baht 20 million. The registered capital subsequent to this issuance totals to Baht 30 million, comprising 3 million ordinary shares of Baht 10 each, which have been fully paid. The Company had a 50 percent interest in this company.

(Unaudited but reviewed)

## 6.2 Share of comprehensive income

During the periods, the Company recognised its share of loss from investment in joint venture in financial statements in which the equity method is applied as follows:

(Unit: Thousand Baht)

Joint venture	Financial statements in which the equity method is applied			
	Share of loss from investment in joint venture			
	For the three-month period ended 30 June		For the six-month period ended 30 June	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
KMGI Company Limited	(1,402)	(93)	(2,366)	(111)

## 7. Property, plant and equipment

Movements of property, plant and equipment for the six-month period ended 30 June 2024 are summaries below:

(Unit: Thousand Baht)

<b>Net book value as at 1 January 2024</b>	145,865
Acquisition during the period - at cost	21,920
Depreciation for the period	<u>(1,608)</u>
<b>Net book value as at 30 June 2024</b>	<u>166,177</u>

## 8. Intangible assets

Movements of intangible assets for the six-month period ended 30 June 2024 are summaries below:

(Unit: Thousand Baht)

<b>Net book value as at 1 January 2024</b>	7,117
Acquisition during the period - at cost	4,501
Amortisation for the period	<u>(539)</u>
<b>Net book value as at 30 June 2024</b>	<u>11,079</u>

**9. Trade and other payables**

	(Unit: Thousand Baht)	
	30 June 2024	31 December 2023
		(Audited)
Trade payables - related parties	299	509
Trade payables - unrelated parties	9,969	11,032
Other payables - unrelated parties	3,200	8,815
Accrued beauty pageant organise expenses	9,821	5,129
Accrued expenses	8,092	11,487
Total trade and other payables	<u>31,381</u>	<u>36,972</u>

**10. Share capital**

On 13 July 2023, the Extraordinary General Meeting of Shareholder No.1/2023 of the Company passed a resolution to approve the allocation of the 60,000,000 new ordinary shares of the Company with a par value of Baht 0.50 each prescribed in the prospectus as follows:

- a) Not more than 9 million ordinary shares are to be offered to the Company's patronages at the offer price of persons at the underwriter's discretion mentioned in c).
- b) Not more than 6 million ordinary shares are to be offered to the Company's employees at the offer price of persons at the underwriter's discretion mentioned in c).
- c) Not less than 45 million ordinary shares are to be offered to persons at the underwriter's discretion.

During 4, 6 and 7 December 2023, the Company offered 60,000,000 ordinary shares with a par value of Baht 0.50 each, at a price of Baht 4.95 per share to the initial public offering, amounting to Baht 297 million. Subsequently on 8 December 2023, the Company received full payment of the additional capital and registered the increase in its issued and paid-up share capital from Baht 75 million (150,000,000 ordinary shares with a par value of Baht 0.50 each) to Baht 105 million (210,000,000 ordinary shares with a par value of Baht 0.50 each) with the Ministry of Commerce. The Stock Exchange of Thailand (SET) approved the 210,000,000 ordinary shares with a par value of Baht 0.50 each of the Company as listed securities, with trading permitted on 14 December 2023.

The Company incurred transaction costs amounting Baht 9 million (net of income tax of Baht 2 million), and these expenses were recorded as a deduction against share premium.



**11. 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.

Income tax expenses for the three-month and six-month periods ended 30 June 2024 and 2023 are made up as follows:

	(Unit: Thousand Baht)			
	For the three-month period ended 30 June		For the six-month period ended 30 June	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
<b>Current income tax:</b>				
Current income tax charge	14,946	12,399	20,497	15,116
<b>Deferred tax:</b>				
Relating to origination and reversal of temporary differences	<u>205</u>	<u>(1,156)</u>	<u>263</u>	<u>(1,920)</u>
<b>Income tax expenses reported in the profit or loss</b>	<u>15,151</u>	<u>11,243</u>	<u>20,760</u>	<u>13,196</u>
<b>Income tax reported in other comprehensive income</b>	<u>(22,260)</u>	<u>-</u>	<u>(22,260)</u>	<u>-</u>

**12. Earnings per share**

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

### 13. Segment information

The Company is organised into business units based on their products and services. During the current period, the Company has not changed the organisation of their reportable segments from the last annual financial statements.

The following table presents the financial information for the six-month periods ended 30 June 2024 and 2023 of the Company by segment.

(Unit: Thousand Baht)

	For the three-month periods ended 30 June											
	Consumption products		Consumer products		Entertainment business		Beauty pageant organise		Others		Total	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
<b>Revenues</b>												
Revenues from external customers	50,957	24,457	26,710	53,685	48,341	72,676	97,818	54,630	7,574	5,458	231,400	210,906
<b>Total revenues</b>	<b>50,957</b>	<b>24,457</b>	<b>26,710</b>	<b>53,685</b>	<b>48,341</b>	<b>72,676</b>	<b>97,818</b>	<b>54,630</b>	<b>7,574</b>	<b>5,458</b>	<b>231,400</b>	<b>210,906</b>
<b>Operating result</b>												
Segment gross profit	25,869	12,770	11,197	27,152	19,350	28,755	59,145	20,377	(4,372)	(1,262)	111,189	87,792
Other income											5,876	1,267
Selling and distribution expenses											(22,384)	(17,879)
Administrative expenses											(19,261)	(15,517)
Share of loss from investment in joint venture											(1,402)	(93)
Financial income											68	120
Financial cost											(7)	(6)
<b>Profit before income tax expenses</b>											<b>74,079</b>	<b>55,684</b>
Income tax expenses											(15,151)	(11,243)
<b>Profit for the period</b>											<b>58,928</b>	<b>44,441</b>

(Unaudited but reviewed)

(Unit: Thousand Baht)

	For the six-month periods ended 30 June											
	Consumption products		Consumer products		Entertainment business		Beauty pageant organise		Others		Total	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
<b>Revenues</b>												
Revenues from external												
customers	105,989	44,007	64,148	72,683	99,381	112,400	97,818	54,630	14,613	9,643	381,949	293,363
<b>Total revenues</b>	<b>105,989</b>	<b>44,007</b>	<b>64,148</b>	<b>72,683</b>	<b>99,381</b>	<b>112,400</b>	<b>97,818</b>	<b>54,630</b>	<b>14,613</b>	<b>9,643</b>	<b>381,949</b>	<b>293,363</b>
<b>Operating result</b>												
Segment gross profit	53,189	21,621	27,171	36,914	45,790	44,139	59,145	20,377	(6,985)	(2,860)	178,310	120,191
Other income											6,345	1,840
Selling and distribution expenses											(48,173)	(27,174)
Administrative expenses											(34,169)	(29,658)
Share of loss from investment												
in joint venture											(2,366)	(111)
Financial income											950	220
Financial cost											(10)	(13)
<b>Profit before income tax expenses</b>											<b>100,887</b>	<b>65,295</b>
Income tax expenses											(20,760)	(13,196)
<b>Profit for the period</b>											<b>80,127</b>	<b>52,099</b>

## 14. Dividends

Dividends	Approved by	Total dividends (Million Baht)	Dividend per share (Baht)
<b>2024</b>			
Final dividend of 2023	Annual General Meeting of the shareholders' meeting on 26 April 2024	31.5	0.15
<b>Total dividends for 2024</b>		<b>31.5</b>	<b>0.15</b>
<b>2023</b>			
Final dividend of 2022	Annual General Meeting of the shareholders' meeting on 29 March 2023	15	0.10
<b>Total dividends for 2023</b>		<b>15</b>	<b>0.10</b>

## 15. Commitments and contingent liabilities

### 15.1 Capital commitments

As at 30 June 2024, the Company had capital commitments of Baht 41.7 million relating to the improvement of office building, installation of computer software and production of series (31 December 2023: Baht 1.4 million).

### 15.2 Lease and service commitments

The Company has entered into several leases of low-value assets, short-term lease and services agreements which are non-cancellable. The terms of the contracts are generally between 1 year and 5 years.

Future minimum lease payments under these non-cancellable contracts were as follows:

	(Unit: Million Baht)	
	30 June 2024	31 December 2023
Payable within:		
Within 1 year	14.9	5.5
Over 1 year and up to 5 years	0.1	0.1

## 16. Litigations

16.1 On 1 May 2023, a local company filed a lawsuit against the Company in the Thai Civil Court for a claim of damages for wrongful acts. The total claim amount was Baht 307 million. At present, the case is under deliberation in the Civil Court. The management of the Company believes that the case defense being successful is high and it is unlikely that the Company will suffer from significant damages related to the lawsuit at this time. The Company therefore has not set up any provision for this matter in its accounts.

16.2 On 31 January 2023, a local company filed a lawsuit against the Company in the Thai Civil Court for a claim of damages for breach agreement. The total claim amount was Baht 43 million. The Civil Court dismissed the case on 15 March 2024. Subsequently, the plaintiff appealed to the Court of Appeal, and the Company requested an extension of the deadline for filing a plea in the appellate court. At present, the case is in the process of preparing the plea document for submission to the Court of Appeal. The management of the Company believes that the case defense being successful is high and it is unlikely that the Company will suffer from significant damages related to the lawsuit at this time. The Company therefore has not set up any provision for this matter in its accounts.

(Unaudited but reviewed)

16.3 On 20 April 2023, an individual filed a lawsuit against the Company and the Company's director in the Thai Civil Court for a claim of damages for wrongful acts and defamation. The total claim amount was Baht 50 million. The Civil Court dismissed the case on 21 March 2024. Subsequently, the plaintiff appealed to the Court of Appeal, and the Company requested an extension of the deadline for filing a plea in appellate court. At present, the case is in the process of preparing the plea document for submission to the Court of Appeal. The management of the Company believes that the case defense being successful is high and it is unlikely that the Company will suffer from significant damages related to the lawsuit at this time. The Company therefore has not set up any provision for this matter in its accounts.

On 23 June 2023, one of the Company's directors provided a letter certifying responsibility for damages of three cases mentioned above on behalf of the Company.

## 17. Events after the reporting period

17.1 On 5 August 2024, the Extraordinary General Meeting of shareholders of the Company No. 1/2024 approved an increase in the registered share capital by 84,000,000 shares, with a par value of Baht 0.5 per share, totaling Baht 42 million. Additionally, the Meeting approved the issuance of 84,000,000 warrants (MGI-W1) for the purchase of newly issued ordinary shares of the Company No.1. These warrants are to be allocated to the existing shareholders of the Company on a pro rata basis as a preferential public offering at no cost. The warrants have a term of 2 years, an exercise ratio of 2.5 ordinary shares per warrant and an exercise price of Baht 10 per share.

17.2 On 7 August 2024, the Board of Directors' meeting of the Company No. 6/2024 passed the following resolutions.

- Approved the establishment of a new subsidiary engaged in aesthetics. This subsidiary has a registered capital of Baht 1 million and is expected to be registered by September 2024. The Company will hold a 100 percent interest in this subsidiary, with an investment value including the working capital not exceeding Baht 30 million.
- Approved the investment in the jewelry business, either as an investment unit, a subsidiary, or a joint venture, with an investment value not exceeding Baht 30 million.

## 18. Approval of interim financial statements

These interim financial statements were authorised for issue by the Company's Board of Directors on 7 August 2024.



นายรัชพล จันทรม



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